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For calendar year 2015, or tax year beginning 11-01-2015 , and ending 10-31-2016

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		Room/suite	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"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <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		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 60,104,398		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))	Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	43,666			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	356	356		
	4 Dividends and interest from securities	2,090,396	2,090,396		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10 _____	264,966			
	b Gross sales price for all assets on line 6a 13,374,789				
	7 Capital gain net income (from Part IV , line 2)		264,966		
	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)				
	12 Total. Add lines 1 through 11	2,399,384	2,355,718		
	13 Compensation of officers, directors, trustees, etc	799	799		
	14 Other employee salaries and wages	21,420			21,420
	15 Pension plans, employee benefits	1,649			1,649
	16a Legal fees (attach schedule).	 150			150
	b Accounting fees (attach schedule).	 55,351	27,675		27,676
	c Other professional fees (attach schedule)	 617,489	617,489		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 29,694	26,694		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy	138			138
	21 Travel, conferences, and meetings.				
	22 Printing and publications				
	23 Other expenses (attach schedule).	 33,657	879		32,778
	24 Total operating and administrative expenses. Add lines 13 through 23	760,347	673,536		83,811
	25 Contributions, gifts, grants paid	3,008,432			3,008,432
	26 Total expenses and disbursements. Add lines 24 and 25	3,768,779	673,536		3,092,243
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,369,395			
	b Net investment income (if negative, enter -0-)		1,682,182		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,264,082	2,858,701	2,858,701
	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)	1,732,227	1,755,213	1,755,213
	b	Investments—corporate stock (attach schedule)	11,747,196	17,565,084	17,565,084
	c	Investments—corporate bonds (attach schedule)	11,052,221	13,433,358	13,433,358
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	34,963,459	23,807,781	23,807,781
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	684,261	684,261	684,261	
16	Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)	61,443,446	60,104,398	60,104,398	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule).			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities(add lines 17 through 22)		0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted	61,443,446	60,104,398	
	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 instructions)	61,443,446	60,104,398	
	31	Total liabilities and net assets/fund balances(see instructions) . .	61,443,446	60,104,398	

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	61,443,446
2	Enter amount from Part I, line 27a	2	-1,369,395
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	60,074,051
5	Decreases not included in line 2 (itemize) ▶ _____	5	-30,347
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	60,104,398

Part IV

Capital Gains and Losses for Tax on Investment Income

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)		How acquired P—Purchase D—Donation (b)	Date acquired (c) (mo , day, yr)	Date sold (d) (mo , day, yr)
1a	See Additional Data Table			
b				
c				
d				
e				

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (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			Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) (l)
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) 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	264,966
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	264,966

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 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))
2014	3,197,481	61,390,802	0 052084
2013	3,301,315	63,744,763	0 051790
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

2	Total of line 1, column (d).	2	0 257926
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 051585
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	58,280,790
5	Multiply line 4 by line 3.	5	3,006,415
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	16,822
7	Add lines 5 and 6.	7	3,023,237
8	Enter qualifying distributions from Part XII, line 4.	8	3,092,243

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

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	16,822
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	
3	Add lines 1 and 2.	3	16,822
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	16,822
6	Credits/Payments		
a	2015 estimated tax payments and 2014 overpayment credited to 2015	6a	16,391
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	16,391
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	7
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	438
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . .	10	
11	Enter the amount of line 10 to be Credited to 2015 estimated tax Refunded	11	

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see 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 ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
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) ► 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 2015 or the taxable year beginning in 2015 (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 ► <u>N/A</u>	13	Yes	
14	The books are in care of ► <u>PETER DILLON</u> Telephone no ► <u>(815) 626-9000</u> Located at ► <u>PO BOX 537 STERLING IL</u> ZIP+4 ► <u>61081</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ► <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2015, 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 FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ►	16	Yes	No

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	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 2015?	1c		
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2015 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 2015</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 2015?	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 4945(d)(4)(A)? (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)? ☐ Yes ☒ No **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? ☐ Yes ☒ No **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? ☐ Yes ☒ No **7b**

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

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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
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 N/A	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3 ▶

Part X Minimum Investment Return

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	59,064,185
b	Average of monthly cash balances.	1b	104,130
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	59,168,315
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	59,168,315
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	887,525
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	58,280,790
6	Minimum investment return. Enter 5% of line 5.	6	2,914,040

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	2,914,040
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	16,822
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	16,822
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	2,897,218
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	2,897,218
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	2,897,218

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	3,092,243
b	Program-related investments—total from Part IX-B.	1b	
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	3,092,243
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	16,822
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,075,421

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				2,897,218
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010.				94,272
b From 2011.				143,650
c From 2012.				173,176
d From 2013.				185,915
e From 2014.				219,601
f Total of lines 3a through e.	816,614			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 3,092,243				
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2015 distributable amount.				2,897,218
e Remaining amount distributed out of corpus	195,025			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,011,639			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions). . .	94,272			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	917,367			
10 Analysis of line 9				
a Excess from 2011. . . .				143,650
b Excess from 2012. . . .				173,176
c Excess from 2013. . . .				185,915
d Excess from 2014. . . .				219,601
e Excess from 2015. . . .				195,025

Part XIV

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b Check box to indicate whether the organiza

Tax year	Prior 3 years			(e) Total
(a) 2015	(b) 2014	(c) 2013	(d) 2012	

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Part XV

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 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

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	3,008,432
b Approved for future payment				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

[illegible]

1. Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

[illegible]

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

<p>*****</p> <p>_____</p> <p>Signature of officer or trustee</p>	<p>2016-02-06</p> <p>_____</p> <p>Date</p>	<p>*****</p> <p>_____</p> <p>Title</p>
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May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name RICHARD LAMM	Preparer's Signature	Date 2017-02-10	Check if self-employed <input checked="" type="checkbox"/>	PTIN P00082074
	Firm's name <input checked="" type="checkbox"/> BEGGIN TIPP LAMM LLC			Firm's EIN <input checked="" type="checkbox"/>	27-3238017
	Firm's address <input checked="" type="checkbox"/> 524 W STEPHENSON ST STE 200 FREEPORT, IL 61032			Phone no <input checked="" type="checkbox"/>	(815) 235-9610

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

List and describe the kind(s) of property sold (e g , real estate, (a) 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		
SOF II	P		
RIVER ROAD	P		
WENTWORTH	P		
SAGE ADVISORY	P		
CINCINNATI ASSET MANAGEMENT	P		
OPPORTUNISTIC PORTFOLIO	P		
DELAWARE CAPITAL	P		
ADVENT	P		
LAZARD	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)
91,573		87,335	4,238
		24,998	-24,998
1,706,957		1,565,472	141,485
2,105,088		2,446,819	-341,731
772,072		757,734	14,338
680,089		828,253	-148,164
2,538,151		2,587,243	-49,092
517,588		392,082	125,506
1,836,208		1,832,485	3,723
610,169		587,400	22,769

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	
			4,238
			-24,998
			141,485
			-341,731
			14,338
			-148,164
			-49,092
			125,506
			3,723
			22,769

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

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo , day, yr)	(d) Date sold (mo , day, yr)
DAL INCOME NOTE	P		
FRONTPOINT	P		
MILLENNIUM	P		
BAY RESOURCE	P		
DISCOVERY GLOBAL	P		
DOUBLELINE	P		

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
1,999,993		2,000,000	-7
		2	-2
229,236			229,236
59,417			59,417
148,256			148,256
79,992			79,992

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			Gains (Col (h) gain minus col (k), but not less than -0-) or (l) Losses (from col (h))
(i) F M V as of 12/31/69	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-7
			-2
			229,236
			59,417
			148,256
			79,992

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
PETER W DILLON 2804 W LEFEVRE STERLING,IL 61081	PRESIDENT 12 00	0	0	0
PATRICK W DILLON 2804 W LEFEVRE STERLING,IL 61081	VICE PRESIDE 1 00	0	0	0
MARGO DILLON 2804 W LEFEVRE STERLING,IL 61081	ASST TREASU 1 00	0	0	0
GALE D INGLEE 2804 W LEFEVRE STERLING,IL 61081	ASST SECRET 1 00	0	0	0
JAMES BOESEN 2804 W LEFEVRE STERLING,IL 61081	SECRETARY 1 00	799	0	0
JOHN VAN OSDOL 2804 W LEFEVRE STERLING,IL 61081	TREASURER 1 00	0	0	0
TOM LEXVOLD 2804 W LEFEVRE STERLING,IL 61081	DIRECTOR 1 00	0	0	0
DOUGLAS INGLEE 2804 W LEFEVRE STERLING,IL 61081	DIRECTOR 1 00	0	0	0
DEBORAH HAGLUND 2804 W LEFEVRE STERLING,IL 61081	DIRECTOR 1 00	0	0	0

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>				
202020 PO BOX 96669 WASHINGTON,DC 200906669			IN SUPPORT OF HUMAN SERVICE	700
ABRAHAM LINCOLN PRESIDENTIAL LIBRARY FOUNDATION 500 EAST MADISON SUITE 200 SPRINGFIELD,IL 62701			IN SUPPORT OF HUMAN SERIVCE	3,500
ACCESS SERVICES OF NORTHERN ILLINOIS 7399 FOREST HILLS RD LOVES PARK,IL 611113974			SUPPORT COMMUNITY INVOLVEMENT	2,250
ALZHEIMER'S DISEASE AND RELATED DISORDERS 225 N MICHIGAN AVE CHICAGO,IL 606017652			IN SUPPORT OF MEDICAL RESEARCH	2,375
AMERICA'S FUTURE INC 7800 BONHOMME ST LOUIS,MO 63105			TO SUPPORT EDUCATION/INSTRUCTION	2,100
AMERICAN CANCER SOCIETY - NORTHERN REGION 100 TRI-STATE INTERNATIONAL SUITE 125 LINCOLNSHIRE,IL 60069			TO SUPPORT MISSIONS RELATED TO DISEA	7,600
AMERICAN RED CROSS - LINCOLN LAND CHAPTER 112 W SECOND ST ROCK FALLS,IL 61071			IN SUPPORT OF HUMAN SERVICE	4,300
ANIMAL FRIENDS RESCUE PROJECT PO BOX 51083 PACIFIC GROVE,CA 93950			TO SUPPORT ANIMAL RELATED ACTIVITIES	1,000
ARBOR DAY FOUNDATION 100 ARBOR AVE NEBRASKA CITY,NE 68410			TO SUPPORT ENVIRONMENTAL QUALITY	3,700
AUGUSTANA COLLEGE -WVVK 639 38TH ST ROCK ISLAND,IL 61201			TO SUPPORT ARTS, CULTURE, HUMANITIES	1,600
BATAVIA UNIT SCHOOL DISTRICT 101 1200 W WILSON ST BATAVIA,IL 60510			SUPPORT OF EDUCATION/INSTRUCTION	4,500
BEREA COLLEGE 220 N MAIN STREET BEREA,KY 40404			TO SUPPORT EDUCATION/INSTRUCTION	8,500
BI-COUNTY COOPERATIVE FOUNDATION 506 W FOURTH ST STERLING,IL 61081			IN SUPPORT OF EDUCATION/INSTRUCTION	8,250
BIG BROTHER-BIG SISTER OF THE MISSISSIPPI VALLEY 300 FIRST VALLEY ROCK FALLS,IL 61071			IN SUPPORT OF YOUTH DEVELOPMENT	5,500
BLACKHAWK HILLS REGIONAL COUNCIL J 102 E ROUTE 30 SUITE 3 ROCK FALLS,IL 61071			TO SUPPORT THE WACC CEO PROGRAM	3,000
Total			▶ 3a	3,008,432

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>				
BOY SCOUTS OF AMERICA BLACKHAWK AREA COUNCIL 1800 7TH AVE PO BOX 4085 ROCKFORD,IL 61110			IN SUPPORT OF YOUTH DEVELOPMENT	7,300
BOY SCOUTS OF AMERICA DENVER COUNCI 2901 W 19TH AVE DENVER,CO 80204			IN SUPPORT OF YOUTH DEVELOPMENT	4,500
CAPITAL RESEARCH CENTER 1513 16TH ST NW WASHINGTON,DC 20036			PUBLIC AFFAIRS, SOCIETY BENEFIT	2,100
CENTRUM EAST ARENA VENTURE LLC 225 W HUBBARD ST CHICAGO,IL 60654			IN SUPPORT OF RECREATION, LEISURE,	1,400
CGH HEALTH FOUNDATION 100 E LEFEVRE STERLING,IL 61081			TO SUPPORT HEALTH/GENERAL AND RELATE	21,000
CUSD 5 CHALLAND MIDDLE SCHOOL 1700 6TH AVE STERLING,IL 61081			IN SUPPORT OF EDUCATION/INSTRUCTION	1,287
CHILDREN'S DIABETES FOUNDATION AT DENVER 777 GRANT ST SUITE 302 DENVER,CO 80203			TO SUPPORT HEALTH/DISEASE/DISORDER	1,000
CHILDREN'S HOSPITAL COLORADO FOUNDATION 13123 E 16TH AVE PO BOX 045 AURORA,CO 80045			TO SUPPORT DISEASE/HEALTH MISSIONS	1,000
CHINESE CHILDRENS CHARITIES 6920 SOUTH HOLLY CIRCLE CENTENNIAL,CO 80112			IN SUPPORT OF HUMAN SERVICE	1,500
CHRIST LUTHERAN CHURCH 2000 18TH AVENUE STERLING,IL 61081			IN SUPPORT OF EDUCATION/INSTRUCTION	2,500
CITY OF GOD PO BOX 745 STERLING,IL 61081			TO SUPPORT RELIGION/SPIRITUAL DEVELO	2,800
CITY OF STERLING 212 THIRD AVE STERLING,IL 61081			TO SUPPORT COMMUNITY IMPROVEMENT	56,682
CITY OF STERLING - DARE PROGRAM 212 THIRD AVE STERLING,IL 61081			IN SUPPORT OF YOUTH DEVELOPMENT	2,850
CLINTON SYMPHONY ORCHESTRA ASSOCIATION PO BOX 116 CLINTON,IA 52733			TO SUPPORT ARTS, CULTURE, HUMANITIES	2,800
CLUB BLUE ROCKFORD 2902 MCFARLAND RD SUITE 400 ROCKFORD,IL 611076801			IN SUPPORT OF PHILANTHROPY	1,000
Total			▶ 3a	3,008,432

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>				
COLOMA TOWNSHIP PARK DISTRICT 508 EAST 11ST STREET ROCK FALLS,IL 61071			TO SUPPORT RECREATION, LEISURE, SPOR	10,000
COMMUNITY CHRISTMAS FOR CHILDREN 409 WEST 21ST ST STERLING,IL 61081			TO SUPPORT HUMAN SERVICE ACTIVITIES	8,250
COMMUNITY UNIT SCHOOL DISTRICT 5 410 E LE FEVRE RD STERLING,IL 61081			IN SUPPORT OF EDUCATION/INSTRUCTION	574,435
COUNCIL FOR ECONOMIC EDUCATION 122 EAST 42ND ST SUITE 2600 NEW YORK,NY 10168			IN SUPPORT OF EDUCATION/INSTRUCTION	4,700
CONSERVATION SCULPTURE AND OBJECT STUDIO 900 S DES PLAINES AVE FOREST PARK,IL 60130			TO SUPPORT ARTS, CULTURE, HUMANITIES	43,666
CULTURAL LITERACY FOUNDATION 801 E HIGH ST CHARLOTTESVILLE,VA 22901			TO SUPPORT EDUCATION/INSTRUCTION	3,000
DENVER FIREFIGHTERS PROTECTIVE ASSOCIATION 2342 N BROADWAY SUITE 100 DENVER,CO 802052178			IN SUPPORT OF HUMAN SERVICE	2,500
DENVER ZOOLOGICAL FOUNDATION INC 2300 STEELE ST DENVER,CO 80205			TO SUPPORT ARTS, CULTURE, HUMANITIES	3,500
EAST COLOMA SCHOOL DISTRICT 12 1602 DIXON RD ROCK FALLS,IL 61071			IN SUPPORT OF EDUCATION/INSTRUCTION	4,250
EUREKA COLLEGE 300 E COLLEGE AVE EUREKA,IL 61503			IN SUPPORT OF EDUCATION/INSTRUCTION	3,400
EXCEPTIONAL CARE & TRAINING CENTER 2601 WOODLAWN RD STERLING,IL 61081			IN SUPPORT OF HUMAN SERVICE	1,000
EXPONENT PHILANTHROPY 1720 N ST NW WASHINGTON,DC 20036			IN SUPPORT OF EDUCATION/INSTRUCTION	4,300
FIRST BAPTIST CHURCH OF LAFAYETTE 411 N 7TH STREET LAFAYETTE,IN 47901			IN SUPPORT OF RELIGION/SPIRITUAL DEV	3,325
FIRST PRESBYTERIAN CHURCH 410 2ND AVE STERLING,IL 61081			IN SUPPORT OF RELIGION/SPIRITUAL DEV	26,050
FLIGHT FOR LIFE - COLORADO 11600 W 2ND PLACE LAKEWOOD,CO 80228			IN SUPPORT OF HUMAN SERVICE	4,350
Total			▶ 3a	3,008,432

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>				
FOOD BANK OF MONTEREY COUNTY 815 W MARKET 5 SALINAS,CA 93901			TO SUPPORT FOOD NUTRITION AND AG	2,000
FOUNDATION FOR TEACHING ECONOMICS 260 RUSSELL BLVD SUITE B DAVIS,CA 95616			IN SUPPORT OF EDUCATION/INSTRUCTION	3,000
FOX VALLEY HANDS OF HOPE PO BOX 707 GENEVA,IL 60134			IN SUPPORT OF HUMAN SERVICE	500
FREEDOMS FOUNTAIN AT VALLEY FORGE PO BOX 706 VALLEY FORGE,PA 19481			IN SUPPORT OF ARTS/CULTURE/HUMANITIE	3,000
FRIENDS OF FOOTHILLS ANIMAL SHELTER 580 MCINTYRE STREET GOLDEN,CO 804015026			IN SUPPORT OF ANIMALS	500
GIANNA'S HOUSE PREGNANCY RESOURCE CENTER 700 10TH AVE ROCK FALLS,IL 61071			TO SUPPORT HUMAN SERVICE ACTIVITES	750
GIRL SCOUTS OF NORTHERN ILLINOIS 5040 W BUSINESS ROUTE 20 FREEPORT,IL 61032			IN SUPPORT OF YOUTH DEVELOPMENT	8,000
GRACE EPISCOPAL CHURCH 707 FIRST AVENUE STERLING,IL 61081			TO SUPPORT RELIGION/SPIRITUAL DEVELO	33,725
GREATER STERLING DEVELOPMENT CORP 1741 INDUSTRIAL DRIVE STERLING,IL 61081			TO SUPPORT COMMUNITY IMPROVEMENT	52,433
GUIDING EYES FOR THE BLIND 611 GRANITE SPRINGS RD YORKTOWN HEIGHTS,NY 10598			TO SUPPORT HEALTH/GENERAL RELATED	2,450
HAPPY TAILS HUMANE SOCIETY 1408 MCNEIL ROAD ROCK FALLS,IL 61071			IN SUPPORT OF ANIMALS	2,100
HOME OF HOPE OF THE ROCK RIVER VALLEY INC 1632 PLOCK RD DIXON,IL 61021			IN SUPPORT OF HUMAN SERVICE ACTIVITI	7,200
HOSPICE OF ROCK RIVER VALLEY 264 IL ROUTE 2 DIXON,IL 61021			TO SUPPORT HEALTH/GENERAL RELATED	11,650
ILLINOIS CONSERVATION FOUNDATION 1 NATURAL RESOURCE WAY SPRINGFIELD,IL 62702			IN SUPPORT OF ARTS, CULTURE, HUMANIT	4,500
ILLINOIS MATHEMATICS AND SCIENCE ACADEMY 1500 W SULLIVAN ROAD AURORA,IL 60506			IN SUPPORT OF EDUCATION/INSTRUCTION	4,300
Total			▶ 3a	3,008,432

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				
JOHNSON O'CONNOR RESEARCH FOUNDATION INC 347 BEACON ST BOSTON,MA 02116			IN SUPPORT OF EDUCATION/INSTRUCTION	2,000
JUNIOR ACHIEVEMENT OF HEARTLAND INC 800 12TH AVENUE MOLINE,IL 61265			IN SUPPORT OF YOUTH DEVELOPMENT	6,100
JUNIOR TACKLE FOOTBALL INC OF STERLING IL 3806 WOODLAWN RD STERLING,IL 61081			TO SUPPORT RECREATION, LEISURE, SPOR	4,250
KANEVILLE UNITED METHODIST CHURCH 46W764 MAIN ST ELBURN,IL 60119			TO SUPPORT RELIGION/SPIRITUAL DEVELO	1,400
KEITH COUNTY DAY SCHOOL ROCKFORD 1 JACOBY PLACE ROCKFORD,IL 61107			IN SUPPORT OF EDUCATION/INSTRUCTION	4,750
KIWANIS CLUB OF STERLING FOUNDATION PO BOX 44 STERLING,IL 61081			IN SUPPORT OF HUMAN SERVICE ACTIVITI	4,750
LIVING WELL CANCER RESOURCE CENTER 1803 W STATE STREET GENEVA,IL 60134			IN SUPPORT OF HEALTH/GENERAL RELATED	5,500
LUTHERAN SOCIAL SERVICES OF ILLINOIS 1901 FIRST AVENUE STERLING,IL 61081			TO SUPPORT ARTS, CULTURE, HUMANITIES	4,750
LYRIC OPERA OF CHICAGO 20 N WAKER DRIVE CHICAGO,IL 60606			TO SUPPORT ARTS, CULTURE, HUMANITIES	10,000
MAKE-A-WISH FOUNDATION OF COLORADO INC 7951 E MAPLEWOOD AVE GREENWOOD VILLAGE,CO 80111			IN SUPPORT OF HUMAN SERVICE ACTIVITI	2,000
MARCH OF DIMES BIRTH DEFECTS FOUNDATION - N IL DIVISION 5411 EAST STATE ST 8 ROCKFORD,IL 61108			IN SUPPORT OF MEDICAL RESEARCH	2,450
MAX MCGRAW WILD LIFE FOUNDATION 14N 322 RTW 25 PO BOX 9 DUNDEE,IL 60118			IN SUPPORT OF ANIMALS	6,000
MAYO FOUNDATION FOR MEDICAL EDUCATI AND RESEARCH 200 FIRST ST SW ROCHESTER,MN 55905			TO SUPPORT HEALTH/GENERAL	24,600
MEMORIAL SLOAN - KETTERING CANCER CENTER PO BOX 599 LENNOX HILL NEW YORK,NY 10021			IN SUPPORT OF MEDICAL RESEARCH	3,250
MONTANA STATE UNIVERSITY 600 WEST KAGY BLVD HOZEMAN,MT 59717			TO SUPPORT ARTS, CULTURE, HUMANITIES	7,000
Total ▶ 3a				3,008,432

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				
MONTMORENCY SCHOOL DISTRICT 12 9415 HOOVER RD ROCK FALLS,IL 61071			IN SUPPORT OF EDUCATION/INSTRUCTION	4,300
NATIONAL CHILD SAFETY COUNCIL PO BOX 1368 JACKSON,MI 492041368			IN SUPPORT OF EDUCATION/INSTRUCTION	1,150
NATIONAL FIRE SAFETY COUNCIL INC 110 WEST 5TH ST STERLING,IL 61081			PUBLIC SAFETY, DISASTER, PREPAREDNES	400
NATIONAL TRUST FOR HISTORIC PRESERVATION 2600 VIRGINIA AVE NW SUITE 1100 WASHINGTON,DC 200371922			TO SUPPORT ARTS, CULTURE, HUMANITIES	4,600
NATIONAL JEWISH MEDICAL AND RESEARC CENTER 100 N LASALLE SUITE 1612 CHICAGO,IL 60602			TO SUPPORT HEALTH/GENERAL AND RELATE	2,400
NEEDHAM BROUGHTON HIGH SCHOOL 723 ST MARYS ST RALEIGH,NC 27605			IN SUPPORT OF EDUCATION/INSTRUCTION	425
NEWMAN CENTRAL CATHOLIC HIGH SCHOOL 1101 WEST ST STERLING,IL 61081			IN SUPPORT OF EDUCATION/INSTRUCTION	4,110
NORTHWESTERN ILLINOIS CENTER FOR INDEPENDENT LIVING 229 FIRST AVE SUITE 2 ROCK FALLS,IL 61071			IN SUPPORT OF HUMAN SERVICE	2,300
NORTHERN ILLINOIS UNIVERSITY FOUNDATION - WNIU 801 N FIRST ST DEKALB,IL 60115			TO SUPPORT ARTS, CULTURE, HUMANITIES	6,000
OPERATION SMILE 6435 TIDEWATER DR NORFOLK,VA 23509			IN SUPPORT OF HUMAN SERVICE	750
PARKINSON ASSOCIATION OF THE ROCKIE 1325 S COLORADO BLVD 204 DENVER,CO 80222			IN SUPPORT OF HUMAN SERVICE	1,000
PHI MU FOUNDATION 400 WESTPARK DRIVE PEACHTREE CITY,GA 30269			TO SUPPORT ARTS, CULTURE, HUMANITIES	500
PRESBYTERIAN CHURCH (USA) FOUNDATIO 200 EAST 12TH STREET JEFFERSONVILLE,IN 47130			TO SUPPORT RELIGION/SPIRITUAL DEVELO	8,500
ROCK FALLS ELEMENTARY SCHOOL DISTRICT 13 602 4TH AVE ROCK FALLS,IL 61071			IN SUPPORT OF EDUCATION/INSTRUCTION	13,970
ROCK FALLS PUBLIC LIBRARY 1007 7TH AVE ROCK FALLS,IL 61071			TO SUPPORT ARTS, CULTURE, HUMANITIES	8,000
Total ▶ 3a				3,008,432

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				
ROCK FALLS TOWNSHIP HIGH SCHOOL DISTRICT 301 171 12TH AVE ROCK FALLS,IL 61071			TO SUPPORT EDUCATION/INSTRUCTION	7,990
ROCK FALLS YOUTH FOOTBALL 220 E 10TH STREET ROCK FALLS,IL 61071			TO SUPPORT RECREATION, LEISURE, SPOR	1,425
ROCK RIVER VALLEY SELF HELP ENTERPRISES 2300 W LEFEVRE RD STERLING,IL 61081			TO SUPPORT EDUCATION/INSTRUCTION	13,000
ROCKFORD UNIVERSITY 5050 EAST STATE ST ROCKFORD,IL 61108			TO SUPPORT EDUCATION/INSTRUCTION	7,600
ROCKY MOUNTAIN DOWN SYNDROME ASSOCIATION 7200 E HAMPDEN AVE 301 DENVER,CO 80224			IN SUPPORT OF HUMAN SERVICE	500
SAUK VALLEY COMMUNITY COLLEGE FOUNDATION 173 ILLINOIS ROUTE 2 DIXON,IL 61021			TO SUPPORT EDUCATION/INSTRUCTION	67,000
SAUK VALLEY FOODBANK 1801 PLANT RD STERLING,IL 61081			TO SUPPORT FOOD, NUTRITION, AND AG	12,000
SAVE ELLIS ISLAND INC 500 INTERNATIONAL DR BUDD LAKE,NJ 07828			TO SUPPORT COMMUNITY IMPROVEMENT	1,000
SEVENTH DAY ADVENTIST CHURCH 501 W SECOND ST ROCK FALLS,IL 61071			TO SUPPORT RELIGION/SPIRITUAL DEVELO	1,300
SHATTUCK - ST MARY'S 1000 SHUMWAY AVE FAIRBAULT,MN 55021			TO SUPPORT EDUCATION/INSTRUCTION	3,000
SHELTER BOX USA 8374 MARKET STREET 203 LAKEWOOD RANCH,FL 34202			IN SUPPORT OF YOUTH DEVELOPMENT	1,000
SISKIN CHILDREN'S INSTITUTE 1 SISKIN PLAZA CHATTANOOGA,TN 37403			TO SUPPORT HEALTH/GENERAL RELATED	5,300
SOUTHEAST DENVER CHRISTIAN CHURCH 9650 JORDAN RD PARKER,CO 801349270			TO SUPPORT RELIGION/SPIRITUAL DEVELO	1,500
SPECIAL OLYMPICS OF ILLINOIS 605 E WILLOW ST NORMAL,IL 61761			TO SUPPORT RECREATION, LEISURE, SPOR	3,600
ST ANDREW'S CATHOLIC ELEMENTARY SCHOOL 701 11TH AVE ROCK FALLS,IL 61071			TO SUPPORT EDUCATION/INSTRUCTION	2,790
Total ▶ 3a				3,008,432

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>				
ST ANTHONY HEALTH FOUNDATION 11600 W 2ND PLACE LAKEWOOD,CO 80228			IN SUPPORT OF HUMAN SERVICE	1,000
ST JUDE CHILDREN'S RESEARCH HOSPITA 501 ST JUDE PL MEMPHIS,TN 38105			TO SUPPORT HEALTH/GENERAL AND RELATE	4,800
ST MARK'S EPISCOPAL CHURCH 320 FRANKLIN STREET GENEVA,IL 61034			TO SUPPORT RELIGION/SPIRITUAL DEVELO	5,000
ST MARY'S CHURCH 600 AVENUE B STERLING,IL 61081			TO SUPPORT RELIGION/SPIRITUAL DEVELO	250
ST MARY'S GRADE SCHOOL 5 W SIXTH STREET STERLING,IL 61081			IN SUPPORT OF EDUCATION/INSTRUCTION	4,700
ST VINCENT DE PAUL - STERLING ROCK FALLS 7 W SIXTH STREET STERLING,IL 61081			TO SUPPORT COMMUNITY IMPROVEMENT	750
STANWOOD COMMUNITY SENIOR CENTER 7430 276TH STREET NW STANWOOD,WA 98292			IN SUPPORT OF HUMAN SERVICE	8,550
STERLING HIGH SCHOOL 1608 FOURTH AVE STERLING,IL 61081			IN SUPPORT OF EDUCATION/INSTRUCTION	6,903
STERLING MAIN STREET PO BOX 261 STERLING,IL 61081			TO SUPPORT COMMUNITY IMPROVEMENT	5,000
STERLING PARK DISTRICT 211 E ST MAYS PO BOX 958 STERLING,IL 61081			TO SUPPORT COMMUNITY IMPROVEMENT	594,009
STERLING PARK DISTRICT - MUSEUM ASSOCIATION 211 E ST MAYS PO BOX 958 STERLING,IL 61081			TO SUPPORT ARTS,CULTURE, HUMANITIES	104,600
STERLING PUBLIC LIBRARY 102 WEST 3RD STREET STERLING,IL 61081			TO SUPPORT ARTS,CULTURE, HUMANITIES	25,000
STERLING ROCK FALLS COMMUNITY TRUST 302 FIRST AVE STERLING,IL 61081			TO SUPPORT COMMUNITY IMPROVEMENT	2,500
STERLING ROCK FALLS DAY CARE AGENCY INC 1840 W LE FEVRE STERLING,IL 61081			IN SUPPORT OF YOUTH DEVELOPMENT	4,750
STERLING ROCK FALLS FAMILY YMCA 2505 YMCA WAY STERLING,IL 61081			IN SUPPORT OF HUMAN SERVICE	57,725
Total			▶ 3a	3,008,432

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>				
STERLING ROCK FALLS HISTORICAL SOCIETY 1005 E 3RD STERLING,IL 61081			TO SUPPORT ARTS, CULTURE, HUMANITIES	78,500
STERLING SCHOOLS FOUNDATION PO BOX 1046 STERLING,IL 61081			TO SUPPORT EDUCATION/INSTRUCTION	90,240
STERLING TOWNSHIP 108 4TH AVE STERLING,IL 61081			TO SUPPORT COMMUNITY IMPROVEMENT	4,000
SULLIVAN HOME - OPERATING EXPENSES 104 15TH AVE STERLING,IL 61081			TO SUPPORT RECREATION, LEISURE, SPOR	30,655
SUSTAINABLE BEREА INC PO BOX 1302 BEREА,KY 40403			TO SUPPORT EDUCATION/INSTRUCTION	5,000
TEXAS A&M UNIVERSITY - KINGSVILLE FOUNDATION PO BOX 2202 KINGSVILLE,TX 78363			TO SUPPORT EDUCATION, INSTRUCTION	2,500
THE ASSOCIATED COLLEGES OF ILLINOIS 150 N WACKER DR SUITE 11740 CHICAGO,IL 60606			TO SUPPORT EDUCATION/INSTRUCTION	12,250
THE CARING CENTER 2800 E HILL DRIVE ROCK FALLS,IL 61071			IN SUPPORT OF HUMAN SERVICE	1,000
THE CIVIL WAR PRESERVATION TRUST 1331 H STREET SUITE 1001 WASHINGTON,DC 20005			TO SUPPORT ARTS, CULTURE, HUMANITIES	4,500
THE CULVER EDUCATIONAL FOUNDATION 1300 ACADEMY RD 29 CULVER,IN 46511			TO SUPPORT EDUCATION/INSTRUCTION	8,300
THE DICTIONARY PROJECT PO BOX 1845 CHARLESTON,SC 29402			TO SUPPORT EDUCATION/INSTRUCTION	1,500
THE FOUNDATION AT PCK 11661 N PINE DR PARKER,CO 80138			TO SUPPORT EDUCATION/INSTRUCTION	1,500
THE FOUNDATION CENTER 79 5TH AVE NEW YORK,NY 10003			TO SUPPORT PHILANTHROPY/VOLUNTARISM	3,400
THE JOSEPH F GLIDDEN HOMESTEAD FOUNDATION 2944 GREENWOOD ACRES DR DEKALB,IL 60115			TO SUPPORT ARTS, CULTURE, HUMANITIES	3,250
THE NATIONAL MUSEUM OF WWII AVIATIO 755 AVIATION WAY COLORADO SPRINGS,CO 80916			TO SUPPORT ARTS, CULTURE, HUMANITIES	1,000
Total ▶ 3a				3,008,432

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>				
THE NATURE CONSERVANCY OF IL CHAPTER 8 8 S MICHIGAN SUITE 900 CHICAGO,IL 60603			TO SUPPORT ENVIRONMENTAL QUALITY	10,000
THE PHILANTHROPY ROUNDTABLE 1150 17TH ST NW SUITE 503 WASHINGTON,DC 20063			TO SUPPORT PHILANTHROPY/VOLUNTARISM	1,250
THE ROCKFORD INSTITUTE 934 NORTH MAIN ST ROCKFORD,IL 61103			TO SUPPORT EDUCATION/INSTRUCTION	3,500
THE SALVATION ARMY PO BOX 366 STERLING,IL 61081			TO SUPPORT HUMAN SERVICE ACTIVITIES	20,725
THE UNITED STATES OLYMPIC COMMITTEE 1 OLYMPIC PLAZA COLORADO SPRINGS,CO 80909			TO SUPPORT RECREATION, LEISURE, SPOR	2,600
TWIN CITY PUBLIC ACTION TO DELIVER SHELTER INC 507 W 3RD ST STERLING,IL 61081			TO SUPPORT PUBLIC SAFETY/EMERGENCY	3,850
UNION LEAGUE BOYS & GIRLS CLUBS 65 W JACKSON BLVD CHICAGO,IL 606043507			IN SUPPORT OF YOUTH DEVELOPMENT	3,750
UNITED WAY OF WHITESIDE COUNTY PO BOX 806 STERLING,IL 61081			TO SUPPORT HUMAN SERVICE ACTIVITIES	163,634
UNITVERSITY OF COLORADO FOUNDATION INC 4200 E 9TH AVE B188 DENVER,CO 80262			TO SUPPORT EDUCATION/INSTRUCTION	6,000
UNIVERSITY OF DUBUQUE 200 UNIVERSITY AVE DUBUQUE,IA 52001			TO SUPPORT EDUCATION/INSTRUCTION	8,300
WESLEY UNITED METHODIST CHURCH 2200 16TH AVE STERLING,IL 61081			TO SUPPORT RELIGION/SPIRITUAL DEVELO	500
WHITESIDE AREA CAREER CENTER 1608 5TH AVE STERLING,IL 61081			TO SUPPORT EDUCATION/INSTRUCTION	28,000
WHITESIDE COUNTY COMMUNITY HEALTH CLINIC 1300 W 2ND ST ROCK FALLS,IL 61071			TO SUPPORT HEALTH/GENERAL AND RELATE	3,200
WHITESIDE COUNTY SENIOR CENTER 1207 W 9TH ST STERLING,IL 61081			TO SUPPORT HUMAN SERVICE ACTIVITES	16,500
WOODLAWN ARTS ACADEMY - CAPITAL IMPROVEMENTS 3807 WOODLAWN RD STERLING,IL 61081			TO SUPPORT ARTS, CULTURE, HUMANITIES	13,906
Total ▶ 3a				3,008,432

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>				
WOODALWN ARTS ACADEMY - OPERATING EXPENSES 3807 WOODLAWN RD STERLING,IL 61081			TO SUPPORT ARTS, CULTURE, HUMANITIES	333,972
YMCA AT UNIVERSITY OF ILLINOIS 1001 S WRIGHT ST CHAMPAIGN,IL 61820			TO SUPPORT HUMAN SERVICE ACTIVITIES	5,800
YOUNG LIFE PO BOX 6643 RALEIGH,NC 27628			TO SUPPORT RELIGION/SPIRITUAL DEVELO	1,700
YWCA OF THE SAUK VALLEY 412 FIRST AVE STERLING,IL 61081			TO SUPPORT HUMAN SERVICE ACTIVITIES	22,725
TWIN CITY JOIN FIRE COMMAND 212 THIRD AVE STERLING,IL 61081			TO SUPPORT PUBLIC SAFETY/EMERGENCY	1,000
TIMBER LAKE PLAYHOUSE PO BOX 29 MOUNT CARROLL,IL 61053			TO SUPPORT ARTS, CULTURE, HUMANITIES	6,750
Total ▶ 3a				3,008,432

TY 2015 Accounting Fees Schedule**Name:** DILLON FOUNDATION**EIN:** 36-6059349

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING AND AUDIT	55,351	27,675		27,676

TY 2015 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	1,844,397	1,844,397
ADVENT	2,484,161	2,484,161
R2K INCOME NOTE	2,077,700	2,077,700
SPX LASERS	5,062,500	5,062,500
SPX R2K SX5E	1,964,600	1,964,600

TY 2015 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		
RIVER ROAD SMALL/MID VALUE	3,338,889	3,338,889
SCHAFER CULLEN LARGE CAP VALUE	3,304,717	3,304,717
LAZARD	2,538,777	2,538,777
DELAWARE INTERNATIONAL	3,779,800	3,779,800
OPPORTUNISTIC PORTFOLIO	4,602,901	4,602,901

TY 2015 Investments Government Obligations Schedule**Name:** DILLON FOUNDATION**EIN:** 36-6059349**US Government Securities - End of
Year Book Value:**

1,755,213

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

1,755,213

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

TY 2015 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	3,213,338	3,213,338
DELAWARE INTERNATIONAL	FMV		
FRONTPOINT	FMV	957,552	957,552
MILLENNIUM	FMV	4,165,133	4,165,133
TAX LIEN CERTIFICATES	FMV	88,000	88,000
WENTWORTH HAUSER	FMV		
INVESTMENT OPTIONS	FMV	100,174	100,174
OPPORTUNISTIC PORTFOLIO	FMV		
DOUBLELINE	FMV	3,931,125	3,931,125
STRATEGIC OPPORTUNITIES	FMV	3,681,832	3,681,832
EUR/JAP TRIG PLUS NT	FMV	2,670,000	2,670,000
DAL INCOME NOTE	FMV		
BLACKSTONE ENERGY PARTNERS	FMV	299,849	299,849
STRATEGIC OPPORTUNITIES FUND II	FMV	1,576,505	1,576,505
DISCOVERY GLOBAL OPPORTUNITY	FMV	3,124,273	3,124,273

TY 2015 Legal Fees Schedule

Name: DILLON FOUNDATION

EIN: 36-6059349

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	150			150

TY 2015 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	684,261	684,261	684,261

TY 2015 Other Decreases Schedule**Name:** DILLON FOUNDATION**EIN:** 36-6059349

Description	Amount
UNREALIZED GAIN(LOSS) ON INVESTMENT	-30,347

TY 2015 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
EXPENSES				
INSURANCE	23,493			23,493
OFFICE SUPPLIES	756			756
DUES & SUBSCRIPTIONS	1,975			1,975
MISCELLANEOUS	2,259			2,259
TELEPHONE	772			772
BANK SERVICE CHARGES	3,074	129		2,945
POSTAGE	333			333
FILING FEES	750	750		
BOX RENT	245			245

TY 2015 Other Professional Fees Schedule**Name:** DILLON FOUNDATION**EIN:** 36-6059349

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES	616,589	616,589		
PMGJP & AC LLC FEES	900	900		

TY 2015 Taxes Schedule

Name: DILLON FOUNDATION

EIN: 36-6059349

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	3,000			
FOREIGN TAXES PAID	26,694	26,694		

Schedule B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

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

OMB No 1545-0047

2015

Name of the organization DILLON FOUNDATION	Employer identification number 36-6059349
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or other property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☐ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year. ▶ \$ _____

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

Name of organization DILLON FOUNDATION	Employer identification number 36-6059349
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Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ILLINOIS CONSERVATION FOUNDATION	\$ 43,666	Person <input checked="" type="checkbox"/>
	1 NATURAL RESOURCES WAY		Payroll <input type="checkbox"/>
	SPRINGFIELD, IL 62702		Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/>
			Payroll <input type="checkbox"/>
			Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization DILLON FOUNDATION	Employer identification number 36-6059349
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Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed			
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

Name of organization DILLON FOUNDATION	Employer identification number 36-6059349
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Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
--		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
--		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
--		_____	
_____		_____	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
--		_____	
_____		_____	