

For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation Dodson Foundation Inc c/o Mark R Dodson		A Employer identification number 39-1694304	
Number and street (or P O box number if mail is not delivered to street address) 347 Plymouth Drive		Room/suite	B Telephone number (see instructions) (312) 307-2326
City or town, state or province, country, and ZIP or foreign postal code Inverness, IL 60067		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address 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"/>	
Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change <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) \$ 28,436,914		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	6,217,915			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	40,673	40,673		
	4 Dividends and interest from securities . . .	429,199	429,199		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	945,014			
	b Gross sales price for all assets on line 6a 11,999,795				
	7 Capital gain net income (from Part IV, line 2) . . .		945,014		
	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)	299,461	0		
	12 Total. Add lines 1 through 11	7,932,262	1,414,886		
	13 Compensation of officers, directors, trustees, etc	125,000	93,750		31,250
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	7,563	3,782		3,781
	c Other professional fees (attach schedule)	22,323	22,323		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	9,737	5,418		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	58,499	58,384		0
	24 Total operating and administrative expenses. Add lines 13 through 23	223,122	183,657		35,031
	25 Contributions, gifts, grants paid	1,200,000			1,200,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,423,122	183,657		1,235,031
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	6,509,140			
	b Net investment income (if negative, enter -0-)		1,231,229		
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			
	2 Savings and temporary cash investments	3,449,999	4,088,246	4,088,246
	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) ▶ _____ 511,500 Less allowance for doubtful accounts ▶ _____ 0	0	511,500	511,500
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule)	15,208,895	17,518,587	19,607,860
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ _____ 1,840,264 Less accumulated depreciation (attach schedule) ▶ _____		1,840,264	2,500,000
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	10,722,639	10,939,474	1,729,308
	14 Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15 Other assets (describe ▶ _____)				
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	29,381,533	34,898,071	28,436,914	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule).			
	22 Other liabilities (describe ▶ _____)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0	0	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0	0	
	29 Retained earnings, accumulated income, endowment, or other funds	29,381,533	34,898,071	
30 Total net assets or fund balances (see instructions)	29,381,533	34,898,071		
31 Total liabilities and net assets/fund balances (see instructions) .	29,381,533	34,898,071		

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	29,381,533
2 Enter amount from Part I, line 27a	2	6,509,140
3 Other increases not included in line 2 (itemize) ▶ _____	3	51,630
4 Add lines 1, 2, and 3	4	35,942,303
5 Decreases not included in line 2 (itemize) ▶ _____	5	1,044,232
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	34,898,071

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)	2	945,014
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 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))
2015	450,837	6,415,785	0 070270
2014	495,000	4,190,214	0 118132
2013	255,000	3,453,304	0 073842
2012	325,000	2,773,068	0 117199
2011	260,000	2,117,207	0 122803


2 Total of line 1, column (d)	2	0 502246
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 100449
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	25,766,351
5 Multiply line 4 by line 3	5	2,588,204
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,312
7 Add lines 5 and 6	7	2,600,516
8 Enter qualifying distributions from Part XII, line 4	8	1,235,031

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see 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 type="checkbox"/> and enter 1% of Part I, line 27b	1	24,625
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	24,625
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	24,625
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	2,800
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	20,000
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	22,800
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	16
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	1,841
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 2017 estimated tax ▶ Refunded ▶	11	

Part VII-A Statements Regarding Activities

	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 ▶ \$ _____ 0 (2) On foundation managers ▶ \$ _____ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____ 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	Yes
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	Yes
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) ▶ WI _____		
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 2016 or the taxable year beginning in 2016 (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	Yes

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	Yes	
14	The books are in care of ▶ Mark R Dodson Telephone no ▶ (312) 307-2326			

Located at ▶ 347 Plymouth Drive Inverness IL ZIP+4 ▶ 60067

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/>	15		
16	At any time during calendar year 2016, 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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
(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"/>	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 2016? <input type="checkbox"/>	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? <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). <input type="checkbox"/>	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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
b	If "Yes," did it have excess business holdings in 2016 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2016). <input type="checkbox"/>	3b		No
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 2016?	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))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? <input type="checkbox"/> Yes <input type="checkbox"/> No <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i>			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <i>If "Yes" to 6b, file Form 8870</i>	6b		No
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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. ☐ Yes ☒ No

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 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	21,070,935
b	Average of monthly cash balances.	1b	2,911,813
c	Fair market value of all other assets (see instructions).	1c	2,175,984
d	Total (add lines 1a, b, and c).	1d	26,158,732
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	26,158,732
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	392,381
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	25,766,351
6	Minimum investment return. Enter 5% of line 5.	6	1,288,318

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	1,288,318
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	24,625
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	96,205
c	Add lines 2a and 2b.	2c	120,830
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,167,488
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,167,488
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	1,167,488

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	1,235,031
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	1,235,031
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions).	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,235,031

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,167,488
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.	155,820			
b From 2012.	187,134			
c From 2013.	83,521			
d From 2014.	286,746			
e From 2015.	132,847			
f Total of lines 3a through e.	846,068			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>1,235,031</u>				
a Applied to 2015, 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 2016 distributable amount.				1,167,488
e Remaining amount distributed out of corpus	67,543			
5 Excess distributions carryover applied to 2016 (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	913,611			
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 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				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).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	155,820			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	757,791			
10 Analysis of line 9				
a Excess from 2012.	187,134			
b Excess from 2013.	83,521			
c Excess from 2014.	286,746			
d Excess from 2015.	132,847			
e Excess from 2016.	67,543			

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

Part XV **Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

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 email address of the person to whom applications should be addressed

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

- c** Any submission deadlines

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

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	1,200,000
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2016)

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

- b** If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

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

**Paid
Preparer
Use Only**

Print/Type preparer's name Lynn M Gardinier CPA	Preparer's Signature	Date 2017-06-26	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00073260
Firm's name ▶ Baker Tilly Virchow Krause LLP				Firm's EIN ▶ 39-0859910
Firm's address ▶ 500 Midland Court PO Box 8130 Janesville, WI 535478130				Phone no (608) 752-5835

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)
RBC - IShares MSCI Emerging Markets - 48,191 shs	D	2014-01-27	2016-01-05
RBC - Select Sector SPDR Trust - 70,000 shs	D	2014-01-27	2016-01-05
RBC - SPDR S&P 500 - 42,331 shs	P	2014-01-27	2016-01-05
RBC - Heartland Value Fund - 4094 shs	P	2014-01-27	2016-08-12
CSFB Mortgaged-backed Pass-through Certificates	D	2014-01-27	2016-12-31
Capital Gains Dividends	P		

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
1,512,200		1,994,585	-482,385
1,633,364		1,484,986	148,378
8,514,731		7,223,260	1,291,471
155,304		193,178	-37,874
148,731		158,772	-10,041
35,465			35,465

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	
			-482,385
			148,378
			1,291,471
			-37,874
			-10,041
			35,465

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
J Michael Dodson 9226 N 128th Way Scottsdale, AZ 85259	Director, President 1 00	50,000	0	0
Cynthia L Gardner 7643 Duncans Glen Drive Westerville, OH 43082				
Mark R Dodson 347 Plymouth Drive Inverness, IL 60067	Director, Treasurer 1 00	60,000	0	0
Mary Molofsky 913 Army Road Ruxton, MD 21204				
Susan Dodson Wollwert 4014 White Rock Trail Garland, TX 75043	Director 1 00	0	0	0
Robert Dodson 3839 E Lake Sammamish Shore Land SE Sammamish, WA 98075				

Form 990FP 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>				
Maryland Family Network 1001 Eastern Avenue Baltimore, MD 21202	N/A	Public Charity	Annual Operations	20,000
Torrance Memorial Foundation 3330 Lomita Boulevard Torrance, CA 90505	N/A	Public Charity	Annual Operations	20,000
UW Foundation ATHLETICS 1848 University Ave Madison, WI 53708	N/A	Public Charity	Annual Operations	25,000
Wyoming Catholic College 163 Leedy Drive Lander, WY 82520	N/A	Public Charity	Annual Operations	15,000
Eastside Catholic High School 232 228th Avenue Southeast Sammamish, WA 98074	N/A	Public Charity	Annual Operations	5,000
The Humane Society of the United States 1521 W Dobbins Road PHoenix, AZ 85041	n/A	public Charity	annual operations	50,000
Thomas Aquinas College 10000 Ojai Rd Santa Paula, CA 93060	n/A	public Charity	Annual Operations	10,000
Our Lady of the Shoals Catholic Chapel 200 East Commons Street North Tuscumbia, AL 35674	N/A	public Charity	Annual Operations	15,000
Fremd Viking Booster Club 1000 S Quentin Road palatine, IL 60067	N/A	public charity	Annual Operations	15,000
Bridge Youth and Family Services 721 s Quentin Rd 103 Palatine, IL 60067	N/A	public Charity	Annual Operations	25,000
Partners for our Communities 1585 N Rand Rd Palatine, IL 60067	N/A	Public Charity	Annual Operations	25,000
Cincinnati Childrens Hospital 3333 Burnet Ave cincinnati, OH 45229	N/A	public Charity	Annual Operations	50,000
Arizona Pug Adoption and Rescue Network 1106 N Gilbert Rd Mesa, AZ 85203	N/A	public Charity	Annual Operations	10,000
PHD 1610 Colonial Park Inverness, IL 60067	N/A	Public Charity	Annual Operations	25,000
St Mary's Food Bank Alliance 2831 N 31st Ave Phoenix, AZ 85009	N/A	Public Charity	Annual Operations	25,000
Total ► 3a				1,200,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Art with a Heart Inc 3355 Keswick Road Suite 104 Baltimore, MD 21211	N/A	Public Charity	Annual OperationsAnnual OperationsAnnual Operations	10,000
McDonogh School 8600 McDonogh Road Owing Mills, MD 21117	N/A	Public Charity	Annual Operations	10,000
Crohn's & Colitis Foundation of America 386 Park Avenue South 17th Floor New York, NY 10013	N/A	Public Charity	Annual Operations	20,000
Days End Farm Horse Rescue 1372 Woodbine Road Lisbon, MD 21797	N/A	Public Charity	Annual Operations	5,000
DFW Pug Rescue PO Box 2591 Grapevine, TX 760992591	N/A	Public Charity	Annual Operations	10,000
HAPPILY EVER AFTER LEAGUE 11445 E Via Lina 2-493 Scottsdale, AZ 85259	N/A	PUBLIC Charity	ANNUAL OPERATIONS	50,000
Stout University Foundation 320 South Broadway Street Menomonie, WI 54751	N/A	Public Charity	Annual Operations	45,000
Holy Family Soup Kitchen and Food Pantry 57 S Grubb St Columbus, OH 43215	N/A	Public Charity	Annual Operations	15,000
Jemicy School 11 Celadon Rd Owings Mills, MD 211173099	N/A	Public Charity	Annual OperationsAnnual Operations	20,000
Journeys from PADS to Hope 1140 E Northwest Highway Palatine, IL 60074	N/A	Public Charity	Annual Operations	25,000
Pelotonia Fund for Cancer Research L-3454 Columbus, OH 432603454	N/A	Public Charity	Annual Operations	45,000
Sandpipers PO Box 72 Hermosa Beach, CA 90254	N/A	Public Charity	Annual Operations	5,000
Phi Delta Theta Foundation 2 South Campus Avenue Oxford, OH 45056	N/A	Public Charity	Annual Operations	10,000
St Catherines University 601 25th Ave Minneapolis, MN 55454	N/A	Public Charity	Annual Operations	10,000
Itineris Foundation 2201 Old Court Rd Baltimore, MD 21208	N/A	Public Charity	Annual Operations	10,000
Total ► 3a				1,200,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Catholic Housing Services of Western Washington 100 23rd Avenue S Seattle, WA 98144	N/A	public Charity	Annual Operations	20,000
Home of the Mother-Ecuador Project-Project Miserere PO Box 1134 Worthington, OH 43085	N/A	PUBlic Charity	Annual Operations	55,000
Karma for Cara Foundation 650 South Exeter Street Suite 1000 Baltimore, MD 21202	N/A	Public Charity	Annual Operations	10,000
Share Baby PO Box 341 Brooklandville, MD 21022	N/A	Public Charity	Annual Operations	5,000
Sisters Circle PO Box 84 Timonium, MD 21094	N/A	Public Charity	Annual Operations	10,000
CASA of Baltimore PO Box 13004 baltimore, MD 21203	N/A	public Charity	Annual Operations	10,000
Maryland Food Bank 2200 Halethorpe Farms road Baltimore, MD 21227	N/A	Public Charity	Annual Operations	10,000
Baltimore Community Foundation 2 E Read St baltimore, MD 21202	N/A	public Charity	Annual Operations	10,000
Center for the Divine Will PO Box 415 Jacksboro, TN 37757	N/A	public Charity	Annual Operations	15,000
Faith Mission Inc 500 W Wilson Bridge Rd Ste 245 Worthington, OH 43085	N/A	Public Charity	Annual Operations	25,000
Our Lady of Clear Creek Abbey 5804 West Montastery Rd Hulbert, OK 74441	N/A	public Charity	Annual Operations	25,000
Dominican Foundation 141 East 65th St New York, NY 10065	N/a	public Charity	Annual Operations	20,000
Capuchin Youth and Family Ministries PO Box 192 791 Route 9D Garrison, NY 10524	N/A	Public Charity	Annual Operations	10,000
Louis-Dodson Scholarship at Ithaca High School School District of Ithaca 24615 State Hwy 58 Richland Center, WI 53581	N/A	Public Charity	Annual Operations	60,000
Buehler YMCA 1400 W Northwest Hwy Palatine, IL 60067	N/A	Public Charity	Annual Operations	10,000
Total ► 3a				1,200,000

Form 990 PF 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				
St Colettas of Illinois Foundation 18350 Crossing Dr Tinley Park, IL 60487	n/A	Public Charity	Annual Operations	20,000
Avenues to Independence 515 Busse Hwy Park Ridge, IL 60068	N/A	Public Charity	Annual Operations	10,000
Little City 650 E Algonquin Rd 104 Schaumburg, IL 60173	N/a	Public Charity	Annual Operations	25,000
Clearbrook 1835 W Central Rd Arlington Heights, IL 60005	N/a	Public Charity	Annual Operations	10,000
WINGS Program Inc PO Box 95615 Palatine, IL 60095	n/A	Public Charity	Annual Operations	10,000
University of Oklahoma Foundation 307 West Brooks St Norman, OK 73019	N/A	Public Charity	Annual Operations	10,000
Catholic Relief Services 228 W Lexington St Baltimore, MD 212013443	N/A	Public Charity	Annual Operations	25,000
Doctors without Borders 333 7th Ave New York, NY 100015004	N/A	Public Charity	Annual Operations	25,000
Ronald McDonald House 5130 40th Ave NE Seattle, WA 98105	N/a	Public Charity	Annual Operations	10,000
Food Lifeline 815 S 96th St Seattle, WA 98108	N/A	Public Charity	Annual Operations	10,000
Northwest Harvest PO Box 12272 Seattle, WA 98102	n/A	public Charity	Annual Operations	10,000
Hazeldon Betty Ford Foundation PO Box 11 OS3 Center City, MN 55012	n/A	Public Charity	Annual Operations	30,000
US Olympic Committee 1 Olympic Plaza Colorado Springs, CO 80909	N/A	Public Charity	Annual Operations	10,000
Issaquah Play House 303 Front St N Issaquah, WA 98027	N/A	Public Charity	Annual Operations	5,000
Issaquah Food Bank 179 1st Ave Se ISsaquah, WA 98027	N/a	Public Charity	Annual Operations	5,000
Total ► 3a				1,200,000

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
PRSDC(Pug Rescue of San Diego County) PO Box 151449 San Diego, CA 921751449	N/a	Public Charity	Annual Operations	10,000
Patriot Paws 254 Ranch Trail Rockwall, TX 75032	N/a	Public Charity	Annual Operations	10,000
Tortoise Group PO Box 33866 Las Vegas, NV 891333866	N/A	Public Charity	Annual Operations	5,000
Pug Rescue Sacramento PO Box 5094 Concord, CA 94524	N/a	Public Charity	Annual Operations	10,000
Southern Nevada Pug Rescue PO Box 20875 Las Vegas, NV 89112	N/A	Public Charity	Annual Operations	5,000
Throwaway Ponies PO Box 149 17990 County Road 656 Farnersville, TX 75442	N/A	Public Charity	Annual Operations	25,000
Total ► 3a				1,200,000

TY 2016 Accounting Fees Schedule

Name: Dodson Foundation Inc
c/o Mark R Dodson

EIN: 39-1694304

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting	7,563	3,782		3,781

TY 2016 Investments Corporate Stock Schedule

Name: Dodson Foundation Inc
c/o Mark R Dodson

EIN: 39-1694304

Name of Stock	End of Year Book Value	End of Year Fair Market Value
21,000 shs. of SPDR S&P 500 ETF Trust	3,764,932	4,694,130
21,466 shs. of Vanguard 500 Index Fd Admiral	3,994,470	4,430,130
14,000 shs. of Vanguard Extended Market ETF	1,155,115	1,342,600
7,000 shs. of Vanguard S&P Small Cap 600	680,740	871,570
65,673 shs. of Oakmark Global Select	987,213	1,103,967
45,238 shs. of Vanguard Global Minimum Volatility	1,013,012	1,079,390
27,000 shs. of Vanguard FTSE Developed Markets	972,276	986,580
11,000 shs. of ISHARES MSCI EAFE Small Cap	540,986	548,240
21,196 shs. of American Funds New World	1,041,285	1,090,529
1,200,000 shs. of CSFB Mortgage-backed certificates CUSIP 225458UE6	251,653	248,142
809,000 shs. of CSFB Mortgage-backed Certificates CUSIP 225458XM5	4,607	4,442
115,303 shs. of Loomis Sayles Strategic Income	1,571,988	1,628,077
131,017 shs. of Pimco Income Fund	1,540,310	1,580,063
70,000 shs. of Select Sector SPDR Trust	0	0

TY 2016 Investments - Other Schedule

Name: Dodson Foundation Inc
c/o Mark R Dodson

EIN: 39-1694304

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Investment in A&A Coating, Inc.	AT COST	10,939,474	1,729,308

TY 2016 Other Decreases Schedule

Name: Dodson Foundation Inc
c/o Mark R Dodson

EIN: 39-1694304

Description	Amount
A&A Coating, Inc. K-1 - Non-deductible expenses	1,753
Difference between asset basis and value at date of contribution	716,379
Adjustments to prior year basis of assets	326,100

TY 2016 Other Expenses Schedule

Name: Dodson Foundation Inc
c/o Mark R Dodson

EIN: 39-1694304

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Miscellaneous expense	115	0		0
Investment expenses	58,384	58,384		0

TY 2016 Other Income Schedule

Name: Dodson Foundation Inc
c/o Mark R Dodson

EIN: 39-1694304

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
A&A Coating, Inc K-1	299,461		299,461

TY 2016 Other Increases Schedule

Name: Dodson Foundation Inc
c/o Mark R Dodson

EIN: 39-1694304

Description	Amount
Timing Differences	22,061
Book / Tax difference for Domestic Production Activities Deduction from K-1	29,569

TY 2016 Other Professional Fees Schedule

Name: Dodson Foundation Inc
c/o Mark R Dodson

EIN: 39-1694304

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal	22,323	22,323		0

**TY 2016 Substantial Contributors
Schedule**

Name: Dodson Foundation Inc
c/o Mark R Dodson

EIN: 39-1694304

Name	Address
James D Dodson Estate	9226 N 128th Way Scottsdale, AZ 85259

TY 2016 Taxes Schedule

Name: Dodson Foundation Inc
c/o Mark R Dodson

EIN: 39-1694304

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise Tax	4,319	0		0
Foreign Tax Paid	5,418	5,418		0

Schedule B (Form 990, 990-EZ, or 990-PF) <small>Department of the Treasury Internal Revenue Service</small>	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 <u>www.irs.gov/form990</u>	OMB No 1545-0047 2016
	Name of the organization Dodson Foundation Inc c/o Mark R Dodson	Employer identification number 39-1694304

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).

Employer identification number

39-1694304

05 105 155 1

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	James D Dodson Estate	\$ 3,305,813	Person <input type="checkbox"/>
	9226 N 128th Way		Payroll <input type="checkbox"/>
	Scottsdale, AZ85259		Noncash <input checked="" type="checkbox"/>
(Complete Part II for noncash contributions)			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	James D Dodson Estate	\$ 2,912,102	Person <input checked="" type="checkbox"/>
	9226 N 128th Way		Payroll <input type="checkbox"/>
	Scottsdale, AZ85259		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 Dodson Foundation Inc c/o Mark R Dodson	Employer identification number 39-1694304
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Part II **Noncash Property**

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	4,094 shs of Heartland Value Fund, Inc	\$ 154 813	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	Cramer Coil & Transformer Co , Inc Note Receivable	\$ 651 000	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	Residence at 3140 Canyon Box Rd Santa Ynez, CA	\$ 2,500 000	
(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 Dodson Foundation Inc c/o Mark R Dodson	Employer identification number 39-1694304
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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
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(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	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	
	_____	_____	_____
	_____	_____	_____
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4	Relationship of transferor to transferee	