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

Name of foundation DILLON FOUNDATION C/O JOSEPH KERRIGAN		A Employer identification number 91-1805591	
Number and street (or P O box number if mail is not delivered to street address) PO BOX 6368		Room/suite	B Telephone number (see instructions) (402) 937-9818
City or town, state or province, country, and ZIP or foreign postal code LINCOLN, NE 68506		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 type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 70,163,665	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)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	

Part I Analysis of Revenue and Expenses (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)	201,389			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	77,879	77,879		
	4 Dividends and interest from securities	783,973	783,973		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	246,445			
	b Gross sales price for all assets on line 6a	246,445			
	7 Capital gain net income (from Part IV, line 2)		246,445		
	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	1,309,686	1,108,297		
	13 Compensation of officers, directors, trustees, etc	31,500			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	4,679			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	32,920	14,820		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	133,094	132,898		
	24 Total operating and administrative expenses. Add lines 13 through 23	202,193	147,718		0
	25 Contributions, gifts, grants paid	2,593,222			2,593,222
	26 Total expenses and disbursements. Add lines 24 and 25	2,795,415	147,718		2,593,222
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-1,485,729			
	b Net investment income (if negative, enter -0-)		960,579		
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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	957,867	289,417	289,417
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	35,689,431	34,872,152	69,874,248
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	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)	36,647,298	35,161,569	70,163,665	
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	36,647,298	35,161,569	
	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)	36,647,298	35,161,569	
	31	Total liabilities and net assets/fund balances (see instructions) .	36,647,298	35,161,569	

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	36,647,298
2	Enter amount from Part I, line 27a	2	-1,485,729
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	35,161,569
5	Decreases not included in line 2 (itemize) ▶ _____	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	35,161,569

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			

(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			
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			
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	246,445
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	1,864,100	54,530,169	0 034185
2014	1,681,453	39,930,463	0 042110
2013	1,432,640	33,958,982	0 042187
2012	1,153,008	28,901,628	0 039894
2011	1,431,912	27,532,460	0 052008
2 Total of line 1, column (d)			2 0 210384
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 042077
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 63,076,922
5 Multiply line 4 by line 3			5 2,654,088
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 9,606
7 Add lines 5 and 6			7 2,663,694
8 Enter qualifying distributions from Part XII, line 4			8 2,593,222

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	19,212
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	19,212
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	19,212
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	21,712
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	21,712
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed ▶	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . ▶	10	2,500
11	Enter the amount of line 10 to be Credited to 2017 estimated tax ▶ 2,500 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 ▶ \$ _____ (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	No
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) ▶ NE _____		
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	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		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 ► JOSEPH KERRIGAN Telephone no ► (402) 937-9818			

Located at **►** PO BOX 6368 LINCOLN NE ZIP+4 **►** 68506

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 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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/> Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016? <input type="checkbox"/>	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 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 type="checkbox"/> Yes <input checked="" 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		
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)?				5b
Organizations relying on a current notice regarding disaster assistance check here.		<input type="checkbox"/>		
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	
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?		<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?				6b
If "Yes" to 6b, file Form 8870				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?				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
JOSEPH KERRIGAN PO BOX 6368 LINCOLN, NE 68506	PRES/TREAS 000 00	22,500	0	0
DONALD F DILLON PO BOX 6368 LINCOLN, NE 68506	DIRECTOR 000 00	3,000	0	0
PATRICK J KERRIGAN PO BOX 6368 LINCOLN, NE 68506	VP/SEC/DIREC 000 00	3,000	0	0
DAVID B POLICKY PO BOX 6368 LINCOLN, NE 68506	DIRECTOR 000 00	3,000	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	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	63,357,154
b	Average of monthly cash balances.	1b	680,330
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	64,037,484
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	64,037,484
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	960,562
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	63,076,922
6	Minimum investment return. Enter 5% of line 5.	6	3,153,846

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

1	Minimum investment return from Part X, line 6.	1	3,153,846
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	19,212
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	19,212
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	3,134,634
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	3,134,634
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	3,134,634

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	2,593,222
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	2,593,222
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	2,593,222

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				3,134,634
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			2,593,222	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012.				
c From 2013.				
d From 2014.				
e From 2015.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>2,593,222</u>				
a Applied to 2015, but not more than line 2a			2,593,222	
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 2016 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2016 (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				
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 2015 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 2017				3,134,634
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 2011 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2012.				
b Excess from 2013.				
c Excess from 2014.				
d Excess from 2015.				
e Excess from 2016.				

Part XIV

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling.	<input type="text"/>
b Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	
b 85% of line 2a	
c Qualifying distributions from Part XII, line 4 for each year listed	
d Amounts included in line 2c not used directly for active conduct of exempt activities	
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.	
3 Complete 3a, b, or c for the alternative test relied upon	
a "Assets" alternative test—enter	
(1) Value of all assets	
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)	
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . . .	
c "Support" alternative test—enter	
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)	
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). . . .	
(3) Largest amount of support from an exempt organization	
(4) Gross investment income	

Part XV

1	Information Regarding Foundation Managers:
a	List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
b	List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed

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

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

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

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	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> See Additional Data Table				
Total			3a	2,593,222
b <i>Approved for future payment</i>				
Total			3b	

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**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	BRUCE A HOCKING		2017-05-09		P00295233
	Firm's name ► HOCKING & SCHULENBERG LLC				Firm's EIN ► 47-0806082
	Firm's address ► 5757 SO 34TH ST SUITE 100 LINCOLN, NE 68516				Phone no (402) 441-0140

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>				
AMERICAN LUNG ASSOCIATION OF NEBRAS 8990 WEST DODGE RD SUITE OMAHA, NE 68114	NONE	501(C)3	PROGRAM	9,600
BLESSED SACRAMENT SCHOOL 1725 LAKE STREET LINCOLN, NE 68502	NONE	501(C)3	CAPITAL IMPROVEMENTS	30,000
BRIGHT LIGHTS INC 5561 SOUTH 48TH STREET LINCOLN, NE 68516	NONE	501(C)3	PROGRAM	10,000
CATHEDRAL OF THE RISEN CHRIST 3245 S 37TH ST LINCOLN, NE 68506	NONE	501(C)3	PROGRAM	10,000
DIOCESE OF LINCOLN PO BOX 80328 LINCOLN, NE 68501	NONE	501(C)3	PROGRAM	25,000
CELEBRATING NEBRASKA STATEHOOD INC 201 8TH STREET 215 LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	10,000
DURHAM WESTERN HERITAGE MUSEUM 801 SOUTH 10TH STREET OMAHA, NE 68108	NONE	501(C)3	PROGRAM	20,000
GIRL SCOUTS SPIRIT OF NEBRASKA COUN 8230 BEECHWOOD DRIVE LINCOLN, NE 68510	NONE	501(C)3	CAPITAL IMPROVEMENTS	15,000
JUNIOR ACHIEVEMENT 285 SOUTH 68TH PLACE ST LINCOLN, NE 68510	NONE	501(C)3	PROGRAM	10,000
LINCOLN CHILDREN'S ZOO 1222 SOUTH 27TH STREET LINCOLN, NE 68502	NONE	501(C)3	PROGRAM	30,000
LINCOLN LITERACY 745 S 9TH STREET LINCOLN, NE 68516	NONE	501(C)3	PROGRAM	12,500
LINCOLN MUNICIPAL BAND 315 SOUTH 9TH STREET SU LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	3,000
MADONNA SCHOOL 6402 NORTH 71 PLAZA OMAHA, NE 68104	NONE	501(C)3	PROGRAM	20,000
NEBRASKA TRUMPET ENSEMBLE 315 SOUTH 9TH STREET 11 LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	1,000
NORTH AMERICAN MARTYRS SCHOOL 1101 ISAAC DRIVE LINCOLN, NE 68521	NONE	501(C)3	CAPITAL IMPROVEMENTS	20,000
Total ►				2,593,222
3a				

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>				
OUTLOOK NEBRASKA 4125 S 72ND ST OMAHA, NE 68127	NONE	501(C)3	PROGRAM	10,000
DIOCESE OF LINCOLN PO BOX 80328 LINCOLN, NE 68501	NONE	501(C)3	PROGRAM	7,000
RESPECT2 820 SOUTH 75TH STREET OMAHA, NE 68114	NONE	501(C)3	PROGRAM	3,450
SACRED HEART SCHOOL 540 NORTH 31ST STREET LINCOLN, NE 68503	NONE	501(C)3	CAPITAL IMPROVEMENTS	12,910
SCHOOL SISTERS OF CHRIST THE KING 4100 SW 56TH STREET LINCOLN, NE 68522	NONE	501(C)3	CAPITAL IMPROVEMENTS	35,000
SIENAFRANCIS HOUSE 1702 NICHOLAS STREET OMAHA, NE 68102	NONE	501(C)3	PROGRAM	15,000
AUDUBON NEBRASKA PO BOX 117 DENTON, NE 68339	NONE	501(C)3	PROGRAM	25,000
ST JOHN THE APOSTLE SCHOOL 7601 VINE LINCOLN, NE 68505	NONE	501(C)3	CAPITAL IMPROVEMENTS	10,000
ST PATRICK'S SCHOOL 4142 NORTH 61TH STREET LINCOLN, NE 68504	NONE	501(C)3	CAPITAL IMPROVEMENTS	37,500
ST PETER'S SCHOOL 4500 DUXHALL DRIVE LINCOLN, NE 68516	NONE	501(C)3	CAPITAL IMPROVEMENTS	25,000
ST TERESA'S SCHOOL 616 SOUTH 36TH STREET LINCOLN, NE 68510	NONE	501(C)3	CAPITAL IMPROVEMENTS	50,000
TABITHA 4720 RANDOLPH STREET LINCOLN, NE 68510	NONE	501(C)3	PROGRAM	45,000
TEAMMATES 6801 O STREET LINCOLN, NE 68510	NONE	501(C)3	PROGRAM	40,000
CURE ALZHEIMER'S FUND 34 WASHINGTON STREET SUI WELLESLEY HILLS, MA 02481	NONE	501(C)3	PROGRAM	15,000
ST LEO PARISH 28290 BEAUMONT ROAD BONITA SPRINGS, FL 34131	NONE	501(C)3	PROGRAM	5,000
Total ► 3a				2,593,222

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				
ST JOSEPH CATHOLIC CHURCH 7900 TRENDWOOD DRIVE LINCOLN, NE 68506	NONE	501(C)3	PROGRAM	2,500
FOOD BANK OF LINCOLN 4840 DORIS BAIR CIRCLE LINCOLN, NE 68504	NONE	501(C)3	PROGRAM	30,000
MATT TALBOT KITCHEN PO BOX 80935 LINCOLN, NE 68501	NONE	501(C)3	PROGRAM	30,000
PEOPLES CITY MISSION PO BOX 80636 LINCOLN, NE 68501	NONE	501(C)3	PROGRAM	10,000
LINCOLN PUBLIC SCHOOLS FOUNDATION 5901 O STREET LINCOLN, NE 68510	NONE	501(C)3	PROGRAM	15,000
KEVIN O'CONNOR SCHOLARSHIP FUND IN 5432 N 160TH AVE CIR OMAHA, NE 68116	NONE	501(C)3	PROGRAM	10,000
SALVATION ARMY 2625 POTTER LINCOLN, NE 68503	NONE	501(C)3	PROGRAM	5,000
U S O PO BOX 96860 WASHINGTON, DC 200777677	NONE	501(C)3	PROGRAM	2,000
REGIS UNIVERSITY 3333 REGIS BOULEVARD DENVER, CO 80221	NONE	501(C)3	PROGRAM	100,000
DOANE COLLEGE 1014 BOSWELL CRETE, NE 68333	NONE	501(C)3	PROGRAM	30,000
NEBRASKA STATE HISTORICAL FOUNDATIO 128 N 13TH STREET 1010 LINCOLN, NE 68508	NONE	501(C)3	CAPITAL IMPROVEMENTS	20,000
HOLY ROSARY CATHOLIC CHURCH 1104 CHEYENNE ALLIANCE, NE 69301	NONE	501(C)3	CAPITAL IMPROVEMENTS	10,000
ST AGNES ACADEMY FOUNDATION 1104 CHEYENNE AVENUE ALLIANCE, NE 69301	NONE	501(C)3	CAPITAL IMPROVEMENTS	20,000
BARTH SYNDROME FOUNDATION PO BOX 618 LARCHMONT, NY 10538	NONE	501(C)3	PROGRAM	2,500
NEBRASKA BRASS 315 SOUTH 9TH STREET SUI LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	1,500
Total ► 3a				2,593,222

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 Paid during the year				
CORNHUSKER COUNCIL BOY SCOUTS 600 SOUTH 120TH WALTON, NE 68461	NONE	501(C)3	CAPITAL IMPROVEMENTS	20,000
LUX CENTER FOR THE ARTS 2601 NORTH 48TH STREET LINCOLN, NE 68504	NONE	501(C)3	CAPITAL IMPROVEMENTS	50,000
CENTERPOINT 2633 P STREET LINCOLN, NE 68503	NONE	501(C)3	PROGRAM	5,500
CHILD GUIDENCE CENTER 2444 O STREET LINCOLN, NE 68510	NONE	501(C)3	CAPITAL IMPROVEMENTS	30,000
COMMUNITY ACTION PARTNERSHIP 210 O STREET LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	25,000
EASTMONT TOWERS FOUNDATION 6315 O STREET LINCOLN, NE 68510	NONE	501(C)3	CAPITAL IMPROVEMENTS	50,000
EPS PREGNANCY SERVICES 6220 MAPLE STREET OMAHA, NE 68104	NONE	501(C)3	PROGRAM	20,000
LINCOLN CITY LIBRARY FOUNDATION 136 SOUTH 14TH STREET LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	10,000
FRIENDSHIP HOME OF LINCOLN POBOX 85358 LINCOLN, NE 68501	NONE	501(C)3	PROGRAM	30,000
NEW CASSEL FOUNDATION 900 NORTH 90TH STREET OMAHA, NE 68114	NONE	501(C)3	PROGRAM	10,000
PHEASANTS FOREVER INC PO BOX 6592 LINCOLN, NE 68506	NONE	501(C)3	PROGRAM	1,250
FRIENDS OF PIONEERS PARK NATURE CEN 3201 S CODDINGTON AVE LINCOLN, NE 68522	NONE	501(C)3	PROGRAM	4,000
PROJECT KINDLE PO BOX 81147 LINCOLN, NE 68501	NONE	501(C)3	PROGRAM	10,000
UNITED WAY OF LINCOLN-LANCASTER CO 238 SOUTH 13TH STREET LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	10,000
HUMANITIES NEBRASKA 215CENTENNIAL MALL SOUTH LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	10,000
Total ►				2,593,222
3a				

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				
GREAT PLAINS TRAILS NETWORK 5000 NORTH 7TH STREET LINCOLN, NE 68521	NONE	501(C)3	CAPITAL IMPROVEMENTS	5,000
SHELDON MUSEUM OF ART UNIVERSITY OF NEBRASKA AT LINCOLN, NE 68588	NONE	501(C)3	PROGRAM	20,000
UNIVERSITY OF NEBRASKA FOUNDATION 1010 LINCOLN MALL SUIT LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	176,000
CEDARS HOME FOR CHILDREN 6601 PIONEERS BLVD SUITE LINCOLN, NE 68506	NONE	501(C)3	PROGRAM	30,000
CONCORDIA UNIVERSITY 800 NORTH COLUMBIA AVE SEWARD, NE 68434	NONE	501(C)3	PROGRAM	40,000
PIUS X ST LEO'S SCHOOL 6905 BLONDO STREET OMAHA, NE 68104	NONE	501(C)3	CAPITAL IMPROVEMENTS	20,000
AMERICAN RED CROSS 220 OAKCREEK DRIVE LINCOLN, NE 68501	NONE	501(C)3	PROGRAM	15,000
CATHOLIC CHARITIES OF OMAHA 3300 NORTH 60TH STREET OMAHA, NE 68104	NONE	501(C)3	PROGRAM	10,000
CRISTO REY CATHOLIC CHURCH 4245 J STREET LINCOLN, NE 68510	NONE	501(C)3	CAPITAL IMPROVEMENTS	10,000
LINCOLN SYMPHONY ORCHESTRA 233 SOUTH 13TH ST SUIT LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	20,000
MILKWORKS 5930 SOUTH 58TH ST SUITE LINCOLN, NE 68516	NONE	501(C)3	PROGRAM	10,000
ST THOMAS AQUINAS CHURCH 320 NORTH 16TH LINCOLN, NE 68508	NONE	501(C)3	CAPITAL IMPROVEMENTS	50,000
OPEN DOOR MISSION 2828 NORTH 23RD STREET EA OMAHA, NE 68110	NONE	501(C)3	PROGRAM	10,000
VILLA MARIE 7205 NORTH 112TH STREET WAVERLY, NE 68462	NONE	501(C)3	CAPITAL IMPROVEMENTS	18,000
ANGELS AMONG US 3516 N 163RD PLZ SUITE OMAHA, NE 68138	NONE	501(C)3	PROGRAM	20,000
Total ►				2,593,222
3a				

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				
ST JAMES SCHOOL 525 EAST 14TH STREET CRETE, NE 68333	NONE	501(C)3	CAPITAL IMPROVEMENTS	50,000
PIUS X FOUNDATION 6000 A STREET LINCOLN, NE 68510	NONE	501(C)3	CAPITAL IMPROVEMENTS	500,000
OMAHA STREET SCHOOL 3223 NORTH 45TH OMAHA, NE 68104	NONE	501(C)3	PROGRAM	10,000
LINCOLN ARTS COUNCIL 1701 S 17TH ST STE 1A LINCOLN, NE 68502	NONE	501(C)3	PROGRAM	10,000
NEBRASKA WESLEYAN UNIVERSITY 5000 SAINT PAUL AVENUE LINCOLN, NE 68504	NONE	501(C)3	CAPITAL IMPROVEMENTS	50,000
OUR LADY OF GOOD COUNSEL RETREAT HO 7303 NORTH 112TH WAVERLY, NE 68462	NONE	501(C)3	PROGRAM	20,000
NEBRASKA CULTURAL ENDOWMENT 1004 FARNAM ST PLAZA LEV OMAHA, NE 68102	NONE	501(C)3	PROGRAM	5,000
CASA FOR LANCASTER COUNTY 1141 H STREET SUITE C LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	15,000
CARNEGIE ARTS CENTER 204 WEST 4TH STREET ALLIANCE, NE 69301	NONE	501(C)3	PROGRAM	8,000
NEBRASKA LUTHERAN CAMPUS MINISTRY 535 N 16TH STREET LINCOLN, NE 68508	NONE	501(C)3	CAPITAL IMPROVEMENTS	25,000
UNIVERSITY OF NEBRASKA FOUNDATION 1010 LINCOLN MALL SUIT LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	250,000
RONCALLI CATHOLIC HIGH SCHOOL 6401 SORENSEN PARKWAY OMAHA, NE 68152	NONE	501(C)3	CAPITAL IMPROVEMENTS	25,000
CATHOLIC SOCIAL SERVICES 2241 O STREET LINCOLN, NE 68510	NONE	501(C)3	PROGRAM	20,000
CATHOLIC FOUNDATION OF LINCOLN PO BOX 80328 LINCOLN, NE 68510	NONE	501(C)3	PROGRAM	15,012
Total ► 3a				2,593,222

TY 2016 Accounting Fees Schedule

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

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	4,679			

TY 2016 Investments Corporate Stock Schedule

Name: DILLON FOUNDATION
C/O JOSEPH KERRIGAN

EIN: 91-1805591

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CORPORATE STOCK INVESTMENTS	34,872,152	69,874,248

TY 2016 Other Expenses Schedule

Name: DILLON FOUNDATION
C/O JOSEPH KERRIGAN

EIN: 91-1805591

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT EXPENSE	132,898	132,898		
MISCELLANEOUS EXPENSE	196			

TY 2016 Taxes Schedule

Name: DILLON FOUNDATION
C/O JOSEPH KERRIGAN

EIN: 91-1805591

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAX	14,820	14,820		
FEDERAL TAX	18,100			

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 2016

Name of the organization DILLON FOUNDATION C/O JOSEPH KERRIGAN	Employer identification number 91-1805591
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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 organizationDILLON FOUNDATION
C/O JOSEPH KERRIGAN**Employer identification number**

91-1805591

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	DONALD F DILLON 110 ST EUSTACIUS LANE BAREFOOT BEACH, FL 341348513	\$ 201,389	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)
-		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions)

Name of organization DILLON FOUNDATION C/O JOSEPH KERRIGAN	Employer identification number 91-1805591
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Part II	Noncash Property
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(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	SECURITIES	\$ 201,389	2016-11-30
(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
_____	_____	\$ _____	_____

Employer identification number

91-1805591

Use duplicate copies of Part III if additional space is needed

Schedule B (Form 990, 990-EZ, or 990-PF) (2016)