

For calendar year 2017, or tax year beginning 01-01-2017, and ending 12-31-2017

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) \$ 81,224,603		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
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)				
	2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	70,492	70,492		
	4 Dividends and interest from securities	1,034,912	1,034,912		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	26,186,985			
	b Gross sales price for all assets on line 6a	26,186,985			
	7 Capital gain net income (from Part IV, line 2)		26,186,985		
	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	27,292,389	27,292,389		
	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)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	543,295	11,195		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	171,993	171,535		
	24 Total operating and administrative expenses. Add lines 13 through 23	746,788	182,730		0
	25 Contributions, gifts, grants paid	3,134,634			3,134,634
	26 Total expenses and disbursements. Add lines 24 and 25	3,881,422	182,730		3,134,634
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	23,410,967			
	b Net investment income (if negative, enter -0-)		27,109,659		
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	289,417	780,243	780,243
	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)	34,872,152	50,227,516	80,444,360
	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)	35,161,569	51,007,759	81,224,603	
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	35,161,569	51,007,759	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	35,161,569	51,007,759		
31 Total liabilities and net assets/fund balances (see instructions) .	35,161,569	51,007,759		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	35,161,569
2 Enter amount from Part I, line 27a	2	23,410,967
3 Other increases not included in line 2 (itemize) ▶ _____	3	
4 Add lines 1, 2, and 3	4	58,572,536
5 Decreases not included in line 2 (itemize) ▶ _____	5	7,564,777
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	51,007,759

Part IV Capital Gains and Losses for Tax on Investment Income

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

(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)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	26,186,985
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))
2016	2,593,222	63,076,922	0 041112
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
2 Total of line 1, column (d)			2 0 199488
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 039898
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5			4 75,651,467
5 Multiply line 4 by line 3			5 3,018,342
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 271,097
7 Add lines 5 and 6			7 3,289,439
8 Enter qualifying distributions from Part XII, line 4			8 3,134,634

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	542,193
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	542,193
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	542,193
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	534,464
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	534,464
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	7,729
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 2018 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 ▶ \$ _____ (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 2017 or the taxable year beginning in 2017 (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 2017, 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"/> 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 2017? <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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <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 2017 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 2017). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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 2017? 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			
	<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?		6b	No	
	<i>If "Yes" to 6b, file Form 8870</i>				
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. ▶

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	73,957,598
b	Average of monthly cash balances.	1b	2,845,922
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	76,803,520
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	76,803,520
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,152,053
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	75,651,467
6	Minimum investment return. Enter 5% of line 5.	6	3,782,573

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	3,782,573
2a	Tax on investment income for 2017 from Part VI, line 5.	2a	542,193
b	Income tax for 2017 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	542,193
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	3,240,380
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	3,240,380
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	3,240,380

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	3,134,634
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	3,134,634
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	3,134,634

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				3,240,380
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only.			3,134,634	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2017				
a From 2012.				
b From 2013.				
c From 2014.				
d From 2015.				
e From 2016.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>3,134,634</u>				
a Applied to 2016, but not more than line 2a			3,134,634	
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 2017 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2017 (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 2016 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018				3,240,380
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 2012 not applied on line 5 or line 7 (see instructions).				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2013.				
b Excess from 2014.				
c Excess from 2015.				
d Excess from 2016.				
e Excess from 2017.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling. ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2017	(b) 2016	(c) 2015	(d) 2014	
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 Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed
DILLON 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 DILLONFDN@AOL.COM

c Any submission deadlines
N/A

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			3a	3,134,634
b <i>Approved for future payment</i>				
Total			3b	

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	70,492	
4 Dividends and interest from securities.			14	1,034,912	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	26,186,985	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e).				27,292,389	
13 Total. Add line 12, columns (b), (d), and (e).			13		27,292,389

(See worksheet in line 13 instructions to verify calculations)

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

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

(a) Line No	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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.		
	***** Signature of officer or trustee	2018-05-07 Date	***** Title

May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
--


Paid Preparer Use Only	Print/Type preparer's name BRUCE A HOCKING	Preparer's Signature	Date 2018-05-14	Check if self-employed <input type="checkbox"/>	PTIN P00295233
	Firm's name ▶ HOCKING & SCHULENBERG LLC				
	Firm's address ▶ 3501 PLANTATION DRIVE SUITE 110 LINCOLN, NE 68516				
					Firm's EIN ▶ 47-0806082
					Phone no (402) 441-0140

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				
BARTH SYNDROME FOUNDATION PO BOX 618 LARCHMONT, NY 10538	NONE	501(C)3	PROGRAM	2,500
BLESSED SACRAMENT SCHOOL 1725 LAKE STREET LINCOLN, NE 68502	NONE	501(C)3	CAPITAL IMPROVEMENTS	30,000
BRIGHT LIGHTS INC 5561 SOUTH 48TH STREET LINCOLN, NE 68516	NONE	501(C)3	PROGRAM	10,000
CATHEDRAL OF THE RISEN CHRIST SCHOO 3245 S 37TH ST LINCOLN, NE 68506	NONE	501(C)3	PROGRAM	14,500
CORNHUSKER COUNCIL BOY SCOUTS 600 SOUTH 120TH WALTON, NE 68461	NONE	501(C)3	PROGRAM	20,000
Total 				3,134,634
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>				
DIOCESE OF LINCOLNPO BOX 80328 LINCOLN, NE 68501	NONE	501(C)3	PROGRAM	10,000
DIOCESE OF LINCOLNPO BOX 80328 LINCOLN, NE 68501	NONE	501(C)3	PROGRAM	25,000
DURHAM WESTERN HERITAGE MUSEUM 801 SOUTH 10TH STREET OMAHA, NE 68108	NONE	501(C)3	PROGRAM	20,000
JUNIOR ACHIEVEMENT 285 SOUTH 68TH PLACE ST LINCOLN, NE 68510	NONE	501(C)3	PROGRAM	10,000
LINCOLN CITY LIBRARY FOUNDATION 136 SOUTH 14TH STREET LINCOLN, NE 68508	NONE	501(C)3	CAPITAL IMPROVEMENTS	3,114
Total ► 3a				3,134,634

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>				
LINCOLN MUNICIPAL BAND 315 SOUTH 9TH STREET SU LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	3,000
LUX CENTER FOR THE ARTS 2601 NORTH 48TH STREET LINCOLN, NE 68504	NONE	501(C)3	PROGRAM	15,000
MADONNA SCHOOL 6402 NORTH 71 PLAZA OMAHA, NE 68104	NONE	501(C)3	PROGRAM	20,000
NEBRASKA BRASS 315 SOUTH 9TH STREET SUI LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	1,500
NEBRASKA CHILDREN & FAMILIES FOUNDA 215 CENTENNIAL MALL S LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	10,000
Total ► 3a				3,134,634

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>				
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	30,000
OMAHA HONE FOR BOYS 4343 N 52ND STREET OMAHA, NE 68104	NONE	501(C)3	PROGRAM	15,000
PHEASANTS FOREVER INCPO BOX 6592 LINCOLN, NE 68506	NONE	501(C)3	PROGRAM	1,250
RESPECT2820 SOUTH 75TH STREET OMAHA, NE 68114	NONE	501(C)3	PROGRAM	3,450
Total 				3,134,634
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>				
SCHOOL SISTERS OF CHRIST THE KING 4100 SW 56TH STREET LINCOLN, NE 68522	NONE	501(C)3	CAPITAL IMPROVEMENTS	50,000
ST AGNES ACADEMY FOUNDATION 1104 CHEYENNE AVENUE ALLIANCE, NE 69301	NONE	501(C)3	CAPITAL IMPROVEMENTS	35,000
ST JOHN THE APOSTLE SCHOOL 7601 VINE LINCOLN, NE 68505	NONE	501(C)3	CAPITAL IMPROVEMENTS	10,000
ST PETER'S SCHOOL 4500 DUXHALL DRIVE LINCOLN, NE 68516	NONE	501(C)3	CAPITAL IMPROVEMENTS	35,000
ST TERESA'S SCHOOL 616 SOUTH 36TH STREET LINCOLN, NE 68510	NONE	501(C)3	CAPITAL IMPROVEMENTS	49,152
Total ▶				3,134,634
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>				
ST JAMES SCHOOL 525 EAST 14TH STREET CRETE, NE 68333	NONE	501(C)3	CAPITAL IMPROVEMENTS	25,000
TABITHA4720 RANDOLPH STREET LINCOLN, NE 68510	NONE	501(C)3	PROGRAM	45,000
TEAMMATES6801 O STREET LINCOLN, NE 68510	NONE	501(C)3	PROGRAM	40,000
YMCA570 FALLBROOK BLVD SUITE LINCOLN, NE 68521	NONE	501(C)3	PROGRAM	5,000
YOUTH EMERGENCY SERVICES INC 2679 FARNMAN ST 205 OMAHA, NE 68131	NONE	501(C)3	PROGRAM	15,000
Total 				3,134,634
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>				
NEBRASKA JAZZ ORCHESTRA 315 SOUTH 9TH STREET SUI LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	3,000
FRIENDSHIP HOME OF LINCOLN POBOX 85358 LINCOLN, NE 68501	NONE	501(C)3	PROGRAM	35,000
SIENAFRANCIS HOUSE 1702 NICHOLAS STREET OMAHA, NE 68102	NONE	501(C)3	PROGRAM	20,000
AUDUBON NEBRASKAPO BOX 117 DENTON, NE 68339	NONE	501(C)3	PROGRAM	25,000
NEBRASKA CULTURAL ENDOWMENT 1004 FARNAM ST PLAZA LEV OMAHA, NE 68102	NONE	501(C)3	PROGRAM	5,000
Total ▶ 3a				3,134,634

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ST JOSEPH CATHOLIC CHURCH 7900 TRENDWOOD DRIVE LINCOLN, NE 68506	NONE	501(C)3	PROGRAM	2,500
ST LEO PARISH28290 BEAUMONT ROAD BONITA SPRINGS, FL 34131	NONE	501(C)3	PROGRAM	5,000
HOLY ROSARY CATHOLIC CHURCH 1104 CHEYENNE ALLIANCE, NE 69301	NONE	501(C)3	PROGRAM	10,000
FOOD BANK OF LINCOLN 4840 DORIS BAIR CIRCLE LINCOLN, NE 68504	NONE	501(C)3	PROGRAM	30,000
CURE ALZHEIMER'S FUND 34 WASHINGTON STREET SUI WELLESLEY HILLS, MA 02481	NONE	501(C)3	PROGRAM	15,000
Total ► 3a				3,134,634

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>				
MATT TALBOT KITCHENPO BOX 80935 LINCOLN, NE 68501	NONE	501(C)3	PROGRAM	30,000
UNITED WAY OF LINCOLN-LANCASTER CO 238 SOUTH 13TH STREET LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	10,000
SALVATION ARMY2625 POTTER LINCOLN, NE 68503	NONE	501(C)3	PROGRAM	5,000
PEOPLES CITY MISSIONPO BOX 80636 LINCOLN, NE 68501	NONE	501(C)3	PROGRAM	10,000
CEDARS HOME FOR CHILDREN 6601 PIONEERS BLVD SUITE LINCOLN, NE 68506	NONE	501(C)3	PROGRAM	30,000
Total ► 3a				3,134,634

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				
COMMUNITY ACTION PARTNERSHIP 210 O STREET LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	30,000
NEBRASKA TRAILS FOUNDATION INC 5000NORTH 7TH STREET LINCOLN, NE 68521	NONE	501(C)3	CAPITAL IMPROVEMENTS	50,000
UNIVERSITY OF NEBRASKA FOUNDATION 1010 LINCOLN MALL SUIT LINCOLN, NE 68508	NONE	501(C)3	CAPITAL IMPROVEMENTS	100,000
LINCOLN PARKS AND RECREATION FOUNDA 3140 N STREET SUITE 301 LINCOLN, NE 68510	NONE	501(C)3	CAPITAL IMPROVEMENTS	25,000
MATT TALBOT KITCHENPO BOX 80935 LINCOLN, NE 68501	NONE	501(C)3	CAPITAL IMPROVEMENTS	50,000
Total ► 3a				3,134,634

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>				
NEW CASSEL FOUNDATION 900 NORTH 90TH STREET OMAHA, NE 68114	NONE	501(C)3	PROGRAM	10,000
PROJECT KINDLEPO BOX 81147 LINCOLN, NE 68501	NONE	501(C)3	PROGRAM	10,000
SACRED HEART SCHOOL 540 NORTH 31ST STREET LINCOLN, NE 68503	NONE	501(C)3	CAPITAL IMPROVEMENTS	19,750
ST PATRICK'S SCHOOL 4142 NORTH 61TH STREET LINCOLN, NE 68504	NONE	501(C)3	CAPITAL IMPROVEMENTS	34,122
ST THOMAS AQUINAS CHURCH 320 NORTH 16TH LINCOLN, NE 68508	NONE	501(C)3	CAPITAL IMPROVEMENTS	50,000
Total ► 3a				3,134,634

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>				
KEVIN O'CONNOR SCHOLARSHIP FUND IN 5432 N 160TH AVE CIR OMAHA, NE 68116	NONE	501(C)3	PROGRAM	10,000
U S OPO BOX 96860 WASHINGTON, DC 200777677	NONE	501(C)3	PROGRAM	2,000
CONCORDIA UNIVERSITY 800 NORTH COLUMBIA AVE SEWARD, NE 68434	NONE	501(C)3	PROGRAM	50,000
DOANE COLLEGE1014 BOSWELL CRETE, NE 68333	NONE	501(C)3	PROGRAM	50,000
NEBRASKA WESLEYAN UNIVERSITY 5000 SAINT PAUL AVENUE LINCOLN, NE 68504	NONE	501(C)3	CAPITAL IMPROVEMENTS	50,000
Total ▶ 3a				3,134,634

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>				
POTTER-DIX SCHOOL DISTRICT PO BOX 189 POTTER, NE 69156	NONE	501(C)3	PROGRAM	10,000
REGIS UNIVERSITY 3333 REGIS BOULEVARD DENVER, CO 80221	NONE	501(C)3	PROGRAM	50,000
SHELDON MUSEUM OF ART 12TH R STREET LINCOLN, NE 68588	NONE	501(C)3	PROGRAM	20,000
PIUS X ST LEO'S SCHOOL 6905 BLONDO STREET OMAHA, NE 68104	NONE	501(C)3	CAPITAL IMPROVEMENTS	25,000
RONCALLI CATHOLIC HIGH SCHOOL 6401 SORENSEN PARKWAY OMAHA, NE 68152	NONE	501(C)3	CAPITAL IMPROVEMENTS	30,000
Total ▶ 3a				3,134,634

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>				
EPS PREGNANCY SERVICES 6220 MAPLE STREET OMAHA, NE 68104	NONE	501(C)3	PROGRAM	20,000
NEBRASKA STATE HISTORICAL FOUNDATIO 128 N 13TH STREET 1010 LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	20,000
LINCOLN PUBLIC SCHOOLS FOUNDATION 5901 O STREET LINCOLN, NE 68510	NONE	501(C)3	PROGRAM	15,000
ANGELS AMONG US 3516 N 163RD PLZ SUITE OMAHA, NE 68138	NONE	501(C)3	PROGRAM	25,000
CHILD GUIDENCE CENTER 2444 O STREET LINCOLN, NE 68510	NONE	501(C)3	CAPITAL IMPROVEMENTS	30,000
Total ► 3a				3,134,634

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>				
CROSSROADS CENTER 702 W 14TH STREET HASTINGS, NE 68901	NONE	501(C)3	PROGRAM	10,000
HUMANITIES NEBRASKA 215CENTENNIAL MALL SOUTH LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	10,000
LINCOLN SYMPHONY ORCHESTRA 233 SOUTH 13TH ST SUIT LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	25,000
MUSEUM OF NEBRASKA ART 2401 CENTRAL AVE KEARNEY, NE 68847	NONE	501(C)3	PROGRAM	10,000
NEBRASKA JAZZ ORCHESTRA 315 SOUTH 9TH STREET SUI LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	3,000
Total ► 3a				3,134,634

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>				
NEBRASKA STATE HISTORICAL FOUNDATIO 128 N 13TH STREET 1010 LINCOLN, NE 68508	NONE	501(C)3	CAPITAL IMPROVEMENTS	200,000
OMAHA STREET SCHOOL 3223 NORTH 45TH OMAHA, NE 68104	NONE	501(C)3	PROGRAM	12,000
ST MICHAEL'S SCHOOL9101 S 78TH ST LINCOLN, NE 68516	NONE	501(C)3	CAPITAL IMPROVEMENTS	20,000
VILLA MARIE 7205 NORTH 112TH STREET WAVERLY, NE 68462	NONE	501(C)3	CAPITAL IMPROVEMENTS	15,248
UNIVERSITY OF NEBRASKA FOUNDATION 1010 LINCOLN MALL SUIT LINCOLN, NE 68508	NONE	501(C)3	CAPITAL IMPROVEMENTS	250,000
Total 				3,134,634
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>				
REGIS UNIVERSITY 3333 REGIS BOULEVARD DENVER, CO 80221	NONE	501(C)3	PROGRAM	50,000
CASA FOR LANCASTER COUNTY 1141 H STREET SUITE C LINCOLN, NE 68508	NONE	501(C)3	PROGRAM	15,000
CATHOLIC SOCIAL SERVICES 2241 O STREET LINCOLN, NE 68510	NONE	501(C)3	PROGRAM	20,000
OUR LADY OF GOOD COUNSEL RETREAT HO 7303 NORTH 112TH WAVERLY, NE 68462	NONE	501(C)3	PROGRAM	20,000
NEBRASKA STATE HISTORICAL FOUNDATIO 128 N 13TH STREET 1010 LINCOLN, NE 68508	NONE	501(C)3	CAPITAL IMPROVEMENTS	20,000
Total ► 3a				3,134,634

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>				
CARNEGIE ARTS CENTER 204 WEST 4TH STREET ALLIANCE, NE 69301	NONE	501(C)3	PROGRAM	8,000
CATHEDRAL OF THE RISEN CHRIST SCHOO 3245 S 37TH ST LINCOLN, NE 68506	NONE	501(C)3	CAPITAL IMPROVEMENTS	150,000
LINCOLN CITY LIBRARY FOUNDATION 136 SOUTH 14TH STREET LINCOLN, NE 68508	NONE	501(C)3	CAPITAL IMPROVEMENTS	9,600
NEBRASKA STATE HISTORICAL FOUNDATIO 128 N 13TH STREET 1010 LINCOLN, NE 68508	NONE	501(C)3	CAPITAL IMPROVEMENTS	150,000
UNIVERSITY OF NEBRASKA FOUNDATION 1010 LINCOLN MALL SUIT LINCOLN, NE 68508	NONE	501(C)3	CAPITAL IMPROVEMENTS	250,000
Total 3a				3,134,634

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>				
CURE ALZHEIMER'S FUND 34 WASHINGTON STREET SUI WELLESLEY HILLS, MA 02481	NONE	501(C)3	PROGRAM	30,000
CREIGHTON UNIVERSITY 2500 CALIFORNIA PLZ OMAHA, NE 68178	NONE	501(C)3	PROGRAM	78,000
CREIGHTON UNIVERSITY 2500 CALIFORNIA PLZ OMAHA, NE 68178	NONE	501(C)3	CAPITAL IMPROVEMENTS	102,000
CATHOLIC FOUNDATION OF LINCOLN PO BOX 80328 LINCOLN, NE 68510	NONE	501(C)3	PROGRAM	60,948
BELLEVUE UNIVERSITY 1000 GALVIN ROAD SOUTH BELLEVUE, NE 68005	NONE	501(C)3	PROGRAM	20,000
Total ▶ 3a				3,134,634

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>				
LINCOLN ARTS COUNCIL 1701 S 17TH ST STE 1A LINCOLN, NE 68502	NONE	501(C)3	PROGRAM	20,000
Total 				3,134,634
3a				

TY 2017 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	50,227,516	80,444,360

TY 2017 Other Decreases Schedule

Name: DILLON FOUNDATION
C/O JOSEPH KERRIGAN

EIN: 91-1805591

Description	Amount
PRIOR PERIOD ADJUSTMENT	7,564,777

TY 2017 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	171,535	171,535		
MISCELLANEOUS EXPENSE	458			

TY 2017 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	11,195	11,195		
FEDERAL TAX	532,100			