

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

CMB No 1545-0052

2017

Open to Public Inspection

▶ Do not enter social security numbers on this form as it may be made public.
▶ Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2017 or tax year beginning Jan 1, 2017, and ending Mar 31, 2018

Name of foundation: **W Darrell Hilton Foundation**
Number and street (or P.O. box number if mail is not delivered to street address): **P O Box 410**
City or town, state or province, country, and ZIP or foreign postal code: **Litchfield IL 62056**

A Employer identification number: **37-1233371**
B Telephone number (see instructions): **(217) 324-3935**

C If exemption application is pending, check here: ☐ **b**

D 1 Foreign organizations, check here: ☐
2 Foreign organizations meeting the 85% test, check here and attach computation: ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here: ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here: ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation **04**
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16): **\$ 19,157,723**
J Accounting method: ☒ Cash ☐ Accrual
☐ 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	323.	323.		
	4 Dividends and interest from securities	747,672.	747,672.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		193,082.		
	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	747,995.	941,077.		
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) L-16b Stmt	3,520.	3,520.		
	c Other professional fees (attach schedule) L-16c Stmt	122,790	122,790.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Stmt	15.	15.		
	24 Total operating and administrative expenses. Add lines 13 through 23	126,325.	126,325.		
	25 Contributions, gifts, grants paid	900,000.			900,000.
	26 Total expenses and disbursements. Add lines 24 and 25	1,026,325.	126,325.		900,000.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-278,330.			
b Net investment income (if negative, enter -0-)			814,752.		
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	1,100	0.	0.
	2 Savings and temporary cash investments	153,043	13,717	13,717.
	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)	325,220.	325,324.	372,731.
	b Investments—corporate stock (attach schedule) L-10b Stmt	10,574,134.	10,632,726.	17,915,352.
	c Investments—corporate bonds (attach schedule) L-10c Stmt	793,226.	792,253.	855,423.
	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)	11,849,773.	11,764,530.	19,157,723.
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)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	10,933,623.	10,933,623.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	866,150.	780,902.	
	30 Total net assets or fund balances (see instructions)	11,849,773.	11,764,530.	
	31 Total liabilities and net assets/fund balances (see instructions)	11,849,773.	11,764,530.	

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	11,849,773.
2	Enter amount from Part I, line 27a	2	-273,330.
3	Other increases not included in line 2 (itemize) ▶ <u>Net capital gain from Pg 3 Part IV, Line 2</u>	3	193,032.
4	Add lines 1, 2, and 3	4	11,764,530.
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	11,764,530.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (for example, real estate, 2-gar/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 American Water Works 1193 shs	P	11/07/2011	05/04/2013
b American Water Works 800 shs	P	10/11/2011	05/04/2013
c American Water Works 7 shs	P	10/11/2011	05/04/2013
d American Water Works 357 shs	P	10/11/2011	05/04/2013
e See Statement			

(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 101,722.		36,930.	64,742.
b 63,212		21,043.	44,164.
c 597.		220.	377.
d 30,440.		10,723.	19,712.
e 670,366		606,279.	64,037.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j) if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			64,742.
b			44,164.
c			377.
d			19,712.
e			64,037.

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	193,032.
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 doesn't qualify under section 4940(e). Do not complete this part.

(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	796,327.	13,164,943.	0.043339
2015	529,931.	16,454,053.	0.032210
2014	24,725.	10,821,844.	0.002235
2013	24,386.	497,272.	0.050045
2012	25,494.	510,364.	0.049953

2 Total of line 1, column (d)	2	0.178332
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5.0 or by the number of years the foundation has been in existence if less than 5 years	3	0.035666
4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5	4	19,478,639.
5 Multiply line 4 by line 3	5	634,727.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	8,143.
7 Add lines 5 and 6	7	702,875
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	900,000.

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)		N/A
b	Domestic foundations that meet the section 4940(a) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	3,143.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	2	0.
3	Add lines 1 and 2	3	3,143.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,143.
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	9,407.
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8368)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	9,407.
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	1,259.
11	Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> 1,259. Refunded <input type="checkbox"/>	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	<input checked="" type="checkbox"/>
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition 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	1b	<input checked="" type="checkbox"/>
c Did the foundation file Form 1120-POL for this year?	1c	<input checked="" type="checkbox"/>
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? If "Yes," attach a detailed description of the activities	2	<input checked="" type="checkbox"/>
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? If "Yes," attach a conformed copy of the changes	3	<input checked="" type="checkbox"/>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	<input checked="" type="checkbox"/>
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? If "Yes," attach the statement required by <i>General Instruction T</i>	5	<input checked="" type="checkbox"/>
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	<input checked="" type="checkbox"/>
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	<input checked="" type="checkbox"/>
8a Enter the states to which the foundation reports or with which it is registered See instructions ► IL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G</i> ? If "No," attach explanation	8b	<input checked="" type="checkbox"/>
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 tax year beginning in 2017? See the instructions for Part XIV If "Yes," complete Part XIV	9	<input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	<input checked="" type="checkbox"/>

Part VII-A Statements Regarding Activities (continued)

	Yes	No
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.		X
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.		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address: <u>N/A</u>	X	
14 The books are in care of: <u>Bank & Trust Company</u> Telephone no: <u>(217) 324-3935</u> Located at: <u>P.O. Box 410, Litchfield, IL</u> ZIP+4: <u>62556</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—check here and enter the amount of tax-exempt interest received or accrued during the year: <u>15</u>		
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?		X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country: <u></u>		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year, did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input 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. Organizations relying on a current notice regarding disaster assistance, check here: <input type="checkbox"/>		
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?		X
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: <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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.)		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here: <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
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.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		X
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?		X

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		Yes	No
(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	X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<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, and foundation managers and their compensation. See instructions.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Bank & Trust Company PO Box 410, Litchfield IL 62056	Trustee 20.00	122,790.	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	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. See instructions. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 None	0.
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 None	0.
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	19,676,670.
b	Average of monthly cash balances	1b	93,649.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	19,775,319
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	19,775,319.
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	296,630.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,478,689.
6	Minimum investment return. Enter 5% of line 5	6	973,934.

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	973,934.
2a	Tax on investment income for 2017 from Part VI, line 5	2a	8,143.
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	8,143
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	965,796.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	965,796.
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	965,796.

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	900,000.
b	Program-related investments—total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	900,000.
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	8,143.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	891,852.

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				965,736.
2 Undistributed income, if any, as of the end of 2017				
a Enter amount for 2016 only			899,963.	
b Total for prior years 20 <u>20</u> 20 <u>20</u> 20 <u>20</u>				
3 Excess distributions carryover, if any, to 2017				
a From 2012	0.			
b From 2013	0.			
c From 2014	0.			
d From 2015	0.			
e From 2016	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ <u>900,000</u>				
a Applied to 2016 but not more than line 2a			899,963	
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				37
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions		0.		
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions			0.	
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2018				965,749.
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)	0.			
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2013	0.			
b Excess from 2014	0.			
c Excess from 2015	0.			
d Excess from 2016	0.			
e Excess from 2017	0.			

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: N/A

b Check box to indicate whether the foundation 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 35% 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 foundation 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).)

N/A

- 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

N/A

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., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

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

See Supplementary Information Statement

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

- c** Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year Litchfield Park District Litchfield IL 62056 City of Litchfield Litchfield IL 62056 First Baptist Church Litchfield IL 62056 In Christ Alone Prison Ministry Litchfield IL 62056 Zion Lutheran "Onward in Faith" Campaign Litchfield IL 62056 Litchfield Chamber of Commerce Litchfield IL 62056 City of Litchfield Public Safety Litchfield IL 62056 City of Litchfield Building Department Litchfield IL 62056 Litchfield Public Library District Litchfield IL 62056 See Statement			Electric service emergency generator hook up Renovation/equipment for Milnot Beach Summer feeding lunch program Bible study material Campaign new classrooms, etc. New website development Repeater, siren, generator, blinker gear projects Condemn/demolish derelict properties Landscape new library grounds	11,750. 33,000. 9,000 1,000. 100,000 5,500. 65,000. 100,000 5,000. 567,750.
Total			3a	900,000.
b Approved for future payment				
Total			3b	

Part XVI-A **Analysis of Income-Producing Activities**

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 None						0.
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						
4 Dividends and interest from securities						
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						
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)						0.
13 Total. Add line 12, columns (b), (d), and (e)						0.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash		X
	(2) Other assets		X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
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		

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (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

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: [Signature] Date: 7/13/18 Title: Trust Officer
 May the IRS discuss this return with the preparer shown below? See instructions ☒ Yes ☐ No

May the IRS discuss this return with the preparer shown below?
See instructions ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Steven Alwardt, CPA	Steven Alwardt, CPA	07/09/2018		P00524123
	Firm's name ▶ Fleming, Tawfall & Company, PC	Firm's EIN ▶ 37-1240567			
	Firm's address ▶ PO Box 391	Phone no. (217) 324-5971			

Name	Employer Identification No
W Carroll Hilton Foundation	37-1233371

Line 16a - Legal Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Total to Form 990-PF, Part I, Line 16a					

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Fleming, Tawfa	Form 990 prep	3,520.	3,520.		
Total to Form 990-PF, Part I, Line 16b		3,520.	3,520.		

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank & Trust	Fiduciary Fees	122,790.	122,790.		
Total to Form 990-PF, Part I, Line 16c		122,790.	122,790		

Name W. Darrell Hilton Foundation	Employer Identification No 37-1233371
--------------------------------------	--

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
Calif 7.434%	107,763	140,331.		
IL State 5 1%	53,843	96,451		
Markham IL 7.4%	32,890	32,307		
Oaklawn IL 5.98%	101,323	103,142.		
Tot to Form 990-PF, Pt II, Ln 10a	325,824	372,731.		

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
ADM Co 4425 shs	129,749.	193,461.
ADP Inc 2620 shs	87,289	340,652.
AGNC Invt Corp 16280 shs	420,827.	419,129.
See L-10b Stmt	9,994,861.	16,962,610.
Totals to Form 990-PF, Part II, Line 10b	10,632,726.	17,915,852.

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
Abbott Labs	150,852.	153,199.
Aflac, Inc.	104,393.	125,548.
CitiGroup Inc.	101,144.	115,404.
See L- 10c Stmt	435,869.	461,272.
Totals to Form 990-PF, Part II, Line 10c	792,263.	855,423.

Line 12 - Investments - Mortgage loans:	End of Year	
	Book Value	Fair Market Value
Totals to Form 990-PF, Part II, Line 12		

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
Totals to Form 990-PF, Part II, Line 13		

Additional information from your 2017 Federal Exempt Tax Return

Form 990-PF: Return of Private Foundation

Line 4(b)

Itemization Statement

Description	Amount
Dividends and interest from securities	749,032.
Amortization of bond premium	-1,360.
Total	747,672.

Form 990-PF: Return of Private Foundation

Line 27(a)

Itemization Statement

Description	Amount
Initial principal investment	501,610.
Additional principal from Gates CRAT terminated	10,432,013.
Total	10,983,628.

Form 990-PF: Return of Private Foundation

Line 27(b)

Itemization Statement

Description	Amount
Initial principal investment	501,610.
Additional principal from Gates CRAT terminated	10,432,013.
Total	10,983,628.

Form 990-PF Part II Line 10, 12 and 13 Investments

L-10b Stmt

Continuation Statement

Line 10b Description	Line 10b Book	Line 10b FMV
Alliant Energy Corp 7690 shs	99,676.	318,520.
Allstate Corp 4517 shs	129,379.	422,249.
Ameren Corp 10654 shs	315,071.	630,610.
American Electric 3313 shs	131,857.	225,118.
Associated Banc Corp 7050 shs	74,850.	194,580.
AT&T Inc 14036 shs	444,977.	453,644.
Bank Amer Corp - 125 shs	103,499.	153,250.
Bristol Myers Squibo Co 5633 shs	129,893.	299,039.
Capstead Mtg Corp - 39395 shs	971,044.	1,001,763.
Chevron Corp 4349 shs	370,864.	540,531.
Cisco Sytems 8650 shs	249,216.	369,442.
Citigroup Inc. - 13397 shs	381,032.	377,443.
Citigroup, Inc 5599 shs	246,063.	373,397.
CocaCola Inc. 3126 shs	79,835.	134,412.
Country Bancorp Inc 500 shs	112,500.	200,000.
Country Bancorp Inc Class A 1623 shs	365,175.	649,200.
Duke Energy 4914 shs	230,081.	379,164.

ATT. # 3

Form 990-PF Part II Line 10, 12 and 13 Investments
L-10b Stmt

Continuation Statement

Line 10b Description	Line 10b Book	Line 10b FMV
Exxon Mobil Corp 2943 shs	239,513.	239,496.
Illinois Tool Works Inc 3375 shs	130,001.	434,939
Johnson & Johnson 1560 shs	99,975.	199,569
Keycorp New 20740 shs	130,194.	403,196.
Kimberly Clark Corp. 1895 shs	95,519.	190,102.
Lilly Eli & Co. 5060 shs	176,823.	430,302.
McDonalds 2440 shs	135,739.	390,424
Merck & Co Inc. 3110 shs	103,163.	195,133
Mercury Genl Corp. 10011 shs	425,861.	471,618.
MFA Finl Inc. - 33057 shs	920,037.	970,453.
Microsoft Corp. 5130 shs	130,122.	511,931.
Morgan Stanley 6150 shs	175,790.	166,173.
OGE Energy Corp. 4438 shs	99,914.	155,419
Old Rep Intl Corp. 35001 shs	404,573.	734,321.
Otter Tail Corp. 6635 shs	167,655	308,847
Pepsico Inc. 1690 shs	100,065.	163,420
Petmed Express 15390 shs	202,455.	571,563.
Pfizer Inc. 8150 shs	129,985.	292,830.
PPL Corp. 6540 shs	181,652.	178,673
Regions Finl Corp. 21875 shs	130,249.	399,000.
Spire Inc 2890 shs	99,834.	205,913.
Suntrust Bks Inc. 5920 shs	130,270.	399,659.
Sysco Corp 4795 shs	129,726.	311,819.
The Travelers Companies Inc. 2553 shs	129,955.	328,112.
UPS Inc. 1325 shs	74,593.	153,859.
Valero Energy 2250 shs	140,191.	272,700.
Vectren Corp. 3596 shs	104,964.	254,093.
Verizon Communications 7317 shs	265,191.	372,636.
Walmart Stores Inc 1965 shs	99,437.	162,191.
WEC Energy Company 5110 shs	159,743.	322,697.
Total	9,994,861.	16,962,610.

Form 990-PF Part II Line 10, 12 and 13 Investments
L- 10c Stmt

Continuation Statement

Ln 10c Description	Line 10c Book	Line 10c FMV
General Electric Capital Cor	150,000.	158,364.
JP Morgan Chase & Co	151,219.	155,306.
Loews Corp	104,650.	117,693.
Morgan Stanley	30,000.	29,904.
Total	435,869.	461,272.

ATT. # 4

Additional information from your Form 990-PF: Return of Private Foundation**Form 990-PF: Return of Private Foundation****Other Expenses****Continuation Statement**

Description	Revenue and Expense per Book	Net Investment Income	Adjusted Net Income	Disbursement for charitable purpose
AG-990 IL fee	15.	15.		
Total	15.	15.		

ATT. # 5

Form 990-PF: Return of Private Foundation

Part IV: Capital Gains and Losses for Tax on Investment Income

Continuation Statement

(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	(d) Date sold
American Water works	500 shs	P	10/11/11	05/04/13
General Electric Co.	200 shs	P	12/13/02	01/05/13
General Electric Co.	1690 shs	P	08/13/03	01/05/13
General Electric Co.	1725 shs	P	03/25/09	01/05/13
General Electric Co.	1550 shs	P	12/07/09	01/05/13
General Electric Co.	622 shs	P	09/10/10	01/05/13
Petmed Express Inc.	400 shs	P	10/22/14	07/03/17
Petmed Express Inc.	563 shs	P	10/22/14	07/03/17
Petmed Express Inc.	847 shs	P	10/22/14	07/03/17
PG&E Corp	100 shs	P	10/11/11	03/12/13
PG&E Corp.	1030 shs	P	10/11/11	03/12/13
PG&E Corp	475 shs	P	10/23/09	03/12/13
PG&E Corp.	495 shs	P	10/02/09	03/12/13
Regions Finl Corp.	1630 shs	P	11/09/16	05/04/13
Regions Finl Corp	1490 shs	P	10/19/16	05/04/13
Regions Finl Corp.	600 shs	P	10/19/16	05/04/13
Regions Finl Corp.	1900 shs	P	10/19/16	05/04/13
Regions Finl Corp.	100 shs	P	10/19/16	05/04/13
Regions Finl Corp.	1705 shs	P	09/15/16	05/04/13
Regions Finl Corp	20 shs	P	09/13/16	05/04/13
Regions Finl Corp	1320 shs	P	03/10/15	05/04/13
Regions Finl Corp.	2000 shs	P	03/10/15	05/04/13
Regions Finl Corp.	621 shs	P	03/09/15	05/04/13
Regions Finl Corp.	1379 shs	P	03/09/15	05/04/13
(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)	
42,633.		15,035.	27,593.	
3,726.		5,217.	-1,491.	
31,436.		49,902.	-18,416.	
32,133.		24,975.	7,163.	
28,877.		24,935.	3,832.	
11,588		9,999.	1,589.	
16,245.		6,513.	9,727.	
23,068.		10,053.	13,010.	
34,399.		14,992.	19,407.	
4,203.		4,243.	-40.	
45,392.		45,714.	-322.	
19,964.		19,834.	80.	
20,804.		19,842.	962.	
50,227.		50,148.	79.	
40,895.		43,654.	-2,759.	
16,463.		17,571.	-1,103.	
52,148.		55,623.	-3,475.	
2,745.		2,927.	-182.	
46,796.		49,409.	-2,613.	
549.		583.	-39.	
36,229.		33,525.	2,704.	
54,893.		50,790.	4,103.	
17,044.		15,740.	1,304.	

ATT. # 6

Form 990-PF: Return of Private Foundation

Part IV: Capital Gains and Losses for Tax on Investment Income

Continuation Statement

37,849.		34,930.	2,919
670,355	0	606,279.	64,087
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
			27,599.
			-1,491.
			-18,416.
			7,163.
			3,882.
			1,589.
			9,727.
			13,010.
			19,407.
			-40.
			-322.
			80.
			962.
			79.
			-2,759.
			-1,103.
			-3,475.
			-122.
			-2,613.
			-39.
			2,704.
			4,103.
			1,304.
			2,919.
0.	0.	0.	64,087.

Form 990-PF: Return of Private Foundation

Part XV, Line 3a: Grants and Contributions Paid During the Year

Continuation Statement

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
Litchfield Museum & Rt 66 Welcome Center Litchfield, IL 62056		.	West area developmentwest area development	10,000.
Elizabeth Ann Seton Program Litchfield, IL 62056		.	Baby care itemsBaby care items	2,000
Litchfield Christmas Basket Association Litchfield, IL 62056		.	Christmas basketChristmas basket items	2,000.
Breaking Bread Association Litchfield, IL 62056		.	Free weekly mealFree weekly meal program	4,000
Hearts United Litchfield, IL 62056		.	Facility/ developmentFacili ty development / renovations	55,000
CEFS Economic Opportunity Corp. Litchfield, IL 62056		.	Heat sealant trays-heat sealant trays- meals on wheels	8,600
Youth United Litchfield, IL 62056		.	Building maintenanceBuildi ng maintenance / renovation	1,350.
Montgomery County Ag in the Classroom Litchfield, IL 62056		.	embryology equipmentembryo logy equipment	1,300.
Montgomery County 4-H Foundation Litchfield, IL 62056		.	Package food IlliniPackage food Illini Fighting Hunger Program	1,000
MSHS St. Francis Hospital Litchfield, IL 62056		.	Orthopedic patientOrthopedic patient care area renovation	50,000.
MSHS St. Francis Hospital Litchfield, IL 62056		.	Uroview machineUroview machine	100,000.
Montgomery County Cancer Association Litchfield, IL 62056		.	Financial assistanceFinanci al assistance grants for cancer patients	5,000.
M A K E I T Program Litchfield, IL 62056		.	Scholarships forScholarships for needy student families	18,000
Litchfield Community School District #12 Litchfield, IL 62056		.	Improve/ advanceImprove/ advance technology	40,000.

Form 990-PF: Return of Private Foundation

Part XV, Line 3a: Grants and Contributions Paid During the Year

Continuation Statement

Recipient name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i>				
Litchfield Community School District #12 Litchfield, IL 62056			Website, video, audio/Website, video, audio/signage electronics, etc.	256,000.
Elmwood Cemetery Association Litchfield, IL 62056		.	Entrance gate repair Entrance gate repair	10,000
St. John's Lutheran Cemetery Litchfield, IL 62056		.	Leveling gravestones Leveling gravestones	2,000.
Paws Care of Montgomery County Litchfield, IL 62056		.	Spay and neuter Spay, and neuter program	1,000.
				567,750.

Form 990-PF: Return of Private Foundation

Part XV, Line 2: Supplementary Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc. Continuation Statement

Name and Address Information	Form Information	Submission Information	Restrictions
Advisory Committee, W D Kilton Foundation C/o Bank & Trust Co P O Box 410 Litchfield, IL 62056 217-324-3935	Petition to the advisory committee stating facts as to eligibility and merits supporting request for funds.	N/A	Organizations exempt under IRS Code Sec-501 primarily for Litchfield, IL and surrounding area.