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

2009

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning

, and ending

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.Otherwise,
print
or type.See Specific
Instructions.

Name of foundation

THE DIXON FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

ONE CHASE CORPORATE CENTER, SUITE 400

Room/suite

City or town, state, and ZIP code

BIRMINGHAM, AL 35244

A Employer identification number

63-0944809

B Telephone number

(205) 313-6501

C If exemption application is pending, check here ☐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 ☐

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ 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)

\$ 10,564,381. (Part I, column (d) must be on cash basis)

J Accounting method:

☐ Cash☒ Accrual☐ Other (specify)

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))

(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			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	330,804.	330,804.		STATEMENT 1
	5a Gross rents				
	b Net rental income (or loss)				
	6a Net gain (or loss) from sale of assets not on line 10	661,110.			
	b Gross sales price for all assets on line 6a	6,090.			
	7 Capital gain net income (from Part IV, line 2)		661,110.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	<243,219.>	<247,564.>		STATEMENT 2	
12 Total. Add lines 1 through 11	748,695.	744,350.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	63,000.	0.		63,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	12,934.	0.		12,934.
	c Other professional fees	184,379.	58,226.		126,153.
	17 Interest	110,755.	110,755.		0.
	18 Taxes	413.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	305,299.	304,201.		1,098.
	24 Total operating and administrative expenses. Add lines 13 through 23	676,780.	473,182.		203,185.
	25 Contributions, gifts, grants paid	593,722.			593,722.
26 Total expenses and disbursements. Add lines 24 and 25	1,270,502.	473,182.		796,907.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<521,807.>				
b Net investment income (if negative, enter -0-)		271,168.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		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	81,653.	1,076,585.	1,076,585.
	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			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	77,414.	171,814.	171,814.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	8,566,576.	9,300,423.	9,300,423.
14 Land, buildings, and equipment: basis ▶ Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 8)	1,630,550.	15,559.	15,559.	
16 Total assets (to be completed by all filers)	10,356,193.	10,564,381.	10,564,381.	
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	50,000.	191,971.	
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	50,000.	191,971.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	11,405,334.	11,405,334.	
29 Retained earnings, accumulated income, endowment, or other funds	<1,099,141.>	<1,032,924.>		
30 Total net assets or fund balances	10,306,193.	10,372,410.		
31 Total liabilities and net assets/fund balances	10,356,193.	10,564,381.		

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 10,306,193.
2 Enter amount from Part I, line 27a	2 <521,807.>
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3 588,024.
4 Add lines 1, 2, and 3	4 10,372,410.
5 Decreases not included in line 2 (itemize) ▶	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 10,372,410.

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				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 6,090.		34,554.	661,110.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			661,110.	
2 Capital gain net income or (net capital loss)		2		661,110.
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). If (loss), enter -0- in Part I, line 8		3		N/A

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))
2008	841,208.	14,195,875.	.059257
2007	826,176.	15,798,157.	.052296
2006	718,073.	14,669,815.	.048949
2005	701,610.	13,836,874.	.050706
2004	719,315.	13,236,361.	.054344
2 Total of line 1, column (d)			.265552
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			.053110
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			10,395,385.
5 Multiply line 4 by line 3			552,099.
6 Enter 1% of net investment income (1% of Part I, line 27b)			2,712.
7 Add lines 5 and 6			554,811.
8 Enter qualifying distributions from Part XII, line 4			796,907.

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)		1	2,712.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	2,712.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	2,712.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	49,150.	
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	49,150.	
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	46,438.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 46,438. Refunded <input type="checkbox"/>	11	0.	

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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
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	X
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	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
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	X
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	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>AL</u>		
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? If "No," attach explanation	8b	X
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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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		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► KNOLLWOOD INVESTMENTS, INC. Telephone no. ► (205) 802-7802 Located at ► 2830 CAHABA ROAD, BIRMINGHAM, AL ZIP+4 ► 35223			
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 ► 15 N/A			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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 2009?	1c	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____, _____		
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.) N/A	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. ► _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 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 2009)	3b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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 2009?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

7b

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

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.

(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
EDWIN M. DIXON 2935 REDMONT PARK LANE BIRMINGHAM, AL 35205	PRESIDENT 20.00	51,000.	0.	0.
ALICE D. GROTNES 120 GREEN FALL POINTE ATLANTA, GA 30350	VICE PRESIDENT & SECRETARY 5.00	6,000.	0.	0.
DAVID E. DIXON 3809 TIMBERLINE WAY BIRMINGHAM, AL 35243	VICE PRESIDENT & TREASURER 5.00	6,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
KNOLLWOOD INVESTMENTS, INC. 2830 CAHABA ROAD, BIRMINGHAM, AL 35223	FINANCIAL MANAGEMENT	145,833.

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 SEE STATEMENT 9	203,185.
2	
3	
4	

Part IX-B**Summary of Program-Related Investments**

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	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3	0.

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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	9,471,580.
b	Average of monthly cash balances	1b	1,066,551.
c	Fair market value of all other assets	1c	15,559.
d	Total (add lines 1a, b, and c)	1d	10,553,690.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	10,553,690.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	158,305.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,395,385.
6	Minimum investment return. Enter 5% of line 5	6	519,769.

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	519,769.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,712.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,712.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	517,057.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	517,057.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	517,057.

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	796,907.
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	796,907.
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	5	2,712.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	794,195.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				517,057.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	78,386.			
b From 2005	30,310.			
c From 2006	18,158.			
d From 2007	78,188.			
e From 2008	131,414.			
f Total of lines 3a through e	336,456.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$	796,907.			
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				517,057.
e Remaining amount distributed out of corpus	279,850.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	616,306.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	78,386.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	537,920.			
10 Analysis of line 9:				
a Excess from 2005	30,310.			
b Excess from 2006	18,158.			
c Excess from 2007	78,188.			
d Excess from 2008	131,414.			
e Excess from 2009	279,850.			

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)				
<i>a Paid during the year</i>				
CONTRIBUTION FROM PASSTHROUGH - REDWOOD GROWTH PARTNERS				86.
SEE ATTACHED LIST				284,397.
SEE ATTACHED LIST				309,239.
Total			▶ 3a	593,722.
<i>b Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

Part XVII

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

- | | | | |
|--|--|-----|----------|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | | | |
| 1a(1) | | | X |
| 1a(2) | | | X |
| | | | |
| 1b(1) | | | X |
| 1b(2) | | | X |
| 1b(3) | | | X |
| 1b(4) | | | X |
| 1b(5) | | | X |
| 1b(6) | | | X |
| 1c | | | X |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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 or fiduciary) is based on all information of which preparer has any knowledge.

Signature of officer or trustee

Date _____

Title

Sign Here

Preparer's
signature

Firm's name (or yours if self-employed), address, and ZIP code

WARREN, AVERETT, KIMBROUGH & MARINO, LLC
2500 ACTON ROAD
BIRMINGHAM, ALABAMA 35243

Date _____

cc/ro/cw

Check if self-employee	
------------------------	--

Preparer's identifying number

PVVV81132

FIN	
-----	--

63-1239864

Phone no.

(205) 979-4100

Form **990-PF** (2009)

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	650 SHARES TEXTRON INC.	P	11/08/05	01/29/09
b	SHORT-TERM CAPITAL LOSS FROM QUEST CAPITAL PARTNE	P	VARIOUS	VARIOUS
c	LONG-TERM CAPITAL LOSS FROM QUEST CAPITAL PARTNER	P	VARIOUS	VARIOUS
d	SHORT-TERM CAPITAL GAIN FROM REDWOOD GROWTH PARTN	P	VARIOUS	VARIOUS
e	LONG-TERM CAPITAL GAIN FROM REDWOOD GROWTH PARTNE	P	VARIOUS	VARIOUS
f	LONG-TERM CAPITAL GAIN FROM HARBINGER MEZZANINE P	P	VARIOUS	VARIOUS
g	LONG-TERM CAPITAL GAIN FROM HARBERT PRIVATE EQUIT	P	VARIOUS	VARIOUS
h				
i				
j				
k				
l				
m				
n				
o				

(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 6,090.		34,554.	<28,464.>
b			<105,809.>
c			<19,683.>
d			75,186.
e			681,596.
f			58,267.
g			17.
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			<28,464.>
b			<105,809.>
c			<19,683.>
d			75,186.
e			681,596.
f			58,267.
g			17.
h			
i			
j			
k			
l			
m			
n			
o			

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	661,110.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS MERRILL LYNCH	11,907.	0.	11,907.
DIVIDENDS MERRILL LYNCH	26.	0.	26.
DIVIDENDS PASSED THROUGH FROM REDWOOD GROWTH PARTNERS, LP	27,362.	0.	27,362.
DIVIDENDS QUEST CAPITAL	14,852.	0.	14,852.
INTEREST CROWNE FAYETTEVILLE ASSOCIATES	2.	0.	2.
INTEREST FROM COMPASS BANK	5,520.	0.	5,520.
INTEREST FROM CROWNE AT ORMOND BEACH ASSOCIATES, LP	6.	0.	6.
INTEREST FROM CROWNE AT SWIFT CREEK ASSOC, LP	39.	0.	39.
INTEREST FROM HARBERT PRIVATE EQUITY FUND II, LLC	466.	0.	466.
INTEREST FROM REDWOOD GROWTH PARTNERS, LP	122,309.	0.	122,309.
INTEREST HABINGER MEZZANINE PARTNERS	72,448.	0.	72,448.
INTEREST HABINGER MEZZANINE PARTNERS II	75,806.	0.	75,806.
INTEREST MERRILL LYNCH	49.	0.	49.
INTEREST QUEST CAPITAL PARTNERS	12.	0.	12.
TOTAL TO FM 990-PF, PART I, LN 4	330,804.	0.	330,804.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME - REDWOOD PARTNERSHIP	246.	246.	
PARTNERSHIP GAINS (LOSSES)	<243,465.>	<247,810.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<243,219.>	<247,564.>	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	12,934.	0.		12,934.
TO FORM 990-PF, PG 1, LN 16B	12,934.	0.		12,934.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	58,226.	58,226.		0.
FINANCIAL MANAGEMENT FEES	126,153.	0.		126,153.
TO FORM 990-PF, PG 1, LN 16C	184,379.	58,226.		126,153.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE AND UBTI TAXES	413.	0.		0.
TO FORM 990-PF, PG 1, LN 18	413.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER DEDUCTIONS FROM PIEDMONT PARTNERS	2,550.	2,550.		0.
OTHER PORTFOLIO DEDUCTIONS FROM HARBERT PRIVATE EQUITY FUND II	3,797.	3,797.		0.
OTHER PORTFOLIO DEDUCTIONS FROM REDWOOD GROWTH PARTNERS	183,295.	183,295.		0.

THE DIXON FOUNDATION

63-0944809

MISCELLANEOUS EXPENSES	1,098.	0.	1,098.
OTHER DEDUCTIONS FROM SWIFT CREEK ASSOCIATION	1,651.	1,651.	0.
OTHER DEDUCTIONS FROM HARBERT MEZZANINE PARTNERS	19,525.	19,525.	0.
OTHER DEDUCTIONS FROM REDWOOD GROWTH PARTNERS	71,005.	71,005.	0.
OTHER DEDUCTIONS HARBERT MEZZANINE PARTNERS II	22,378.	22,378.	0.
TO FORM 990-PF, PG 1, LN 23	305,299.	304,201.	1,098.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CROWNE ORMOND BEACH ASSOCIATES, LP	COST	<12,569.>	<12,569.>
HARBINGER MEZZANINE PARTNERS	COST	540,131.	540,131.
REDWOOD GROWTH PARTNERS	COST	5,919,694.	5,919,694.
SCO INTERNATIONAL FUND	COST	22,890.	22,890.
CROWNE AT SWIFT CREEK ASSOCIATES, LP	COST	<22,891.>	<22,891.>
SWIFT CREEK LAND ASSOCIATES, LP	COST	26,940.	26,940.
QUEST CAPITAL PARTNERS, LP	COST	1,475,689.	1,475,689.
SCO GLOBAL DIVERSIFIED FUND	COST	4,484.	4,484.
CROWNE FAYETTEVILLE ASSOCIATES	COST	<3,954.>	<3,954.>
HARBERT PRIVATE EQUITY FUND II, LLC	COST	207,800.	207,800.
PIEDMONT PARTNERS - WOODMONT (IRV KESSLER)	COST	157,745.	157,745.
HARBERT MEZZANINE PARTNERS II, L.P.	COST	276,766.	276,766.
MARQUETTE ASSETS	COST	704,685.	704,685.
METLIFE	COST	3,013.	3,013.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,300,423.	9,300,423.

FORM 990-PF	OTHER ASSETS	STATEMENT	8
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
LIFE INSURANCE CHILDREN'S HOSPITAL	15,559.	15,559.	15,559.
AMOUNT DUE FROM PASSTHROUGH ENTITY	1,614,991.	0.	0.
TO FORM 990-PF, PART II, LINE 15	1,630,550.	15,559.	15,559.

FORM 990-PF	SUMMARY OF DIRECT CHARITABLE ACTIVITIES	STATEMENT	9
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ACTIVITY ONE

THE DIXON POST DOCTORAL FELLOWSHIPS - THE DIXON POST DOCTORAL FELLOWSHIP INVOLVES RESEARCH WHICH IS CONDUCTED AT CHILDREN'S HOSPITAL OF ALABAMA AT BIRMINGHAM AND INVOLVES DIFFERENT SUB-SPECIALTIES OF PEDIATRIC MEDICINE. THE DIXON FOUNDATION REQUIRES THE FELLOWS TO SUBMIT ANNUALLY A WRITTEN RESEARCH REPORT TO THE CHAIRMAN OF THE DEPARTMENT OF PEDIATRICS.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

203,185.

The Dixon Foundation
EIN: 63-0944809

Year Ended:
December 31, : 2009

Schedule of Grants and Contributions Paid During the Year
Page 10, PartXV1,3A

<u>Payee</u>	<u>R'ship to Fdn Mgr.</u>	<u>Fdn Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
UAB Department of Pediatrics	None	Grantee	Junior Faculty Research	143,256
P O. Box 703VH	None	Grantee	Dixon Post Doctoral	12,904
Birmingham, AL 35294			Fellowship Award	
 Camp Smile-A-Mile	 None	 Grantee	 Activities Grant for	 10,000
P O. Box 550155			Children with Cancer	
Birmingham, AL 35255				
 Children's Ministries	 None	 Grantee	 Spiritual & Educational	 18,200
New Life Harvest Missions			Functions for Inner-City	
P O. Box 94831			Children	
Birmingham, AL 35220-4831				
 Institute For Clergy Excellence (ICE)	 None	 Grantee	 Methodist Ministers	 90,000
4650 Whitesburg Drive, Suite 101			Continuing Education	
Huntsville, AL 35802				
 Tourettes Syndrome Assoc. of GA	 None	 Grantee	 Program to Support	 10,037
5600Roswell Road, Suite N285			Tourettes Syndrome	
Atlanta, GA 30342			Awareness & Counseling	
 TOTAL GRANTS				 <u><u>284,397.00</u></u>

Schedule of Exempt Purpose Grants

<u>Name of Recipient</u>	<u>Entity Type</u>	<u>Amount</u>
American Baseball Foundation 1313 13th Street So Birmingham, AL 35205	Public Charity	-
Americans For Suicide Prevention (AFSP) 120 Wall St 22nd Floor New York, NY 10005	Public Charity	1,000
Alabama Golf Charities P O Box 13067 Birmingham, AL 35202	Public Charity	-
American Heart Association	Public Charity	100
Asperger Connection, Inc	Public Charity	3,000
Auburn City Schools P O Box 3270 Auburn, AL 36831	Public Charity	-
Auburn University Foundation 317 S College Street Auburn, AL 36849	Public Charity	26,600
Miller Gorrie Science Center Auburn University 317 S College St Auburn, AL 36849	Public Charity	
Belton Cooper Endowed Lecture Series University of Alabama at Birmingham - Dept of History 1530 3rd Ave South Birmingham, AL 35294	Public Charity	10,000
Bible Study Fellowship 19001 Blanco Road San Antonio, TX 78258	Public Charity	1,000
Birmingham Southern College Box 549007 Birmingham, AL 35254	Public Charity	23,000
Boys & Girls Club of Marion County 1300 Marion Agosta Road Marion, OH 43302	Public Charity	-
Campus Crusade	Public Charity	1,000

Schedule of Exempt Purpose Grants

<u>Name of Recipient</u>	<u>Entity Type</u>	<u>Amount</u>
Childcare Resources 1904 1st Avenue North Birmingham, AL 35203	Public Charity	500
Children's Harbor P O Box 1237 Alexander City, AL 35011	Public Charity	-
Community Grief Support 1119 Oxmoor Rd Birmingham, AL 35209	Public Charity	-
Construction Institute/Stanford University P O Box 20466 Stanford, CA 94309-0466	Public Charity	-
Crippled Children's Foundation 2019 4th Avenue North Birmingham, AL 35203	Public Charity	1,500
CURE Childhood Cancer 4170 Gateswalk Dr Smyrna, GA 30080	Public Charity	-
Discovery Clubs of Alabama 402 Office Park Dr , Suite G18 Birmingham, AL 35223	Public Charity	100
Dawson Memorial Baptist Church 1114 Oxmoor Rd Homewood, AL 35209	Religious Charity	5,000
Dream Garden 631 3rd Street SW Birmingham, AL 35211	Public Charity	-
First Light Homeless Shelter 2230 4th Ave No Birmingham, AL 35203	Public Charity	-
The Foundry P O Box 824 Bessemer, AL 35021	Public Charity	3,500
Highlands United Methodist Church 1025 South 20th Street Birmingham, AL 35205	Religious	27,000
Holy Family Catholic Church 2001 19th Street Ensley Birmingham, AL 35218	Religious	-
Juvenile Diabetes Foundation	Public Charity	500
Leukemia Society of America, Al Chapter 100 Chase Park South, Suite 220 Birmingham, AL 35244	Public Charity	100

Schedule of Exempt Purpose Grants

<u>Name of Recipient</u>	<u>Entity Type</u>	<u>Amount</u>
March of Dimes 450 Century Park South Birmingham, AL 35226	Public Charity	-
Matthew 25 Ministries 122 Carriage Drive Maylene, AL 35114	Religious Charity	1,000
M Power Ministries 4022 4th Ave So Birmingham, AL 35222	Religious Charity	
Nicholas Pierce Foundation	Public Charity	500
Outrun The Sun, Inc 6145 N Crittenden Ave Indianapolis, IN 46220	Public Charity	100
Pi Kappa Alpha Foundation 8347 West Range Cove Memphis, TN 38125	Public Charity	10,000
Premier Children's Therapy Center 700 Amster Green Drive Atlanta, GA 30350	Public Charity	2,000
Prescott House P O Box 55892 Birmingham, AL 35255-9998	Public Charity	200
Purdue Foundation 1790 Mackey Arena West Lafayette, IN 47907-1790	Public Charity	6,000
Restoration Academy P O Box 30 Fairfield, AL 35064	Public Charity	-
Rotary Club Foundation 2019 4th Ave N Birmingham, AL 35203	Public Charity	2,500
Salvation Army 110 Presto Lane Jackson, MS 39206	Public Charity	100
Samuel Ginn College of Engineering 238 Harbert Engineering Center Auburn University, AL 36849	Public Charity	-
Smiles of Grace 142 Katy Circle Birmingham, AL 35242	Public Charity	-
St Andrews Catholic Church 115 Riverlake Court Roswell, GA 30075	Religious	17,500
Sydney Gran Foundation 1600 7th Ave South Birmingham, AL 35233		

Schedule of Exempt Purpose Grants

<u>Name of Recipient</u>	<u>Entity Type</u>	<u>Amount</u>
Troy Athletic Foundation Tine Davis Field House Troy, AL 36802	Public Charity	-
UCP of Birmingham 120 Oslo Circle Birmingham, AL 35211	Public Charity	-
United Way of Central Alabama, Inc P O Box 320189 Birmingham, AL 35232	Public Charity	20,000

Schedule of Exempt Purpose Grants

<u>Name of Recipient</u>	<u>Entity Type</u>	<u>Amount</u>
University of Alabama at Birmingham School of Public Health 1530 3rd Ave So Birmingham, AL 35294		1,000
University of Alabama at Birmingham - Dept of Neurology BDB 487 - 1530 3rd Ave South Birmingham, AL 35294	Public Charity	100,000
Univ of AL At Birmingham Comprehensive Cancer Center 1824 Sixth Avenue South Birmingham, AL 35294	Public Charity	2,500
Urban Ministry 1229 Cotton Ave SW Birmingham, AL 35211	Public Charity	5,000
Vestavia Hills City Schools P O Box 660483 Vestavia Hills, AL 35266	Public Charity	500
Vestavia United Methodist Church 2061 Kentucky Ave Birmingham, AL 35216	Religious	25,100
Wesleyan Fund 5405 Spalding Dr Norcross, GA 30092	Public Charity	5,000
Exempt Purpose - Memorials Paid to Various Exempt Charities		6,339
TOTAL DONATIONS		<u>309,239</u>

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number
	THE DIXON FOUNDATION	63-0944809
	Number, street, and room or suite no. If a P.O. box, see instructions. ONE CHASE CORPORATE CENTER, SUITE 400	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BIRMINGHAM, AL 35244	

Check type of return to be filed (File a separate application for each return):

- ☐ Form 990 ☐ Form 990-EZ ☐ Form 990-T (sec. 401(a) or 408(a) trust) ☐ Form 1041-A ☐ Form 5227 ☐ Form 8870
☐ Form 990-BL ☒ Form 990-PF ☐ Form 990-T (trust other than above) ☐ Form 4720 ☐ Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**KNOLLWOOD INVESTMENTS, INC.**

- The books are in the care of **2830 CAHABA ROAD - BIRMINGHAM, AL 35223**

Telephone No. **(205) 802-7802**FAX No.

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2010.**5 For calendar year **2009**, or other tax year beginning , and ending .6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension

ADDITIONAL TIME NEEDED TO GATHER COMPLETE AND ACCURATE INFORMATION

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	41,150.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ***[Signature]***Title **CPA - R**Date **8/13/10**

Form 8868 (Rev. 4-2009)

COPY