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

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation THE DIXON FOUNDATION		A Employer identification number 63-0944809
Number and street (or P.O. box number if mail is not delivered to street address) ONE CHASE CORPORATE CENTER, SUITE 400		B Telephone number (205) 313-6501
City or town, state, and ZIP code BIRMINGHAM, AL 35244		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 9,503,838. (Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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)
1 Contributions, gifts, grants, etc., received		0.		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		172,521.	172,521.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		382,452.			
b Gross sales price for all assets on line 6a					
7 Capital gain net income (from Part IV, line 2)			382,452.		
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		<116,539.>	<116,539.>		STATEMENT 2
12 Total. Add lines 1 through 11		438,434.	438,434.		
13 Compensation of officers, directors, trustees, etc.		16,500.	0.		16,500.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		11,716.	0.		11,716.
c Other professional fees		260,478.	99,197.		161,281.
17 Interest					
18 Taxes		915.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		561,512.	557,255.		4,257.
24 Total operating and administrative expenses. Add lines 13 through 23		851,121.	656,452.		193,754.
25 Contributions, gifts, grants paid		437,768.			437,768.
26 Total expenses and disbursements. Add lines 24 and 25		1,288,889.	656,452.		631,522.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<850,455.>			
b Net investment income (if negative, enter -0-)			0.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Operating and Administrative Expenses

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STMT 4
STMT 5
STMT 6

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments	425,858.	279,571.	279,571.	
	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	78,064.	78,064.	78,064.	
	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 8	10,003,882.	9,094,357.	9,094,357.	
	14 Land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	15 Other assets (describe STATEMENT 9)	15,559.	51,846.	51,846.	
	16 Total assets (to be completed by all filers)	10,523,363.	9,503,838.	9,503,838.	
	Liabilities	17 Accounts payable and accrued expenses		375.	
		18 Grants payable			
19 Deferred revenue					
20 Loans from officers, directors, trustees, and other disqualified persons					
21 Mortgages and other notes payable					
22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)		0.	375.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted	10,523,363.	9,503,463.		
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds				
	28 Paid-in or capital surplus, or land, bldg., and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds				
	30 Total net assets or fund balances	10,523,363.	9,503,463.		
	31 Total liabilities and net assets/fund balances	10,523,363.	9,503,838.		

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	10,523,363.
2 Enter amount from Part I, line 27a	2	<850,455.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	232,233.
4 Add lines 1, 2, and 3	4	9,905,141.
5 Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	401,678.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,503,463.

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			382,452.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			382,452.

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	382,452.
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	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		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))
2010	493,331.	10,511,381.	.046933
2009	794,195.	10,395,385.	.076399
2008	841,208.	14,195,875.	.059257
2007	826,176.	15,798,157.	.052296
2006	718,073.	14,669,815.	.048949

2 Total of line 1, column (d)	2	.283834
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.056767
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	10,437,602.
5 Multiply line 4 by line 3	5	592,511.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	592,511.
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	631,522.

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	0.
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	0.
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	0.
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 2011 estimated tax payments and 2010 overpayment credited to 2011	6a 27,960.		
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	27,960.
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	27,960.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax <input checked="" type="checkbox"/> 27,960. 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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> AL		
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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		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 THE DIXON FOUNDATION Telephone no. (205) 313-6501 Located at ONE CHASE CORPORATE CENTER, SUITE 400, BIRMINGHAM ZIP+4 35244			
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	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country	16	Yes	No
				X

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 instructions)? Organizations relying on a current notice regarding disaster assistance check here		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 2011?		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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If "Yes," list the years	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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	
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 2011 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 2011)		X
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 2011?		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:

(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

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

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

If "Yes" to 6b, file Form 8870.

6b

X

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

☐ Yes ☒ No

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

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
SEE STATEMENT 10		16,500.	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

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	215,040.
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 SCHEDULE ATTACHED.	
	304,748.
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	
All other program-related investments. See instructions.	
3	
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	10,295,869.
b	Average of monthly cash balances	1b	207,058.
c	Fair market value of all other assets	1c	93,623.
d	Total (add lines 1a, b, and c)	1d	10,596,550.
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	10,596,550.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	158,948.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,437,602.
6	Minimum investment return. Enter 5% of line 5	6	521,880.

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	521,880.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	521,880.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	521,880.
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	521,880.

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	631,522.
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	631,522.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	631,522.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				521,880.
2 Undistributed income, if any, as of the end of 2011			0.	
a Enter amount for 2010 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	18,158.			
b From 2007	78,188.			
c From 2008	131,414.			
d From 2009	279,850.			
e From 2010				
f Total of lines 3a through e	507,610.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$	631,522.			
a Applied to 2010, 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 2011 distributable amount				521,880.
e Remaining amount distributed out of corpus	109,642.			
5 Excess distributions carryover applied to 2011 (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:	617,252.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				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 2006 not applied on line 5 or line 7	18,158.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	599,094.			
10 Analysis of line 9:				
a Excess from 2007	78,188.			
b Excess from 2008	131,414.			
c Excess from 2009	279,850.			
d Excess from 2010				
e Excess from 2011	109,642.			

N/A

☐ 4942(j)(3) or ☐ 4942(j)(5)

(4) Gross investment income

[illegible]Form **990-PF** (2011)

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				
SEE ATTACHED LIST				271,020.
SEE ATTACHED LIST				166,748.
Total			3a	437,768.
b Approved for future payment				
NONE				
Total			3b	0.

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
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	172,521.	
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			15	15.	
8 Gain or (loss) from sales of assets other than inventory			18	382,452.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a PARTNERSHIP GAINS					
b (LOSSES)	900099		01	<116,554.>	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)		0.		438,434.	0.
13 Total. Add line 12, columns (b), (d), and (e)					438,434.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

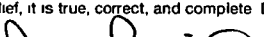
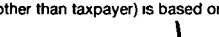
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|----------|--|-----|----|
| 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? | | |
| 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) 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		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge				May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
	Signature of officer or trustee 	Date 11/17/12	Title VP & Treasurer SECRETARY		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	J.C. ROUSE		11/17/12		P00081132
	Firm's name ▶ WARREN AVERETT, LLC				Firm's EIN ▶ 45-4084437
	Firm's address ▶ 2500 ACTON ROAD BIRMINGHAM, AL 35243				Phone no. (205) 979-4100

Form **990-PF** (2011)

THE DIXON FOUNDATION

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	LTCG FROM HARBER MEZZANINE PARTNERS II, LP	P	VARIOUS	VARIOUS
b	LTCG FROM HARBINGER MEZZANINE PARTNERS, LP	P	VARIOUS	VARIOUS
c	LTCG FROM QUEST CAPITAL PARTNERS, LP	P	VARIOUS	VARIOUS
d	LTCG FROM REDWOOD GROWTH PARTNERS, LP	P	VARIOUS	VARIOUS
e	LTCG FROM HARBERT PRIVATE EQUITY FUND II, LLC	P	VARIOUS	VARIOUS
f	STCG FROM HARBERT MEZZANINE PARTNERS, LP	P	VARIOUS	VARIOUS
g	STCG FROM QUEST CAPITAL PARTNERS, LP	P	VARIOUS	VARIOUS
h	STCG FROM REDWOOD GROWTH PARTNERS, LP	P	VARIOUS	VARIOUS
i	STCG FROM HHB, LLC	P	VARIOUS	VARIOUS
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			407.
b			143,087.
c			79,555.
d			160,783.
e			<15,991.>
f			8,338.
g			9,463.
h			<2,228.>
i			<962.>
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			407.
b			143,087.
c			79,555.
d			160,783.
e			<15,991.>
f			8,338.
g			9,463.
h			<2,228.>
i			<962.>
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	382,452.
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 - HARBERT PRIVATE EQUITY FUND II, LLC	4,897.	0.	4,897.
DIVIDENDS - QUEST CAPITAL PARTNERS, LP	2,147.	0.	2,147.
DIVIDENDS - REDWOOD GROWTH PARTNERS, LP	<21,761.>	0.	<21,761.>
INTEREST - COMPASS BANK	412.	0.	412.
INTEREST - CROWNE AT SWIFT CREEK ASSOCIATES, LP	28.	0.	28.
INTEREST - CROWNE FAYETTEVILLE ASSOCIATES, LP	4.	0.	4.
INTEREST - CROWNE ORMOND BEACH ASSOCIATES, LP	8.	0.	8.
INTEREST - HARBERT MEZZANINE PARTNERS II, LP	103,734.	0.	103,734.
INTEREST - HARBERT PRIVATE EQUITY FUND II, LLC	431.	0.	431.
INTEREST - HARBINGER MEZZANINE PARTNERS, LP	48,528.	0.	48,528.
INTEREST - QUEST CAPITAL PARTNERS, LP	16,299.	0.	16,299.
INTEREST - REDWOOD GROWTH PARTNERS, LP	<35,258.>	0.	<35,258.>
INTEREST - SWIFT CREEK LAND ASSOCIATES, LP	9.	0.	9.
INVESTMENT INTEREST	21,963.	0.	21,963.
OTHER GAINS AND LOSSES	16,423.	0.	16,423.
OTHER INVESTMENT INTEREST	38.	0.	38.
STOCK DIVIDENDS - MARQUETTE	14,619.	0.	14,619.
TOTAL TO FM 990-PF, PART I, LN 4	172,521.	0.	172,521.

FORM 990-PF	OTHER INCOME	STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTY INCOME - REDWOOD GROWTH PARTNERS, LP	15.	15.	
PARTNERSHIP GAINS (LOSSES)	<116,554.>	<116,554.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<116,539.>	<116,539.>	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	11,716.	0.		11,716.
TO FORM 990-PF, PG 1, LN 16B	11,716.	0.		11,716.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	99,197.	99,197.		0.
FINANCIAL MANAGEMENT FEES	161,281.	0.		161,281.
TO FORM 990-PF, PG 1, LN 16C	260,478.	99,197.		161,281.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE AND UBTI TAXES	915.	0.		0.
TO FORM 990-PF, PG 1, LN 18	915.	0.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER PORTFOLIO DEDUCTIONS FROM REDWOOD GROWTH PARTNERS, LP	<8,475.>	<8,475.>		0.
OTHER PORTFOLIO DEDUCTIONS FROM HARBERT PRIVATE EQUITY FUND II, LLC	3,819.	3,819.		0.

OTHER PORTFOLIO DEDUCTIONS FROM HHB, LLC	141.	141.	0.
OTHER DEDUCTIONS FROM CROWNE ORMOND BEACH ASSOCIATES, LP	68.	68.	0.
OTHER DEDUCTIONS FROM CROWNE AT SWIFT CREEK ASSOCIATES, LP	1,467.	1,467.	0.
OTHER DEDUCTIONS FROM HARBERT MEZZANINE PARTNERS II, LP	24,632.	24,632.	0.
OTHER DEDUCTIONS FROM HARBINGER MEZZANINE PARTNERS, LP	9,070.	9,070.	0.
OTHER DEDUCTIONS HARBERT REDWOOD GROWTH PARTNERS, LP	510,856.	510,856.	0.
OTHER DEDUCTIONS FROM SWIFT CREEK LAND ASSOCIATES, LP	16.	16.	0.
OTHER DEDUCTIONS FROM PIEDMONT PARTNERS	2,973.	2,973.	0.
BANK SERVICE CHARGES	2,340.	0.	2,340.
OTHER DEDUCTIONS FROM QUEST CAPITAL PARTNERS, LP	12,688.	12,688.	0.
OFFICE EXPENSE	42.	0.	42.
CONTRACT LABOR	1,875.	0.	1,875.
TO FORM 990-PF, PG 1, LN 23	561,512.	557,255.	4,257.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
BOOK/TAX DIFFERENCES FROM PARTNERSHIPS	232,233.
TOTAL TO FORM 990-PF, PART III, LINE 3	232,233.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CROWNE ORMOND BEACH ASSOCIATES, LP	COST	<18,900.>	<18,900.>
HARBINGER MEZZANINE PARTNERS, LP	COST	437,712.	437,712.
REDWOOD GROWTH PARTNERS, LP	COST	5,569,706.	5,569,706.
SCO INTERNATIONAL FUND, LTD.	COST	58,471.	58,471.
CROWNE AT SWIFT CREEK ASSOCIATES, LP	COST	<33,252.>	<33,252.>
SWIFT CREEK LAND ASSOCIATES, LP	COST	6,181.	6,181.
QUEST CAPITAL PARTNERS, LP	COST	1,715,397.	1,715,397.

SCO GLOBAL DIVERSIFIED FUND, LTD.	COST	39,226.	39,226.
CROWNE FAYETTEVILLE ASSOCIATES	COST	<11,900.>	<11,900.>
HARBERT PRIVATE EQUITY FUND II, LLC	COST	173,676.	173,676.
PIEDMONT PARTNERS - WOODMONT (IRV KESSLER)	COST	178,019.	178,019.
HARBERT MEZZANINE PARTNERS II, L.P.	COST	379,024.	379,024.
MARQUETTE ASSETS	COST	593,914.	593,914.
METLIFE	COST	3,013.	3,013.
HHB, LLC	COST	0.	0.
DENT-A-MED, INC.	COST	4,070.	4,070.
TOTAL TO FORM 990-PF, PART II, LINE 13		9,094,357.	9,094,357.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
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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.
DISTRIBUTION RECEIVABLE	0.	36,287.	36,287.
TO FORM 990-PF, PART II, LINE 15	15,559.	51,846.	51,846.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ALICE D. GROTNES 120 GREEN FALL POINTE ATLANTA, GA 30350	PRESIDENT 25.00	6,000.	0.	0.
DAVID E. DIXON 3809 TIMBERLINE WAY BIRMINGHAM, AL 35243	VICE PRESIDENT 10.00	6,000.	0.	0.
JOY LEVIO 1226 WILLOW LEAF CIRCLE BIRMINGHAM, AL 35244	VICE PRESIDENT & TREASURER 25.00	1,500.	0.	0.
CRISTI C. DIXON 3809 TIMBERLINE WAY BIRMINGHAM, AL 35243	VICE PRESIDENT & SECRETARY 10.00	1,500.	0.	0.
LOVIE K. MONTGOMERY 2935 REDMONT PARK LANE BIRMINGHAM, AL 35205	DIRECTOR 1.00	1,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		16,500.	0.	0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MS. DIANE GENTRY
1 CHASE CORPORATE CENTER, SUITE 400
BIRMINGHAM, AL 35244

TELEPHONE NUMBER

205-313-6501

FORM AND CONTENT OF APPLICATIONS

SUBMIT IN WRITING A DESCRIPTION OF ORGANIZATION, THE NATURE OF THE GRANT REQUESTED, DOLLAR RANGE OF GRANT AMOUNT, AND A COPY OF THE ORGANIZATION'S TAX EXEMPT STATUS LETTER.

ANY SUBMISSION DEADLINES

SEPTEMBER 30TH OF EACH CALENDAR YEAR

RESTRICTIONS AND LIMITATIONS ON AWARDS

GEOGRAPHICAL AREAS MOSTLY CENTERED AROUND BIRMINGHAM, AL OR CENTRAL ALABAMA

2011 Schedule of Exempt Purpose Grants

<u>Name of Recipient</u>	<u>Entity Type</u>	<u>Amount</u>
Asperger Connection 3979 Parkwood Rd, Ste 115-144 Bessemer, AL 35022	Public Charity	5,000
Angel Flight 7601 Robert Cardinal Airport Road Tuscaloosa, AL 35401	Public Charity	1,500
Auburn University Foundation 317 S College Street Auburn, AL 36849	Public Charity	12,320
Miller Gorme Science Center Auburn University 317 S College St Auburn, AL 36849	Public Charity	5,000
The Bell Center 1700 29th Court S Birmingham, AL 35209	Public Charity	2,000
Birmingham Southern College 900 Arkadelphia Rd Birmingham, AL 35924	Public Charity	23,000
Birmingham Zoo 2630 Cahaba Road Birmingham, AL 35223	Public Charity	1,000
Boys & Girls Club of Marion County 1300 Marion Agosta Road Marion, OH 43302	Public Charity	4,000
Camp Smile-A-Mile P O Box 550155 Birmingham, AL 35255	Public Charity	20,000
Church at Cahaba Bend P O Box 477 Helena AL 35080	Public Charity	500
Colon/Komen Cancer (Diva Dash) 8009 34th Avenue South, Suite 360 Bloomington, MN 55425	Public Charity	1,100
Crippled Children's Foundation(MMQBC) 2019 4th Avenue No Birmingham, AL 35203	Public Charity	2,400
Child Advocacy 1810 Corporate Drive Opelika, AL 36801	Public Charity	1,000
Children's Harbor P O Box 1237 Alexander City, AL 35011	Public Charity	2,500
Children's Hope & Cope 1600 7th Avenue South Birmingham, Alabama 35233	Public Charity	250
Community Grief Support Service 1119 Oxmoor Road Homewood, Al	Public Charity	500

2011 Schedule of Exempt Purpose Grants

<u>Name of Recipient</u>	<u>Entity Type</u>	<u>Amount</u>
Ephesus Baptist Church 8227 Farmington Lane Winston, GA 30187	Public Chanty	300
The Foundry P O Box 824 Bessemer, AL 35021	Public Chanty	1,000
Hoover City Schools 1000 Buccaneer Drive Hoover, AL 35244	Public Chanty	250
Impact Alabama 1901 6th Ave N, Ste 2400 Birmingham, AL 35203	Public Chanty	1,000
Institute For Clergy Excellence 4650 Whitesburg Drive, Suite 101 Huntsville, AL 35802	Religious	90,000
Methodist Hour International 15770 Birmingham Hwy Alpharetta, GA 30004	Public Chanty	5,000
New Life Harvest Missions 7547 Marks Drive Birmingham, AL 35212	Public Chanty	12,000
Parkway Christian Academy 9753 Parkway East Birmingham, AL 35215	Public Chanty	2,000
Restoration Academy 4600 Carnegie Ave Fairfield, AL 35064	Public Chanty	1,000
Shelby/Bibb Co Red Cross 4524 Southlake Pkwy, Ste 5 & 6 Birmingham, AL 35244	Public Chanty	1,000
Show Hope PO Box 647 Franklin, TN 37065	Public Chanty	500
Society of St Andrews P O Box 610806 Birmingham, AL 35261	Public Chanty	1,000
Terrific New Theatre 2821 2nd Ave South Birmingham, AL 35203	Public Chanty	5,000
Highlands United Methodist Church 1025 South 20th Street Birmingham, AL 35205	Religious	5,000
Purdue Foundation 1790 Mackey Arena West Lafayette, IN 47907-1790	Public Chanty	2,500
St Andrews Catholic Church 115 Riverlake Court Roswell, GA 30075	Religious	16,376
Tourettes Syndrome (Parkaire Consultants) 4939 Lower Roswell Road, Bldg C Suite 201 Manetta, GA 30068	Public Chanty	5,000
University of Alabama Tuscaloosa P O Box 870120 Tuscaloosa, AL 35487	Public Chanty	9,124

2011 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	Public Charity	1,000
Vestavia United Methodist Church 2061 Kentucky Ave Birmingham, AL 35216	Religious	25,000
VSA Alabama P O Box 12504 Birmingham, AL 35202	Public Charity	300
Women's Fund 2100 1st Avenue North Suite 705 Birmingham, AL 35203	Public Charity	500
Exempt Purpose - Memorials Paid to Various Exempt Charities	Public & Religious Charities	4,100
TOTAL DONATIONS		271,020

The Dixon Foundation
EIN: 63-0944809

Year Ended:
December 31, 2011

Schedule of Grants and Contributions Paid During the Year
990PF, Page 1, Line 25

<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 P O Box 703VH Birmingham, AL 35294	None	Grantee	Dixon Post Doctoral Fellowship Award	162,749
Memorials Paid to Various Participants	None	Grantee		3,999
TOTAL GRANTS				<u><u>166,747.97</u></u>

The Dixon Foundation
EIN: 63-0944809

Year Ended:
December 31, : 2011

Schedule of the Foundation's Four Largest Charitable Activities

<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 P O Box 703VH Birmingham, AL 35294	None	Grantee	Dixon Post Doctoral * Fellowship Award	166,748.00
Institute For Clergy Excellence (ICE) 4650 Whitesburg Drive, Suite 101 Huntsville, AL 35802	None	Grantee	Methodist Ministers Continuing Education	90,000.00
Birmingham Southern College 900 Arkadelphia Road Birmingham, AL 35294	None	Grantee	Public Chanty	23,000.00
Vestavia United Methodist Church	None	Grantee Religious	Support of church programs and services to the local community	25,000.00

* 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

- 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).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE DIXON FOUNDATION	<input checked="" type="checkbox"/> 63-0944809
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	ONE CHASE CORPORATE CENTER, SUITE 400	<input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	BIRMINGHAM, AL 35244	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

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

THE DIXON FOUNDATION - ONE CHASE CORPORATE CENTER, SUITE

- The books are in the care of ☒ 400 - BIRMINGHAM, AL 35244

Telephone No. ☒ (205) 313-6501

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, 2012.
- 5 For calendar year 2011, or other tax year beginning , and ending .
- 6 If the tax year entered in line 5 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 IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

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	\$	27,960.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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 ☒ Wm E. Dutton Title ☒ CPA

Date ☒ 0/3/12

Form 8868 (Rev. 1-2012)

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