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

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

2012

For calendar year 2012 or tax year beginning

, and ending

Name of foundation		A Employer identification number 62-0645090			
THE DIXIE GROUP FOUNDATION, INC.		B Telephone number 423/510-7005			
Number and street (or P O box number if mail is not delivered to street address) P. O. BOX 25107		C If exemption application is pending, check here ► <input type="checkbox"/>			
City or town, state, and ZIP code CHATTANOOGA, TN 37422-5107		D 1. Foreign organizations, check here ► <input type="checkbox"/>			
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>			
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 804,070. (Part I, column (d) must be on cash basis)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>			
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	
Revenue	1 Contributions, gifts, grants, etc., received	45,000.			
	2 Check ► <input 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	18,524.	18,524.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	31,943.			
	b Gross sales price for all assets on line 6a	381,585.			
	7 Capital gain net income (from Part IV, line 2)		31,943.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances NOV 25 2013				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income	89.	0.	89.	STATEMENT 1	
12 Total-Add lines 1 through 11	95,556.	50,467.	89.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees	4,567.	4,567.	0.	0.
	17 Interest				
	18 Taxes	906.	906.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	25.	25.	0.	0.
	24 Total operating and administrative expenses Add lines 13 through 23	5,498.	5,498.	0.	0.
25 Contributions, gifts, grants paid	67,850.			67,850.	
26 Total expenses and disbursements. Add lines 24 and 25	73,348.	5,498.	0.	67,850.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	22,208.				
b Net investment income (if negative, enter -0)		44,969.			
c Adjusted net income (if negative, enter -0)			89.		

Part III	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
	1 Cash - non-interest-bearing		23,905.	21,614.	21,614.
	2 Savings and temporary cash investments				
	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				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock				
	c Investments - corporate bonds	STMT 5	704,042.	781,659.	781,659.
	11 Investments - land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ►				
	Less accumulated depreciation ►				
	15 Other assets (describe ►) STATEMENT 6)		754.	797.	797.
	16 Total assets (to be completed by all filers)		728,701.	804,070.	804,070.
	17 Accounts payable and accrued expenses		968.	-238.	
	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)		968.	-238.	
	Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted		2,351.	2,311.	
	25 Temporarily restricted		225,382.	301,997.	
	26 Permanently restricted		500,000.	500,000.	
	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		727,733.	804,308.	
	31 Total liabilities and net assets/fund balances		728,701.	804,070.	

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	727,733.
2 Enter amount from Part I, line 27a	2	22,208.
3 Other increases not included in line 2 (itemize) ► UNREALIZED GAIN	3	54,367.
4 Add lines 1, 2, and 3	4	804,308.
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	804,308.

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 STATEMENTS				
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	381,585.		349,642.		31,943.
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					31,943.
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		31,943.
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 the 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))
2011	62,350.	733,668.	.084984
2010	73,100.	727,130.	.100532
2009	75,500.	670,463.	.112609
2008	88,300.	727,111.	.121440
2007	76,034.	797,850.	.095299

2 Total of line 1, column (d)

2 .514864

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 .102973

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 754,890.

5 Multiply line 4 by line 3

5 77,733.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 450.

7 Add lines 5 and 6

7 78,183.

8 Enter qualifying distributions from Part XII, line 4

8 67,850.

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	899.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).	2	0.	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3	Add lines 1 and 2	3	899.	
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-	4	0.	
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,144.	
b	Exempt foreign organizations - tax withheld at source			
c	Tax paid with application for extension of time to file (Form 8868)			
d	Backup withholding erroneously withheld			
7	Total credits and payments. Add lines 6a through 6d	7	1,144.	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	8	7.	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ►	9	238.	
	Refunded ►			
		10	0.	
		11	0.	

Part VII-A Statements Regarding Activities

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?	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.	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?			
c	Did the foundation file Form 1120-POL for this year?			
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:	(1) On the foundation. ► \$ <u>0.</u> (2) On foundation managers. ► \$ <u>0.</u>		
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ <u>0.</u>			
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			
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	4a
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	If "Yes," attach the statement required by General Instruction T.	4b	X
7	Did the foundation have at least \$5,000 in assets at any time during the year?			
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►	If "Yes," complete Part II, col. (c), and Part XV.	TN, DE	5
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			
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	If "Yes," attach a schedule listing their names and addresses	6	X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13	X	
Website address ► N/A		
14	The books are in care of ► THE DIXIE GROUP, INC.	Telephone no. ► 423/510-7005
Located at ► CHATTANOOGA, TN ZIP+4 ► 37422		
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	
16	15	N/A
At any time during calendar year 2012, 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 ►		

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		
1a	During the year did the foundation (either directly or indirectly):	
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	
Organizations relying on a current notice regarding disaster assistance check here ► N/A		
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 2012?	
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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <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.)	
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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2012 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 2012) N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	
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 2012? 4b 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
 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)?

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.

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

 Yes Nob If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A** Yes No

5b	X
6b	X
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
DANIEL K. FRIERSON P. O. BOX 25107 CHATTANOOGA, TN 37422	PRES/TRUSTEE 0.50	0.	0.	0.
W. DEREK DAVIS P. O. BOX 25107 CHATTANOOGA, TN 37422	VP/TRUSTEE 0.50	0.	0.	0.
STARR T. KLEIN P. O. BOX 25107 CHATTANOOGA, TN 37422	SEC/TREAS 1.30	0.	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

Form 990-PF (2012)

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
NONE		

Total number of others receiving over \$50,000 for professional services

►

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 SEE ATTACHED SCHEDULES A AND B

1		
2		0.
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 NONE

1			0.
2			
3			

All other program-related investments. See instructions.

3

Total. Add lines 1 through 3

►

0.

Form 990-PF (2012)

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

b Average of monthly cash balances

c Fair market value of all other assets

d Total (add lines 1a, b, and c)

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

3 Subtract line 2 from line 1d

4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)

5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4

6 Minimum investment return. Enter 5% of line 5

1a	743,626.
1b	22,760.
1c	
1d	766,386.
1e	0.
2	0.
3	766,386.
4	11,496.
5	754,890.
6	37,745.

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	37,745.
2a Tax on investment income for 2012 from Part VI, line 5	2a	899.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	899.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	36,846.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	36,846.
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	36,846.

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

b Program-related investments - total from Part IX-B

2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes

3 Amounts set aside for specific charitable projects that satisfy the:

a Suitability test (prior IRS approval required)

b Cash distribution test (attach the required schedule)

4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4

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

6 Adjusted qualifying distributions. Subtract line 5 from line 4

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.

1a	67,850.
1b	0.
2	
3a	
3b	
4	67,850.
5	0.
6	67,850.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				36,846.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	37,112.			
b From 2008	52,229.			
c From 2009	42,245.			
d From 2010	36,917.			
e From 2011	26,811.			
f Total of lines 3a through e	195,314.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 67,850.			0.	
a Applied to 2011, 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 2012 distributable amount				36,846.
e Remaining amount distributed out of corpus	31,004.			0.
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			
6 Enter the net total of each column as indicated below:	226,318.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	37,112.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	189,206.			
10 Analysis of line 9:				
a Excess from 2008	52,229.			
b Excess from 2009	42,245.			
c Excess from 2010	36,917.			
d Excess from 2011	26,811.			
e Excess from 2012	31,004.			

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
a Paid during the year				
GRANTS TO CHARITABLE, CIVIC, EDUCATIONAL, AND RELIGIOUS <u>INSTITUTIONS</u>			GENERAL	
(SEE SCHEDULE A)	NONE	NONE		45,850.
GRANTS TO CHILDREN OF EMPLOYEES OF <u>THE DIXIE GROUP, INC. AND ITS</u>				
SUBSIDIARIES (SEE SCHEDULE B)	NONE	NONE	SCHOLARSHIPS	22,000.
Total			► 3a	67,850.
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		(e) Related or exempt function income
		(a) Business code	(b) 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	18,524.
5 Net rental income or (loss) from real estate:				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income				
8 Gain or (loss) from sales of assets other than inventory			18	31,943.
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue:				
a <u>INTEREST ON SCHOLARSHIP</u>				
b <u>REFUND</u>			01	89.
c				
d				
e				
12 Subtotal. Add columns (b), (d), and (e)			0.	50,556.
13 Total. Add line 12, columns (b), (d), and (e)			13	50,556.
(See worksheet in line 13 instructions to verify calculations.)				

Relationship of Activities to the Accomplishment of Exempt Purposes

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

(1) Cash
 (2) Other assets

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

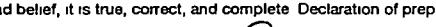
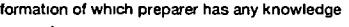
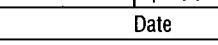
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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  William Edwards 11-11-13  Director of Tax			May the IRS discuss this return with the preparer shown below (see instr.)?				
	Signature of officer or trustee 			Date	Title			
Paid Preparer Use Only		Print/Type preparer's name W. KING COPLER		Preparer's signature 	Date 11-8-12	Check <input type="checkbox"/> if self-employed	PTIN P01065738	
		Firm's name ► CHAMBLISS, BAHNER & STOPHEL, P.C.				Firm's EIN ► 62-1674553		
		Firm's address ► 605 CHESTNUT STREET, SUITE 1700 CHATTANOOGA, TN 37450-0019				Phone no. (423) 756-3000		

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2012

Name of the organization

THE DIXIE GROUP FOUNDATION, INC.

Employer identification number

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ► \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

THE DIXIE GROUP FOUNDATION, INC.

Employer identification number

62-0645090

Part II **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<u>THE DIXIE GROUP, INC.</u> <u>2208 S. HAMILTON ST.</u> <u>DALTON, GA 30721</u>	\$ <u>45,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

THE DIXIE GROUP FOUNDATION, INC.

62-0645090

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____

THE DIXIE GROUP FOUNDATION, INC.

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.)
a AMERICAN BEACON	P	VARIOUS	05/10/12
b LORD ABBETT SHORT DURATION	P	VARIOUS	05/10/12
c PIMCO LOW DURATION	P	VARIOUS	05/10/12
d PIMCO TOTAL RETURN II	P	VARIOUS	05/10/12
e VANGUARD REIT INDEX	P	VARIOUS	05/11/12
f COLUMBIA ACORN	P	VARIOUS	05/11/12
g VANGUARD 500 INDEX	P	VARIOUS	05/11/12
h VANGUARD GROWTH INDEX	P	VARIOUS	05/11/12
i VANGUARD S/C GROWTH INDEX	P	VARIOUS	05/11/12
j VANGUARD SMALL CAP VALUE	P	VARIOUS	05/11/12
k VANGUARD GROWTH INDEX FD	P	VARIOUS	05/31/12
l VANGUARD REIT INDEX	P	VARIOUS	05/31/12
m VANGUARD S/C GROWTH INDEX	P	VARIOUS	05/31/12
n LORD ABBETT SHORT DURATION	P	VARIOUS	05/31/12
o LORD ABBETT INCOME	P	VARIOUS	05/31/12

(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 112,947.		99,741.	13,206.
b 2,185.		2,190.	-5.
c 42,068.		41,952.	116.
d 28,818.		28,072.	746.
e 41,275.		38,123.	3,152.
f 39,277.		41,667.	-2,390.
g 40,602.		33,259.	7,343.
h 3,259.		3,101.	158.
i 1,169.		996.	173.
j 40,244.		38,665.	1,579.
k 2,444.		2,388.	56.
l 547.		550.	-3.
m 950.		837.	113.
n 1,476.		1,489.	-13.
o 873.		867.	6.

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			13,206.
b			-5.
c			116.
d			746.
e			3,152.
f			-2,390.
g			7,343.
h			158.
i			173.
j			1,579.
k			56.
l			-3.
m			113.
n			-13.
o			6.

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

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

THE DIXIE GROUP FOUNDATION, INC.

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.)
a PIMCO HIGH YIELD	P	VARIOUS	05/31/12
b AMERICAN EUROPACIFIC	P	VARIOUS	08/29/12
c COHEN & STEERS	P	VARIOUS	08/29/12
d HARBOR INTERNATIONAL	P	VARIOUS	08/29/12
e INC MID-CAP	P	VARIOUS	08/29/12
f SOUTHERNSUN SM CAP	P	VARIOUS	08/29/12
g VANGUARD GROWTH INDEX FD	P	VARIOUS	08/29/12
h VANGUARD HIGH DIV YIELD	P	VARIOUS	08/29/12
i VANGUARD S/C GROWTH INDEX	P	VARIOUS	08/29/12
j CAPITAL GAINS DIVIDENDS			
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 658.		658.	0.
b 1,461.		1,584.	-123.
c 2,740.		2,716.	24.
d 865.		1,063.	-198.
e 564.		554.	10.
f 383.		381.	2.
g 2,855.		2,605.	250.
h 5,833.		5,587.	246.
i 606.		597.	9.
j 7,486.			7,486.
k			
l			
m			
n			
o			

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

(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	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			0.
b			-123.
c			24.
d			-198.
e			10.
f			2.
g			250.
h			246.
i			9.
j			7,486.
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	31,943.
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

OTHER INCOME

STATEMENT 1

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INTEREST ON SCHOLARSHIP REFUND	89.	0.	89.
TOTAL TO FORM 990-PF, PART I, LINE 11	89.	0.	89.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 2

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODIAN FEES	4,567.	4,567.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	4,567.	4,567.	0.	0.

FORM 990-PF

TAXES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	906.	906.	0.	0.
TO FORM 990-PF, PG 1, LN 18	906.	906.	0.	0.

FORM 990-PF

OTHER EXPENSES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GENERAL EXPENSE	25.	25.	0.	0.
TO FORM 990-PF, PG 1, LN 23	25.	25.	0.	0.

FORM 990-PF

CORPORATE BONDS

STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BROWN CAPITAL MANAGEMENT MID-CAP FUND	23,931.	23,931.
COHEN & STEERS INSTITUTIONAL REALTY SHARES	36,548.	36,548.
ING MID-CAP OPPORTUNITIES FUND	23,140.	23,140.
SOUTHERNSUN SMALL CAP FUND	41,711.	41,711.
VANGUARD GROWTH INDEX FUND	112,506.	112,506.
VANGUARD HIGH YIELD INDEX FUND	112,205.	112,205.
VANGUARD SMALL CAP GROWTH INDEX FUND	40,401.	40,401.
VICTORY ESTABLISHED VALUE FUND	47,358.	47,358.
AMERICAN EUROPACIFIC GROWTH #16	58,181.	58,181.
HARBOR INTERNATIONAL FUND #11	58,582.	58,582.
FEDERATED TOTAL RETURN BOND FUND	42,950.	42,950.
LORD ABBETT INVESTMENT TRUST	42,929.	42,929.
LORD ABBETT INVESTMENT TRUST SHORT DURATION	50,896.	50,896.
PIMCO HIGH YIELD FUND	39,706.	39,706.
VANGUARD SHORT-TERM INVESTMENT GRADE FUND	50,615.	50,615.
TOTAL TO FORM 990-PF, PART II, LINE 10C	781,659.	781,659.

FORM 990-PF

OTHER ASSETS

STATEMENT 6

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED DIVIDEND/INTEREST RECEIVABLE	754.	797.	797.
TO FORM 990-PF, PART II, LINE 15	754.	797.	797.

**THE DIXIE GROUP FOUNDATION, INC.
DONATIONS
FOR YEAR ENDED 12/31/12**

62-0645089
SCHEDULE A

DATE	CHECK NUMBER	PAYEE/TRANSACTION	Amount
12/15/12	1128	AIM Center, Inc.	\$ 250.00
12/15/12	1129	Alabama Association of Independent Colleges	100.00
12/15/12	1130	The Baylor School	250.00
12/15/12	1132	Chattanooga Community Kitchen	500.00
12/15/12	1133	Children's Home - Chambliss Shelter	100.00
12/15/12	1134	Dalton State College Foundation, Inc.	250.00
12/15/12	1135	Georgia Foundation for Independent Colleges	100.00
12/15/12	1136	Georgia Tech Foundation	100.00
12/15/12	1137	Girls' Preparatory School	250.00
12/15/12	1139	McCallie School	250.00
12/15/12	1140	The Miller Center Foundation	20,000.00
12/15/12	1141	Orange Grove Center, Inc.	100.00
12/15/12	1142	Prodisee Pantry	1,000.00
12/15/12	1143	St. Jude Children's Research Hospital	100.00
12/15/12	1144	Salvation Army, Chattanooga	250.00
12/15/12	1145	Salvation Army, Dalton	500.00
12/15/12	1146	United Fund of Atmore, Inc.	5,000.00
12/15/12	1147	United Way of Greater Chattanooga	2,000.00
12/15/12	1148	United Way of Northwest Georgia - Dalton	2,000.00
12/15/12	1149	United Way of Randolph County - Roanoke	2,000.00
12/15/12	1150	United Way of Southwest Alabama, Inc.	6,000.00
12/15/12	1151	University of Chattanooga Foundation	500.00
12/15/12	1152	U.T.C. Student Athlete Scholarship Fund	750.00
12/15/12	1153	Boy Scouts of America - Northwest Georgia Council	1,000.00
12/15/12	1155	Memorial Healthcare System Foundation	2,000.00
12/15/12	1157	Junior Achievement of Northwest Georgia	500.00
			<u>\$ 45,850.00</u>

**THE DIXIE GROUP FOUNDATION, INC.
DONATIONS
FOR YEAR ENDED 12/31/12**

**62-0645089
SCHEDULE B**

2012 Disbursements		Amount
Bishop State Community College FBO Amber Smith	05/14/12	\$ 2,000.00
Southern Union St. Community College FBO Courtney L. Wise	05/14/12	2,000.00
Cornell College FBO Ethan Thompson	05/14/12	2,000.00
Dalton State College FBO Stephanie White	05/17/12	2,000.00
University of South Alabama FBO Maelynn LA	05/25/12	2,000.00
Michigan State University FBO Patrick Calhoun	08/03/12	2,000.00
Jacksonville State University FBO Ashley M. Brown	08/10/12	2,000.00
Southern Union St. Community College FBO Whitney S. Williams	08/16/12	2,000.00
Oregon State University FBO Margaret Buffum	08/23/12	2,000.00
Troy University FBO Deidra S. Henderson	08/29/12	2,000.00
University of Southern Mississippi FBO LaQuinta Porter	07/27/12	<u>2,000.00</u>
		<u>\$ 22,000.00</u>

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ►
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ►

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see Instructions. THE DIXIE GROUP FOUNDATION, INC.	Employer identification number (EIN) or 62-0645090
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see Instructions. P. O. BOX 25107	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see Instructions. CHATTANOOGA, TN 37422	

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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

- The books are in the care of ► **BILL EDWARDS**

Telephone No. ► **706-876-5837** 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.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 - calendar year 20 12 or

► tax year beginning _____, 20 _____, and ending _____, 20 _____.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: Initial return Final return
 Change in accounting period

3a 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.	3a \$ 1144.00
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.	3b \$ 1144.00
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See Instructions.	3c \$ 0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ►

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	Name of exempt organization or other filer, see instructions. THE DIXIE GROUP FOUNDATION, INC.	Employer identification number (EIN) or 62-0645090
File by the due date for filing your return. See Instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. P. O. BOX 25107	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHATTANOOGA, TN 37422	

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 or Form 990-EZ	01	Form 990-BL	08
Form 990-BL	02	Form 1041-A	09
Form 4720 (Individual)	03	Form 4720	10
Form 990-PF	04	Form 5227	11
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	12
Form 990-T (trust other than above)	06	Form 8870	

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

- The books are in the care of ► **BILL EDWARDS**

Telephone No. ► **706-876-5837** 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**, 20 **13** .
- 5 For calendar year **2012**, or other tax year beginning , 20 , and ending , 20
- 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 **THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN IS NOT YET AVAILABLE.**

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	\$	1144
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	\$	1144
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 ► B. J. Edwards

Title ► DIRECTOR OF TAX

Date ► **7/19/13**

Form 8868 (Rev. 1-2013)