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### Form **990-PF**

# EXTENDED TO NOVEMBER 16, 2015 Return of Private Foundation or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter social security numbers on this form as it may be made public.

OMB No 1545-0052 pen to Public Inspection

Information about Form 990-PF and its separate instructions is at <a href="https://www.irs.gov/form990of.gov/form9

		dai your 2014 or tax your beginning		, and ending		
Nar	me of	foundation			A Employer identificatio	n number
m	uc	DIXON FOUNDATION			62 0044000	`
		ad street (or P O box number if mail is not delivered to street		I <sub>D</sub> /	63-0944809	<del>'</del>
		·	•	Room/s	b receptions number	CE01
		CHASE CORPORATE CENTER			(205) 313-	
		wn, state or province, country, and ZIP or foreign p	ostal code		C if exemption application is	pending, check here
			Instant advance of a fin		<del></del>	
G	леск	all that apply: Initial return		rmer public charity	D 1. Foreign organization	is, check here
		Final return	Amended return		Foreign organizations m check here and attach c	eeting the 85% test,
<del></del>	Shoole:	type of organization: Address change  X Section 501(c)(3) expenses the section 501(c)(3) expe	Name change		check here and attach o	computation
	_		Other taxable private founda-		E If private foundation sta	
_ <u></u>		rket value of all assets at end of year   J   Accounti		X Accrual	under section 507(b)(1	
		· I —	ther (specify)	LAL Accrual	F If the foundation is in a	
	<i>5111 F</i> ►\$	8,874,137. (Part I, colu	inei (specify)	2000	under section 507(b)(1	)(B), check here
	rt I	Analysis of Revenue and Expenses	· · ·			(d) Disbursements
	21 ( 1 )	(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 investmer income	nt (c) Adjusted net income	for charitable purposes
	1	Contributions, gifts, grants, etc., received			N/A	(cash basis only)
		Check If the foundation is not required to attach Sch. B			N/A	
	۱ ۵	Interest on savings and temporary	<del></del>			
	l .	cash investments  Dividends and interest from securities	182,534.	182,53	34	STATEMENT 1
		Gross rents	102,3310		7 1 0	DIRILIMINI I
		Net rental income or (loss)				<del></del>
	١.	Net gain or (loss) from sale of assets not on line 10	578,555.			
Revenue	l .	Gross sales price for all assets on line fa	3,0,000			
, Ve	- '	Capital gain net income (from Part IV, line 2)		578,55	55.	
æ		Net short-term capital gain				<del></del>
	9	Income modifications		<del></del>		
	10a	Gross sales less returns and allowances			<del></del>	
	E .	Less Cost of goods sold		<del>-</del>		
	C	Gross profit or (loss)			****	
	11	Other income	551,766.	482,46	56.	STATEMENT 2
	12	Total. Add lines 1 through 11	1,312,855.	1,243,55	55.	
	13	Compensation of officers, directors, trustees, etc	30,000.		0.	30,000.
	14	Other employee salaries and wages				
"	15	Pension plans, employee benefits				
xpenses	16a	Legal fees				
Pe	b.	Accounting fees STMT 3	7,675.		0.	7,675.
ш	C	Other profession rees IVE STMT 4	263,474.	102,19	94.	161,280.
and Administrative	17	Interest	25,492.	25,49	92.	0.
trai	18	Taxes 2 1015				
ī. Sie	19	Depression and the Metion 4 2015				<u> </u>
Ę,	20	Occupancy				
and A	21	Travel, conferences and meetings. T				
		Printing-and-publications				40.010
5		Other expenses STMT 5	200,489.	190,47	17.	10,012.
perating		Total operating and administrative		24.0.44		000 000
Operation		expenses. Add lines 13 through 23	527,130.	318,16	53.	208,967.
, –		Contributions, gifts, grants paid	316,529.			316,529.
•		Total expenses and disbursements.	043 650	210 17	ر ء ا	E 2 E 400
\ ——		Add lines 24 and 25	843,659.	318,16	03.	525,496.
'		Subtract line 26 from line 12:	160 106			
ļ	l a	Excess of revenue over expenses and disbursements  Net investment income (if negative, enter -0-)	469,196.	925,39	22	<del> </del>
		mer reversioners such BIDE (it negative enter "O.)		7/7 1	7 G el	
	1	Adjusted net income (if negative, enter -0-)	<del></del>	723,3.	N/A	<del> </del>

1

Form 990-PF (2014)

Form **990-PF** (2014)

(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>D</b> )	ow acquir Purchase Donation	red (c	(c) Date acquired (mo., day, yr.)		( <b>d</b> ) Date sold (mo., day, yr.)	
1a	0030	777.777			<b>!</b>					
b SEE ATTACHEI	STAT	RMENT		·						
d d									-	
e		<del></del>			┢					
(e) Gross sales price	(f) [	Depreciation allowed (or allowable)	,-,	st or other basis expense of sale					ain or (loss) (f) minus (	
a										
b	ļ	_			_					
<u>c</u>					_					
<u>d</u>								_		
e Complete and for acceptance				40/04/00						578,555.
Complete only for assets show	<del></del>				<b>—</b> [		(I) G	ains (C	ol. (h) gaın ıot less thar	minus
(i) F.M.V. as of 12/31/69	(	j) Adjusted basis as of 12/31/69		cess of col. (i)	İ		L	osses :	(from col. (	h))
<u></u>	1	as 01 12/31/03	Over	col. (j), if any	$\longrightarrow$				·	··
8	<del>                                     </del>		<del></del>							
<u>b</u>	<del>                                     </del>		<del></del>							
<u>C</u>	-									
d	+		<del></del>		_			_		
<u>e</u>	1			-	_					578,555.
2 Capital gain net income or (net o	apıtal loss)	If gain, also enter If (loss), enter -0-	ın Part I, lıne ın Part I, lıne	7 7	}	2				578,555
3 Net short-term capital gain or (lo	ss) as defii	ned in sections 1222(5) and	1 (6):		ς Ι					
If gain, also enter in Part I, line 8		r).			M					
If (loss), enter -0- in Part I, line 8		t 4040(-) f	N		41	3			N/A	
		ection 4940(e) for					it inco	me		
(For optional use by domestic priva	te foundatio	ons subject to the section 4	940(a) tax on	net investment in	come.	.)				
If section 4940(d)(2) applies, leave	this part bla	ınk.								
	•									
Was the foundation liable for the se				•	iod?					Yes X No
If "Yes," the foundation does not qualify a superior of the appropriate amount in					ntrico					
	each colur		Structions be	Tore making any e						761)
(a) Base period years		(b) Adjusted qualifying dist	ributions	Net value of no	(C)	tahle-use	accetc		Distrib	(d) ution ratio
Calendar year (or tax year beginn	ing in)		0,517.	Not value of fie		497,			(coi. (b) aiv	ided by col. (c))  . 0 6 4 2 8 4
2013			0,609.			675,		-		.069307
2012			-						<del></del>	
2011	-		1,522. 3,331.			437,				.060505
2010			ວ,ວວ⊥•		1 0					• 040333
2009			4 10E			511,				
		131	4,195.			395,				
	•		4,195.							.076399
2 Total of line 1, column (d)					10	, 395 <b>,</b>		2		.076399
<ul><li>2 Total of line 1, column (d)</li><li>3 Average distribution ratio for the</li></ul>	-	e period - divide the total o			10	, 395 <b>,</b>				.317428
2 Total of line 1, column (d)	-	e period - divide the total o			10	, 395 <b>,</b>		2		.317428
2 Total of line 1, column (d) 3 Average distribution ratio for the the foundation has been in exist	ence if less	e period - divide the total o than 5 years	n line 2 by 5,		10	, 395 <b>,</b>		3		.076399
<ul><li>2 Total of line 1, column (d)</li><li>3 Average distribution ratio for the</li></ul>	ence if less	e period - divide the total o than 5 years	n line 2 by 5,		10	, 395 <b>,</b>				.076399
<ul> <li>Total of line 1, column (d)</li> <li>Average distribution ratio for the the foundation has been in exist</li> <li>Enter the net value of noncharita</li> </ul>	ence if less	e period - divide the total o than 5 years	n line 2 by 5,		10	, 395 <b>,</b>		3		.076399 .317428 .063486 9,414,245
<ul> <li>Total of line 1, column (d)</li> <li>Average distribution ratio for the the foundation has been in exist</li> <li>Enter the net value of noncharita</li> </ul>	ence if less	e period - divide the total o than 5 years	n line 2 by 5,		10	, 395 <b>,</b>		3		.076399 .317428 .063486 9,414,245
<ul> <li>2 Total of line 1, column (d)</li> <li>3 Average distribution ratio for the the foundation has been in exist</li> <li>4 Enter the net value of noncharita</li> <li>5 Multiply line 4 by line 3</li> </ul>	ence if less ible-use ass	e period - divide the total o than 5 years sets for 2014 from Part X, li	n line 2 by 5,		10	, 395 <b>,</b>		3 4 5		.076399 .317428 .063486 9,414,245
<ul> <li>2 Total of line 1, column (d)</li> <li>3 Average distribution ratio for the the foundation has been in exist</li> <li>4 Enter the net value of noncharita</li> <li>5 Multiply line 4 by line 3</li> </ul>	ence if less ible-use ass	e period - divide the total o than 5 years sets for 2014 from Part X, li	n line 2 by 5,		10	, 395 <b>,</b>		3		.076399 .317428 .063486 9,414,245
<ul> <li>2 Total of line 1, column (d)</li> <li>3 Average distribution ratio for the the foundation has been in exist</li> <li>4 Enter the net value of noncharita</li> <li>5 Multiply line 4 by line 3</li> <li>6 Enter 1% of net investment incommon the column of the col</li></ul>	ence if less ible-use ass	e period - divide the total o than 5 years sets for 2014 from Part X, li	n line 2 by 5,		10	, 395 <b>,</b>		3 4 5		.076399 .317428 .063486 9,414,245. 597,673.
<ul> <li>2 Total of line 1, column (d)</li> <li>3 Average distribution ratio for the the foundation has been in exist</li> <li>4 Enter the net value of noncharita</li> <li>5 Multiply line 4 by line 3</li> <li>6 Enter 1% of net investment incommentation</li> </ul>	ence if less ible-use ass	e period - divide the total o than 5 years sets for 2014 from Part X, li	n line 2 by 5,		10	, 395 <b>,</b>		3 4 5		.076399 .317428 .063486 9,414,245. 597,673. 9,254.
<ul> <li>2 Total of line 1, column (d)</li> <li>3 Average distribution ratio for the the foundation has been in exist</li> <li>4 Enter the net value of noncharita</li> <li>5 Multiply line 4 by line 3</li> <li>6 Enter 1% of net investment inco</li> <li>7 Add lines 5 and 6</li> </ul>	ence if less able-use ass me (1% of	e period - divide the total o than 5 years sets for 2014 from Part X, li	n line 2 by 5,		10	, 395 <b>,</b>		3 4 5 6		.076399 .317428 .063486 9,414,245. 597,673. 9,254.
2 Total of line 1, column (d) 3 Average distribution ratio for the the foundation has been in exist	ence if less able-use ass me (1% of	e period - divide the total o than 5 years sets for 2014 from Part X, li Part I, line 27b)	n line 2 by 5,	or by the number	10,	, 395 <b>,</b>	385.	3 4 5		.076399 .317428 .063486 9,414,245. 597,673.

Exempt operating foundations described in section 4940(g)(2), check here		n 990-PF (2014) THE DIXON FOUNDATION 63-094.  INT VI   Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see		otio	Page 4
Date of ruleing or determination letter			- IIISti u	Clio	115)
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here	14				
of Part I, line 27b  a All other domossic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).  2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 3 Add lines 1 and 2 3 L8, 5084.  3 Subtitle A (Income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 5 Tax based on investment lineome. Subtract line 4 from line 3.1 zero or less, enter -0- 5 Tax based on investment lineome. Subtract line 4 from line 3.1 zero or less, enter -0- 5 Tax based on investment lineome. Subtract line 4 from line 3.1 zero or less, enter -0- 6 B Corestis Payments: 2 07 of estimated tax payments and 2013 overpayment credited to 2014 6 B Exempt foreign organizations - tax withheld at source 6 B C Credits 2014 organization organizations - tax withheld at source 6 B C Credits 2014 organization organizations - tax withheld at source 6 B C Credits 2014 organization organizations - tax withheld at Survey 6 B C C Credits 2014 organization organizations - tax withheld at Survey 6 B C C Credits 2014 organization organizations - tax withheld at Survey 6 B C C Credits 2014 organization organizations - tax withheld at Survey 6 B C C C Credits 2014 organization organizatio	h		1 :	<b>8</b> 5	nα
a All other domestic foundations enter 2% of the 27b. Exempt foreign organizations enter 4% of Part Line 12, col. (b).  2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)  3 Add lines 1 and 2  4 Subtitle A (mcome) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)  5 Tax based on investment incomes. Subtract line 4 from line 3. It zero or less, enter -0-  5 Tax based on investment incomes. Subtract line 4 from line 3. It zero or less, enter -0-  8 Cordist/Payments;  8 Cordist/Payments;  8 2 O14 estimated tax payments and 2013 overpayment credited to 2014  8 Expert organizations - tax withheld at source  1 Tax paid with application for extension of turns to the (Form 8868)  8 Expert organizations - tax withheld at source  1 Total credits and payments. Add lines 3a through 6d  8 Expert only possible to the second s	U			0,5	00.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) 3 18,508. 4 Subtitle A (accome) 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. Lizer or less, enter -0- 6 Credistry-Symmetris. 2 0/14 estimated tax payments and 20/13 overpayment credited to 20/14 6 Exempt foreign organizations - tax withheld at source 6 Tax paid with application for extension of time to file (Form 8868) 6 Ed	c	·			
3 18,508.  Sublitle A (secone) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)  1 7ax based on investment income. Subtract fine 4 from line 3. if zero or less, enter -0-  6 Credist/Payments: 2 2014 estimated tax payments and 2013 overpayment credited to 2014 5 Exempt foreign organizations - tax withheld at source 6 Tax paid with application for extension of time to the (Form 8689) 6 Eaclup withholding erroreausly withheld 7 Total credits and payments. Add lines 5a through 64 8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached 9 Tax due. If the total of lines 5 and 3 is more than line 7, enter amount of weed 10 Overpayment. If line 7 is more than the total of lines 5 and 3, enter the amount overpaid 10 Cypayment. If line 7 is more than the total of lines 5 and 6, enter the amount overpaid 11 Enter the amount of line 10 to be. Credited to 2015 estimated tax. December 10 Cypayment 11 Cypa					٥.
4 \$ Outlie A (notome) lax (domesto section 4947(a)(1) inusts 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 2014 estimated tax payments and 2013 overpayment credited to 2014 b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of time to file (Form 8868) b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of time to file (Form 8868) b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of time to the (Form 8868) b Exempt foreign organizations - tax withheld at source c Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed c Tax due. If the total of lines 5 and 8, either the amount owed c Tax due. If the total of lines 5 and 8, either the amount owerpaid c Tax due. If the total of lines 5 and 8, either the amount of line 10 to be Credited to 2015 estimated tax. C Part VIII-A Statements Regarding Activities 1 b During the tax year, did the foundation attempt to intence any national, state, or local legislation or did it participate or intervene in any optical exampagin? b Did is spend more than \$100 during the year (either directly or indirectly) for polinical purposes (see instructions for the definition)?  If the answer is "Yes" to fig. or fig. attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.  In the answer is "Yes" to fig. or fig. attach a detailed description of the activities.  In the answer is "Yes" to fig. or sp. attach a detailed description of the activities.  In the connection like from 112-POI. to the tips year  In the connection like from 112-POI. to the year or political expenditure tax imposed on foundation managers. \$\infty \infty \in			1	8.5	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- 6 Credits/Payments:  a 20 4 estimated tax payments and 2013 overpayment credited to 2014 b Exempt foreign organizations - tax withhold at source c Tax paid with application for extension of time to life (Form 8868) d Backup withholding erroneously withheld 7 Total credits and payments. Add lines 6 a through 6d d Backup withholding erroneously withheld 7 Total credits and payments. Add lines 6a through 6d Total credits and payments. Add lines 6a through 6d Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed To verspeyment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid Time 10 to bet; Credited to 2015 estimated tax ≥ Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed To verspeyment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid Time 11 to 10 to 10 to be; Credited to 2015 estimated tax ≥ Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed To verspeyment. If line 7 is more than the total of lines 5 and 8 is more than line 10 to be; Credited to 2015 estimated tax ≥ Tax due 11 to 10	4			-,-	0.
6 Creditor/Payments: a 2014 estimated tax payments and 2013 overpayment credited to 2014 b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of time to file (Form 8886) d Each with application for extension of time to file (Form 8886) d Each with application for extension of time to file (Form 8886) d Each with application for extension of time to file (Form 8886) d Each with application for extension of time to file (Form 8886) d Each with application for extension of time to file (Form 8886) d Each with application for extension of time to file (Form 8886) d Each with application for extension of time to file (Form 8886) d To Core and the file of the file o	5		1	8.5	08.
a 2014 estimated tax payments and 2013 overpayment credited to 2014 b Exempt foreign organizations - tax withheld at source c Tax paid with application for extension of time to life (Form 8868) d Backup withholding erroneously withheld 7 Total credits and payments. Add these 8a through 6d 6 Enter any penalty for underpayment of estimated tax. Check here in If Form 2220 is attached 9 Tax due. If the total of lines 5 and 8 is more than line 17, either amount owner. If fine it is more than the total of lines 5 and 8, either amount owner. If fine it is more than the total of lines 5 and 8, either amount owner. If fine it is more than the total of lines 5 and 8, either the amount overpaid 11 Enter the amount of line 10 to be: Credited to 2015 estimated tax > 2,031. Refunded > 10 2,031. 11 Enter the amount of line 10 to be: Credited to 2015 estimated tax > 2,031. Refunded > 10 2,031. 12 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? 10 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? 10 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? 11 Enter the amount (if any) of tax on political exception of the activities. 12 During the tax year, and the activities of the intervention of the activities. 23 During the tax intervention of the activities. 24 Did the foundation engaged in any activities that have not previously been reported to the IRS? 16 Yes, "attach a detailed description of the activities. 29 Lines the foundation madage year, and the securities of the intervention of the activities. 30 During the foundation have any activities that have not previously been reported to the IRS? 31 Enter the amount (if any) of tax on political expenditures (section 951,000 or more during	6				
b Exempt foreign organizations - tax withheld at source					
c Tax pard 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 8 Total credits and payments. Add lines 6a through 6d 7 Total credits and payments. Add lines 6a through 6d 8 Total credits and payments. Add lines 6a through 6d 8 Total credits and payments. Add lines 6a through 6d 8 Total credits and payments. Add lines 6a through 6d 8 Total credits and payments. Add lines 6a and 8 is more than line 7, enter amount owed 9 Tox due. If the total of lines 5 and 8 is more than line 7, enter amount owed 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 2015 estimated tax ▶ 2, 0.31. Refunded 11					
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7 Total credits and payments. Add lines 6a through 6d 8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached 9 Tax due. If the total of lines 5 and 9 is more than his 0², enter the amount owed 10 Overpayment. If line 7 is more than the total of lines 5 and 9, enter the amount ower paid 11					
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached 9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed 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 2015 estimated tax ▶ 2, 0.31. Refunded ▶ 10 2, 0.31.  11 Enter the amount of line 10 to be: Credited to 2015 estimated tax ▶ 2, 0.31. Refunded ▶ 11 0 2.  12 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? 12 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? 13 During the tax year, did the foundation amount they are (either directly) or indirectly) for political purposes (see instructions for the definition)? 14 During the tax year, did the foundation and they are (either directly or indirectly) for political purposes (see instructions for the definition)? 15 During the tax year, did the foundation on connection with the activities. 16 During the foundation in the foundation on connection with the activities. 17 During the foundation in the foundation on connection with the activities. 18 During the foundation in the foundation of the activities. 20 Lefter the amount (if any) fax on political expenditures (section 4955) imposed during the year. 21 During the foundation in the foundation of the activities. 22 X X If 'Yes,' attach a detailed description of the activities. 24 During the foundation in the foundation during the year for political expenditure tax imposed on foundation magers. ▶ \$ During the year for political expenditure tax imposed on foundation magers. ▶ \$ During the year for political expenditure tax imposed on foundation magers. ▶ \$ During the year for the surface of the surface in the year for political expenditure tax imposed on foundation foundation formse			2	0,5	39.
9 Tax due. If the total of lines 5 and 8 is more than the total of lines 5 and 8, enter the amount overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid  11				- , -	
10 Cherpayment. If line 7 is more than the total of lines 5 and 8, enter the amount of line 10 to be; Credited to 2015 estimated tax ► 2,031. Refunded 11 0.0.  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?  1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?  If the answer is "Yes" to 1 <sub>18</sub> or 1 <sub>10</sub> , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.  c Did the foundation file Form 1120-P0L for this year?  d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.  c Enter the amount (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.  e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.  e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 0.  e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ \$ 2.2 X X If "Yes," attach a detailed description of the activities  3 Has the foundation have unrelated business gross income of \$1,000 or more during the year?  1a If "Yes," attach the state and the surface that a conformed copy of the changes  4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?  1b If "Yes," attach the statement required by General Instruction T  1c Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:  a Sy language in the governing instrument, or  by state legislation that effectively amends the gov					
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8a Enter the states to which the foundation reports or with which it is registered (see instructions)  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  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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV  9 X  10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses  10 X	7	•	$\longrightarrow$		<del> </del>
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  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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV  10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses  10 X	1	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	<del>  '  </del>		<u> </u>
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  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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV  10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses  10 X	0.	Enter the states to which the foundation reports or with which it is requested (assumptivistics)			
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV  9 X  10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses  10 X	oa				1
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV  9 X  10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses  10 X					1
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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV  10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses  10 X	U		g <sub>h</sub>	×	1
year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV  10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses  10 X	a	, , ,	30		-
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 10 X	•				x
	10		$\vdash$		1
				-PF	

		14480	,	Page 5
Pa	art 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			l
	section 512(b)(13)? If "Yes," attach schedule (see instructions)			X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges?			
	If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ► N/A			
14	The books are in care of ► THE DIXON FOUNDATION  Telephone no. ► (205)		3-65	01
	Located at ►ONE CHASE CORPORATE CENTER, SUITE 400, BIRMINGHAM ZIP+4 ▶	<u> 3524</u>	1	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here		<b>&gt;</b>	•
	and enter the amount of tax-exempt interest received or accrued during the year	1	1/A	
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank,		Yes	No
	securities, or other financial account in a foreign country?	16	<u> </u>	X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1). If "Yes," enter the name of the			
	foreign country			l
Pa	art 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
18	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?	lo		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from)		1	İ
	a disqualified person?			ŀ
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	lo	1	
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	10		
	(5) Transfer any income or assets to a disqualified person (or make any of either available			İ
	for the benefit or use of a disqualified person)?	10		<b>l</b> ,
	(6) Agree to pay money or property to a government official? (Exception. Check "No"			
	ıf the foundation agreed to make a grant to or to employ the official for a period after	į		ŀ
	termination of government service, if terminating within 90 days.)	lo		
١	olf any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations			ŀ
	section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	<u>1b</u>		X
	Organizations relying on a current notice regarding disaster assistance check here	<b>┙</b> ┃		
(	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected	İ		l
	before the first day of the tax year beginning in 2014?	10		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)):			
1	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning			ļ
	before 2014?	10		ł
	If "Yes," list the years ▶ , , , , ,			1
ı	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect		1	1
	valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach		1	1
	statement - see instructions.) N/A	A 2b		
(	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here.			
	<b>&gt;</b>			
3	a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time			
	• •	No		
ĺ	b If "Yes," did it have excess business holdings in 2014 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 2014)	3b	1	<u>X</u>
	a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<del> </del>	X
ı	b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that		Į.	
	had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b	<u> </u>	X
		Form 99	10-PF	(2014)

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orm 990-PF (2014) THE DIXON FOUNDATION			63-09448	09	Page 6
Part VII-B   Statements Regarding Activities for Which F	orm 4720 May Be I	Required (contin	ued)		
5a During the year did the foundation pay or incur any amount to:			<b>.</b>		
(1) Carry on propaganda, or otherwise attempt to influence legislation (section			es X No	İ	
(2) Influence the outcome of any specific public election (see section 4955); or	r to carry on, directly or indire		<b>₩</b>	- 1	
any voter registration drive?			es X No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		Y6	es Lal No		
(4) Provide a grant to an organization other than a charitable, etc., organization	i described in section		es X No	l	l
4945(d)(4)(A)? (see instructions)			es Lau No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, the prevention of cruelty to children or animals?	or educational purposes, or i		es X No		
	or the everetions described	· · · · · · · · · · · · · · · · · · ·	S LA NO		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify und section 53.4945 or in a current notice regarding disaster assistance (see instrui	·	iii Regulations	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check hi	•			30	+-
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption fr		mod			
expenditure responsibility for the grant?		I/A TY	es No		
		I/A 10	8 NO		
If "Yes," attach the statement required by Regulations section 53 4945  6a Did the foundation, during the year, receive any funds, directly or indirectly, to p	• •				
a personal benefit contract?	ay premiums on		es X No		
	organal hansfit contract?	T0	ו או בבו אי	6ь	x
b Did the foundation, during the year, pay premiums, directly or indirectly, on a p If "Yes" to 6b, file Form 8870	ersonal Denemi Contract?		⊦	00	<del>-   ^</del> -
•	halter transaction?		es X No		
7a At any time during the tax year, was the foundation a party to a prohibited tax si		10	N/A	7b	+-
Part VIII Information About Officers, Directors, Truste		nogom Highly		70	
Paid Employees, and Contractors	es, Foundation ivid	magers, migni	,		
List all officers, directors, trustees, foundation managers and their cases.	compensation.		· · · · · · · · · · · · · · · · · · ·		
······································	(b) Title, and average hours per week devoted	(c) Compensation	(d) Contributions to	(e)	Expense unt, other
(a) Name and address	hours per week devoted to position	(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	acco	unt, other wances
			compensation	<del>                                     </del>	
SEE STATEMENT 9		30,000.	О.		0.
<u> </u>		<u> </u>			
		<del></del>			
2 Compensation of five highest-paid employees (other than those inc	luded 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	(c) Compensation	(d) Contributions to employee benefit plans and deferred	(e)	Expense unt, other
(a) Name and address of each employee paid more than \$50,000	devoted to position	(C) Compensation	and deferred compensation	allo	wances
NONE					
				<u> </u>	
		<u></u>		<u></u>	
Total number of other employees paid over \$50,000			<b></b>		0
			Form	1 <b>990-F</b>	<b>PF</b> (2014)

Form 990-PF (2014) THE DIXON FOUNDATION		-0944	BU9_ Page 7
Part VIII Information About Officers, Directors, Trustees, Foundat Paid Employees, and Contractors (continued)	tion Managers, Highly		
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
DIXON CAPITAL, L.P ONE CHASE CORPORATE	<del> </del>		• • • • • • • • • • • • • • • • • • • •
CENTER, SUITE 400, BIRMINGHAM, AL 35244	FINANCIAL MANAG	EMENT	215,040.
	1		
	_		
	4		
<del></del>			
	-{		
Total number of others receiving over \$50,000 for professional services	<u></u>	<b>•</b>	0
Part IX-A Summary of Direct Charitable Activities			
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistic number of organizations and other beneficiaries served, conferences convened, research papers produced.	cal information such as the uced, etc.		Expenses
1 SEE SCHEDULE ATTACHED.			
		٦	
			286,805.
2			
		_	
	·	_	
3		4	
		_	
4		+	
*		-	
		$\dashv$	
Part IX-B Summary of Program-Related Investments			
Describe the two largest program-related investments made by the foundation during the tax year on li	nes 1 and 2.		Amount
1 N/A			
		<del></del>	
2		_	
		$\dashv$	
All other program-related investments. See instructions.	<del></del>	1	
3		_	
		_	
Total. Add lines 1 through 3	<b>&gt;</b>	<u>'                                    </u>	0.

Form **990-PF** (2014)

P	art X Minimum Investment Return (All domestic foundations must complete this part Foreign four	ndations	s, see instructions.)
1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
	Average monthly fair market value of securities	1a	9,312,412.
	Average of monthly cash balances	1b	200,467.
	Fair market value of all other assets	1c	44,730.
d	Total (add lines 1a, b, and c)	1d	9,557,609.
	Reduction claimed for blockage or other factors reported on lines 1a and		17007
	1c (attach detailed explanation) le l		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	9,557,609.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	143,364.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	9,414,245.
6	Minimum investment return. Enter 5% of line 5	6	470,712.
P	art XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations an	d certain	
1	foreign organizations check here and do not complete this part.)  Minimum investment return from Part X, line 6	4 1	470,712.
' 2а	, , , , , , , , , , , , , , , , , , ,	1	4/0,/12.
b	Income tax for 2014. (This does not include the tax from Part VI.)  2a 16,308.		
_	Add lines 2a and 2b	0.	24 254
3	Distributable amount before adjustments. Subtract line 2c from line 1	2c	24,354. 446,358.
4	Recoveries of amounts treated as qualifying distributions	4	<u> </u>
5	Add lines 3 and 4	5	446,358.
6	Deduction from distributable amount (see instructions)	6	440,330.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	446,358.
	art XII Qualifying Distributions (see instructions)		440,3301
1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
	Expenses, contributions, gifts, etc total from Part I, column (d), line 26	1a	525, <b>4</b> 96.
b	Program-related investments - total from Part IX-B	1b	<u> </u>
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:		
	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	525,496.
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	525,496.
	Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation of	ualifies fo	or the section
	4940(e) reduction of tax in those years.		

Form **990-PF** (2014)

## Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	( <b>d)</b> 2014
1 Distributable amount for 2014 from Part XI,	,			<del>-</del>
line 7				446,358.
2 Undistributed income, if any, as of the end of 2014				<del></del>
a Enter amount for 2013 only			0.	
<b>b</b> Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2014:				
b From 2010				
c From 2011 109,642.				
d From 2012 186,812.				
e From 2013 150,503.	706 007			
f Total of lines 3a through e	726,807.			
4 Qualifying distributions for 2014 from				
Part XII, line 4: ►\$ 525, 496.			•	
a Applied to 2013, but not more than line 2a			0.	
<b>b</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 2014 distributable amount				446,358.
e Remaining amount distributed out of corpus	79,138.			
5 Excess distributions carryover applied to 2014 (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:				
8 Corpus Add lines 3f, 4c, and 4e Subtract line 5	805,945.			
<b>b</b> Prior years' undistributed income. Subtract	- 000 / 5 100			<del></del>
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 2013. Subtract line				
4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract			<del></del>	
lines 4d and 5 from line 1. This amount must				
be distributed in 2015				0.
7 Amounts treated as distributions out of			<del></del>	
corpus to satisfy requirements imposed by				
section 170(b)(1)(F) or 4942(g)(3) (Election				
may be required - see instructions)	0.			
8 Excess distributions carryover from 2009				
not applied on line 5 or line 7	279,850.			
9 Excess distributions carryover to 2015.				
Subtract lines 7 and 8 from line 6a	526,095.			
IO Analysis of line 9:	,		<del>-</del> : <del></del>	
a Excess from 2010				
b Excess from 2011 109,642.				
c Excess from 2012 186,812.				
d Excess from 2013 150,503.	j			
e Excess from 2014 79,138.				
23381 1-24-14				Form <b>990-PF</b> (2014)

	ON FOUNDAT				944809 Page 10
Part XIV   Private Operating Fo				N/A	
1 a If the foundation has received a ruling or					
foundation, and the ruling is effective for	•	•	▶ ∟	<del>, , , , , , , , , , , , , , , , , , , </del>	
<b>b</b> Check box to indicate whether the foundary		ng foundation described		4942(j)(3) or4	1942(1)(5)
2 a Enter the lesser of the adjusted net	Tax year	1530040	Prior 3 years	1110011	
income from Part I or the minimum	(a) 2014	<b>(b)</b> 2013	(c) 2012	(d) 2011	(e) Total
investment return from Part X for					
each year listed		<u></u>			
<b>b</b> 85% of line 2a					
c Qualifying distributions from Part XII,				,=	
line 4 for each year listed				_ 1	
d Amounts included in line 2c not	<u> </u>				
used directly for active conduct of					
exempt activities			İ		
e Qualifying distributions made directly					
for active conduct of exempt activities.					
Subtract line 2d from line 2c  Complete 3a, b, or c for the alternative test relied upon:  a "Assets" alternative test - enter:  (1) Value of all assets					
(2) Value of an assets (2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter;					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income		<u> </u>	<u> </u>		
Part XV   Supplementary Infor	mation (Comple	ete this part only	if the foundatio	n had \$5,000 or n	nore in assets
at any time during the	ne year-see inst	ructions.)		•	
Information Regarding Foundation     a List any managers of the foundation who year (but only if they have contributed m NONE	have contributed more ore than \$5,000). (See	section 507(d)(2).)			· 
b List any managers of the foundation who other entity) of which the foundation has			ı (or an equally large port	tion of the ownership of a	partnership or
NONE					
2 Information Regarding Contribution Check here  Information or the foundation makes gifts, grants, etc. (s)	ily makes contributions	to preselected charitable	e organizations and does	not accept unsolicited rec	
	<del></del>	<u>-</u>	<u></u>		10 d.
a The name, address, and telephone numb SEE STATEMENT 10	er or e-mail address of	the person to whom app	nications snould be addr	esseo.	
b The form in which applications should be	submitted and information	ation and materials they	should include:		
c Any submission deadlines;				····	<del></del>
<del></del>		<del></del>	<del> </del>		
d Any restrictions or limitations on awards	, such as by geographi	ai areas, charitable fields	s, kinds of institutions, or	other factors:	

3 Grants and Contributions Paid During the Y				
Recipient	If recipient is an individual.	-	<del>                                     </del>	<del></del> -
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				
		ŀ		
SEE ATTACHED LIST				
<del></del>				316,529.
		ŀ		
<del> </del>				
	<del> </del>	1		
				_
Total		1	<u>▶ 3a</u>	316,529.
<b>b</b> Approved for future payment				
NONE				
<del></del>	<u>.</u>			
	<u></u>			
Total			<b>▶</b> 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated	business income	Exclu	ded by section 512, 513, or 514	(e)
	(a) Business	(b) Amount	(C) Exclu- sion	(d)	Related or exempt function income
1 Program service revenue:	code	Amount	code	Amount	runcuon income
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	182,534.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property		<del></del>			
b Not debt-financed property					<u>-</u>
6 Net rental income or (loss) from personal	h	·			
property					
7 Other investment income	<del>                                     </del>		$\vdash$		
	<del>                                     </del>				
8 Gain or (loss) from sales of assets other			18	E70 EEE	
than inventory		<del></del>	10	578,555.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a PARTNERSHIP GAINS			24	100 166	
b (LOSSES)	900099	69,300.	01	482,466.	
c				· · · · · · · · · · · · ·	
d					
е					
e 12 Subtotal. Add columns (b), (d), and (e)		69,300.		1,243,555.	0.
e 12 Subtotal. Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e)		69,300.		1,243,555.	0. 1,312,855.
e 12 Subtotal. Add columns (b), (d), and (e)		69,300.			
e 12 Subtotal. Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations.)	to the Acco		emp	13	
e 12 Subtotal. Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations.)  Part XVI-B Relationship of Activities t		mplishment of Ex		13_ t Purposes	1,312,855.
e 12 Subtotal. Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations.)  Part XVI-B Relationship of Activities to Line No. Explain below how each activity for which inco	me is reported in	mplishment of Ex		13_ t Purposes	1,312,855.
e 12 Subtotal. Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations.)  Part XVI-B Relationship of Activities t	me is reported in	mplishment of Ex		13_ ot Purposes	1,312,855.
12 Subtotal. Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations.)  Part XVI-B Relationship of Activities t  Line No. Explain below how each activity for which inco	me is reported in	mplishment of Ex		13_ ot Purposes	1,312,855.
12 Subtotal. Add columns (b), (d), and (e) 13 Total. Add line 12, columns (b), (d), and (e) (See worksheet in line 13 instructions to verify calculations.)  Part XVI-B Relationship of Activities t  Line No. Explain below how each activity for which inco	me is reported in	mplishment of Ex		13_ ot Purposes	1,312,855.
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Information Regarding Transfers To and Transactions and Relationships With Noncharitable	FOITH 990-PF (2		TAON FOUNDA				63-094			ige 13
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or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.  (a) Amount involved  (b) Name of noncharitable exempt organization  (c) Name of noncharitable exempt organization  (d) Description of transfers, transactions, and sharing arrangements  N/A  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)) or in section 527?  (a) Name of organization  (b) Type of organization  (c) Description of relationship  N/A  Under penalties of perpry, I declare that I have examined tine return, including accompanying schedules and statements, and to the best of my knowledge and balled, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge accompanying schedules and statements, and to the best of my knowledge and balled, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge accompanying schedules and statements, and to the best of my knowledge accompanying schedules and statements, and to the best of my knowledge accompanying schedules and statements, and to the best of my knowledge accompanying schedules and statements, and to the best of my knowledge accompanying schedules and statements, and to the best of my knowledge accompanying schedules and statements, and to the best of my knowledge accompanying schedules and statements, and to the best of my knowledge accompanying schedules and statements, and to the best of my knowledge accompanying schedules.  Sign  Here  Sign Accompanying accompanying schedules and statements, and to the best of my knowledge accompanying schedules and statements, and to the best of my knowledge accompanying schedules.  Sign Accompanyi			•	-	•	lwavs show the f	air market value of the goods		L—, J	<del></del>
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(a) Lone no (b) Amount involved (c) Name of noncharitable exempt organization (d) description of tanafers, transactions, and sharing arrangements N/A  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 52??  b if "Yes," complete the following schedule.  (a) Name of organization (b) Type of organization (c) Description of relationship N/A  Under penalhas of partin, I declare that I have examined the return, including accompanying schedules and statements, and to the best of my knowledge and belief, if a true, correct, and complete Oxidantion of preparer (other than taxpayer) is based on all information of which preparer has any knowledge and belief, if a true, correct, and complete Oxidantion of preparer (other than taxpayer) is based on all information of which preparer has any knowledge and belief, if a true, correct, and complete Oxidantion of preparer (other than taxpayer) is based on all information of which preparer has any knowledge and belief, if a true, correct, and complete Oxidantion of preparer (other than taxpayer) is based on all information of which preparer has any knowledge and belief, if a true, correct, and complete Oxidantion of preparer (other than taxpayer) is based on all information of which preparer has any knowledge and belief, if a true, correct, and complete Oxidantion of preparer (other than taxpayer) is based on all information of which preparer has any knowledge and belief, if a true, correct, and complete Oxidantion of preparer (other than taxpayer) is based on all information of which preparer has any knowledge and other preparer has any knowledge.  If the true of the Code (title than taxpayer) is based on all information of which preparer has any knowledge.  If the true of the Code (title than taxpayer) is based on all information of which preparer has any knowledge.  If the true of the Code (title than taxpayer) is based on all infor					ou lood man fan mande fa	do in uny danout	ation or sharing arrangement, t			
N/A  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 52??  b If Yes, complete the following schedule.  (a) Name of organization  (b) Type of organization  (c) Description of relationship  N/A    Under penalties of perury, I declare that I have examined this return, including accompanying schedules and statements, and to the bast of my knowledge and belief, if it is true, correct, and complete Declaration of preparer (other than txppayer) is based on all information of which prepare has expressive shown therefore (see in the Title  Print/Type preparer's name    Preparer's signature   Date   Check   If   PTIN		· · · · · · · · · · · · · · · · · · ·	•		exempt organization	(d) Descri	ption of transfers, transactions, and	sharing ai	rangeme	nts
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 52??  b if "yes," complete the following schedule.  (a) Name of organization  (b) Type of organization  (c) Description of relationship    White penalties of pergury, I declare that I have examined this return, including accompanying schedules and statements, and to the beast of my knowledge and belief, if a twice, correct, and complete Declaration of preparer (other than texpayer) is based on all information of which preparer has any knowledge shown below (see natty). Signature of prince of organization of preparer (still a transparent to the peace of the peace has any knowledge shown below (see natty). Title  Print/Type preparer's name   Preparer's signature   Date   Check   if   PTIN   Self-employed   Proparer   Self-employed   Print   PTIN   Self-employed   Print's name   WARREN AVERETT, LLC   Firm's aid ress   2500 ACTON ROAD	<del>``</del>					+ (-,				
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Yes							<u> </u>			
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Yes					<del></del>	1				
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Yes						_				
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Yes										
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Yes						-				
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Yes	— <u> </u>					<del>-</del>			-	
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Yes										
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Yes										
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Yes			<u> </u>			+				
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Yes						_				
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Yes				·		<del></del>				
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Yes			<u> </u>			<del>-</del>	······			
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Yes	<del></del>					1				
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Yes						<del></del>				
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Yes			<del> </del>		·	<del></del>				
In section 501(c) of the Code (other than section 501(c)(3)) or in section 527?    Yes	2a is the four	ndation directly or indirec	thy affiliated with or relati	ed to one	or more tay-eyempt organ	uzatione describe	od			
Linder 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 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 and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer shown below (see inst.)?    VP & SECRETARY   May the IRS discuss this return with the preparer shown below (see inst.)?   X yes   No   No   No   No   No   No   No   N		-	•	-	, ,	iizations describe	,Γ	7 vac	x	l No
(a) Name of organization  N/A  Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any 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 return with the preparer solution below (see inst; )?  Yes No  Print/Type preparer's name  Preparer's signature  Print/Type preparer's name  Preparer's signature  Print/Type preparer's name  Preparer's signature  Print/Type preparer's name  Preparer's signature  Print/Type preparer's name  Preparer's signature  Print/Type preparer's name  Preparer's signature  Print/Type preparer's name  Preparer's signature  Print/Type preparer's name  Preparer's signature  Print/Type preparer's name  Preparer's signature  Print/Type preparer's name  Preparer's signature  Print/Type preparer's name  Preparer's signature  Print/Type preparer's name  Preparer's signature  Print/Type preparer's name  Preparer's signature  Print/Type preparer's nam				01 111 3000	1011 027 :			163	LAA	7 140
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 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 inst )?	<u> </u>				(b) Type of organization	γ	(c) Description of relations	hip	-	
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 return with the preparer shown below (see instr.)?    VP & SECRETARY   X Yes   No   No   No   No   No   No   No   N			,		(-)	<u> </u>	(-7			
New York   Signature of Office or trustee   New York   No		21, 22			, <u></u>	<del> </del>				
Sign Here Signature of office or trustee Date Title  Print/Type preparer's name Preparer's signature of only  Print/Type preparer's name Preparer's signature of only  Print/Type preparer's name Preparer's signature of only  Print/Type preparer's name Preparer's signature Date Check if PTIN self- employed Print's EIN ▶ 45-4084437  Firm's address ▶ 2500 ACTON ROAD			<del></del>			<del></del>				
Sign Here Signature of office or trustee Date Title  Print/Type preparer's name Preparer's signature of only  Print/Type preparer's name Preparer's signature of only  Print/Type preparer's name Preparer's signature of only  Print/Type preparer's name Preparer's signature Date Check if PTIN self- employed Print's EIN ▶ 45-4084437  Firm's address ▶ 2500 ACTON ROAD						<del> </del>	<del> </del>			
Sign Here Signature of office or trustee Date Title  Print/Type preparer's name Preparer's signature of only  Print/Type preparer's name Preparer's signature of only  Print/Type preparer's name Preparer's signature of only  Print/Type preparer's name Preparer's signature Date Check if PTIN self- employed Print's EIN ▶ 45-4084437  Firm's address ▶ 2500 ACTON ROAD						<del> </del>		-		
Signature of office or trustee   Date   Title   Print/Type preparer's name   Preparer's signature   Date   Check   if self-employed   Prim's name   Prim's name   Prim's name   Prim's address   2500   ACTON   ROAD   Prim's address   2500   ACTON   ROAD   Prim's address   2500   ACTON   ROAD   Preparer   Ration with the preparer shown below (see instr)?   X   Yes   No   No   No   No   No   No   No   N	Under	penalties of perjury, I declare	that I have examined this retu	urn, ıncludın	g accompanying schedules an	d statements, and to	the best of my knowledge			
Paid Preparer Use Only    No   Signature of office or trustee   Date   Title	Sign and be	elief, it is true, correct, and coi	mplete Declaration of prepare	er (other than	n taxpayer) is based on all info	mation of which pre	ret	urn with th	e prepar	er
Paid Preparer Use Only  Paid Prim's name ► WARREN AVERETT, LLC  Firm's address ► 2500 ACTON ROAD  Paid Prim's address ► 2500 ACTON ROAD	Here	Loukan	-		111/12/15	3 qV	SECRETARY Sh	Wn below	(See Ins	
Paid Print/Type preparer's name Preparer's signature  Date Check if self- employed Self- employed Preparer Use Only  Print/Type preparer's name Preparer's signature  Preparer's signature  Print/Type preparer's name Preparer's signature  Preparer's signature  Print/Type preparer's name Preparer's signature  Print/Type preparer's name Preparer's signature Print/Type preparer's name Print/Type preparer's name Print/Type preparer's name Print/Type preparer's name Print/Type preparer's name Print/Type preparer's name Print/Type preparer's name Print/Type preparer's name Print/Type preparer's name Print/Type preparer's name Print/Type preparer's name Print/Type preparer's name Print/Type preparer's name Print/Type preparer's name Print/Type preparer's name Print/Type preparer's name Print/Type preparer's name Print/Type preparer's name Print/Type preparer's name Print/Type preparer's na	<u>F</u>	nature of office) or trustee		<u> </u>	Date Date	_ <del>_</del>		AA 168	· –	7 140
Paid Preparer Use Only    Paid Preparer Use Only   Firm's address   ≥ 2500 ACTON ROAD				eparer's si	gnature		Check   I if IPTIN			
Paid Preparer Use Only    MEGAN RANDOLPH   WWW.   13   15   P00989558				- Fuitor	h	1 1				
Preparer Use Only  Firm's name ► WARREN AVERETT, \\ LLC  Firm's address ► 2500 ACTON ROAD	Paid	MEGAN RAND	OT.PH 1	1	of your or	111131	. i i i i	0980	558	
Use Only Firm's address ► 2500 ACTON ROAD				<del>~ (\ 1.</del> 7.	C	4 111,2/1				
Firm's address ► 2500 ACTON ROAD	-	, and shallo be well		. , ,	_		Timistily F 13 1	~ ~ <del>-</del>	,	
	- · · <b>/</b>	Firm's address ▶ 2.5	00 ACTON RC	)AD	<u> </u>					
					243		Phone no. (205)	979-	410	0

3-0944809	PAGE	_ 1	OF	
OHITHOMITON	FOR JJU	тт,	T UT/ T	_

Part IV Capital Gains and L	osses for Tax on Investment Incom	e			
(a) List ai 2-story	nd describe the kind(s) of property so brick warehouse; or common stock,	old, e.g., real estate, 200 shs. MLC Co.	(b) How acquire P - Purchase D - Donation	d (c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.
· · · · · · · · · · · · · · · · · · ·	ST CAPITAL PARTN		P		ARIOUS
STCG FROM RED	P		ARIOUS		
LTCG FROM HAR	P		ARIOUS		
LTCG FROM HAR	P		ARIOUS		
LTCG FROM QUE	P		ARIOUS		
LTCG FROM HAR	BERT PRIVATE EQU	ITY FUND II, LLC	P	VARIOUS V	ARIOUS
	WOOD GROWTH PARTI	NERS, LP	P	VARIOUS V	ARIOUS
	LLC		P		ARIOUS
NEWEDGE USA,	LLC		P	VARIOUS V	ARIOUS
<u> </u>					
<u> </u>					
<u> </u>					
1					
<u> </u>	····	·		1 1	
<u> </u>	(f) Depression allowed	(a) Cost or other hasis	<u> </u>	h) Coup or (lass)	
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale		h) Gain or (loss) plus (f) minus (g)	
	(2. 2.00.00.0)	P.22 3.42.00 0. 00.0	(0)	(.)do (8)	<8,483
<del> </del>	<del> </del>	<del> </del>		1	54,282
	<del>                                     </del>	<del>                                     </del>			21
		<del>                                     </del>			9,519
<del>-</del>				1	63,419
					9,600
				1	89,571
					50,971
					9,655
			<del></del>	··-	
		<del>                                     </del>			
Complete only for assets show	I ring gain in column (h) and owned by	the foundation on 12/31/69	(1)1.0	osses (from col. (h))	
- Complete only for access cheri	(j) Adjusted basis	(k) Excess of col. (I)	Gains (excess	of col. (h) gain over o	ol. (k),
(i) F.M.V. as of 12/31/69	as of 12/31/69	over col. (j), if any	but	not less than "-0-")	
					<8,483
				1	54,282
					21
					9,519
		<u> </u>		1	63,419
	<u> </u>	1			9,600
<u> </u>				1	89,571
<del></del>		<del>                                     </del>			50,971 9,655
<del></del>		<del>                                     </del>			3,000
		+			
	+			<del> </del>	
	<del></del>	<del>                                     </del>		<del></del>	
· <u> </u>		<del>                                     </del>			
<del></del>	<del> </del>	<del>                                     </del>		<del>-</del>	
Capital gain net income or (net	capital loss) [ if gain, also ente	er in Part I, line 7 -0-" in Part I, line 7	2		78 559
,		`	2	ວ	78,555
	oss) as defined in sections 1222(5) a	and (6):	1		
If gain, also enter in Part I, line 8 If (loss), enter "-0-" in Part I, line		Ϋ́I	3	N/A	
ii (1033), Oillioi -U- III Fait I, IIII	··-		3	N/A	

FORM 990-PF	DIVIDENDS	AND INTEREST	FROM SECUR	ITIES ST	ATEMENT 1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
DIVIDENDS - QUEST					
CAPITAL PARTNERS, LP	15,259.	0.	15,259.	15,259.	
DIVIDENDS - REDWOOD GROWTH					
PARTNERS, LP	40,082.	0.	40,082.	40,082.	
INTEREST - COMPASS BANK	1.	0.	1.	1.	
INTEREST - CROWNE AT SWIFT CREEK					
ASSOCIATES, LP	10.	0.	10.	10.	
INTEREST - CROWNE ORMOND BEACH					
ASSOCIATES, LP INTEREST - HARBERT	4.	0.	4.	4.	
MEZZANINE PARTNERS					
II, LP INTEREST - HARBERT	81,006.	0.	81,006.	81,006.	
PRIVATE EQUITY					
FUND II, LLC INTEREST -	8.	0.	8.	8.	
HARBINGER					
MEZZANINE INTEREST - REDWOOD	17,207.	0.	17,207.	17,207.	
GROWTH PARTNERS,					
LP INTEREST - SWIFT	13,361.	0.	13,361.	13,361.	
CREEK LAND					
ASSOCIATES, LP STOCK DIVIDENDS -	3.	0.	3.	3.	
MARQUETTE	15,593.	0.	15,593.	15,593.	
TO PART I, LINE 4	182,534.	0.	182,534.	182,534.	<del></del>

FORM 990-PF	OTHER I	NCOME		STATEMENT 2
DESCRIPTION		(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
PARTNERSHIP GAINS (LOSSES)		551,766.	482,466.	
TOTAL TO FORM 990-PF, PART I,	LINE 11	551,766.	482,466.	
FORM 990-PF	ACCOUNTI	NG FEES	-	STATEMENT 3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,675.	0	•	7,675.
TO FORM 990-PF, PG 1, LN 16B	7,675.	0	•	7,675.
FORM 990-PF C	THER PROFES	SIONAL FEES		STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES FINANCIAL MANAGEMENT FEES	48,434. 215,040.			0. 161,280.
TO FORM 990-PF, PG 1, LN 16C	263,474.	102,194	•	161,280.
FORM 990-PF	OTHER E	XPENSES		STATEMENT 5
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 OTHER PORTFOLIO DEDUCTIONS	117,034.	117,034		0.
FROM HARBERT PRIVATE EQUITY FUND II, LLC	2,129.	2,129	•	0.

THE DIXON FOUNDATION				63-094480	9
OTHER PORTFOLIO DEDUCTIONS FROM HARBERT MEZZANINE					
PARTNERS II, LP OTHER PORTFOLIO DEDUCTIONS FROM HARBINGER MEZZANINE	18,083.	18,08	33.	0	•
PARTNERS, LP OTHER DEDUCTIONS FROM CROWNE AT SWIFT CREEK ASSOCIATES,	5,360.	5,36	0.	0	•
LP	1,467.	1,46	57.	0	•
OTHER DEDUCTIONS FROM QUEST CAPITAL PARTNERS, LP OTHER DEDUCTIONS HARBERT	21,573.	21,57	<b>'3.</b>	0	•
REDWOOD GROWTH PARTNERS, LP OTHER DEDUCTIONS FROM SWIFT	21,412.	21,41	.2.	0	•
CREEK LAND ASSOCIATES, LP OTHER DEDUCTIONS FROM	16.	1	.6.	0	•
PIEDMONT PARTNERS	3,403.	3,40	3.	0	
BANK SERVICE CHARGES	2,512.	-	0.	2,512	
CONTRACT LABOR	7,500.		0.	7,500	
TO FORM 990-PF, PG 1, LN 23	200,489.	190,47	77.	10,012	<u>.</u>
FORM 990-PF OTHER DECREASE	S IN NET AS	SETS OR FUN	ID BALANCES	STATEMENT	<del></del> 6
DESCRIPTION				AMOUNT	
DESCRIPTION BOOK/TAX DIFFERENCES FROM PAR	TNERSHIPS			<b>AMOUNT</b> 590,550	<u>-</u>
			- -		
BOOK/TAX DIFFERENCES FROM PAR		ESTMENTS	- -	590,550 590,550	
BOOK/TAX DIFFERENCES FROM PAR TOTAL TO FORM 990-PF, PART II	OTHER INV	ESTMENTS LUATION ETHOD	BOOK VALUE	590,550 590,550	· =
BOOK/TAX DIFFERENCES FROM PAR TOTAL TO FORM 990-PF, PART II  FORM 990-PF  DESCRIPTION  CROWNE ORMOND BEACH ASSOCIATE HARBINGER MEZZANINE PARTNERS,	OTHER INV	LUATION ETHOD COST	1,456. 293,456.	590,550 590,550 STATEMENT FAIR MARKET VALUE 1,456 293,456	
BOOK/TAX DIFFERENCES FROM PAR TOTAL TO FORM 990-PF, PART II  FORM 990-PF  DESCRIPTION  CROWNE ORMOND BEACH ASSOCIATE HARBINGER MEZZANINE PARTNERS, REDWOOD GROWTH PARTNERS, LP SCO INTERNATIONAL FUND, LTD. CROWNE AT SWIFT CREEK ASSOCIA	OTHER INV	LUATION ETHOD	1,456. 293,456. 4,961,734. 37,549.	590,550 590,550 STATEMENT  FAIR MARKET VALUE  1,456 293,456 4,961,734 37,549	
BOOK/TAX DIFFERENCES FROM PAR TOTAL TO FORM 990-PF, PART II  FORM 990-PF  DESCRIPTION  CROWNE ORMOND BEACH ASSOCIATE HARBINGER MEZZANINE PARTNERS, REDWOOD GROWTH PARTNERS, LP SCO INTERNATIONAL FUND, LTD. CROWNE AT SWIFT CREEK ASSOCIATE LP SWIFT CREEK LAND ASSOCIATES, QUEST CAPITAL PARTNERS, LP	OTHER INV	LUATION ETHOD COST COST COST COST COST COST	1,456. 293,456. 4,961,734. 37,549. <45,854.> <13,696.> 1,988,540.	590,550 590,550  STATEMENT  FAIR MARKET VALUE  1,456 293,456 4,961,734 37,549  <45,854 <13,696 1,988,540	
BOOK/TAX DIFFERENCES FROM PAR TOTAL TO FORM 990-PF, PART II  FORM 990-PF  DESCRIPTION  CROWNE ORMOND BEACH ASSOCIATE HARBINGER MEZZANINE PARTNERS, REDWOOD GROWTH PARTNERS, LP SCO INTERNATIONAL FUND, LTD. CROWNE AT SWIFT CREEK ASSOCIATE SWIFT CREEK LAND ASSOCIATES, QUEST CAPITAL PARTNERS, LP SCO GLOBAL DIVERSIFIED FUND,	OTHER INV	LUATION ETHOD  COST COST COST COST COST COST COST	1,456. 293,456. 4,961,734. 37,549. <45,854.> <13,696.> 1,988,540. 26,709.	590,550 590,550  STATEMENT  FAIR MARKET VALUE  1,456 293,456 4,961,734 37,549  <45,854 <13,696 1,988,540 26,709	
BOOK/TAX DIFFERENCES FROM PAR TOTAL TO FORM 990-PF, PART II  FORM 990-PF  DESCRIPTION  CROWNE ORMOND BEACH ASSOCIATE HARBINGER MEZZANINE PARTNERS, REDWOOD GROWTH PARTNERS, LP SCO INTERNATIONAL FUND, LTD. CROWNE AT SWIFT CREEK ASSOCIATE SWIFT CREEK ASSOCIATE SWIFT CREEK LAND ASSOCIATES, QUEST CAPITAL PARTNERS, LP SCO GLOBAL DIVERSIFIED FUND, CROWNE FAYETTEVILLE ASSOCIATE	OTHER INV	LUATION ETHOD  COST COST COST COST COST COST COST COS	1,456. 293,456. 4,961,734. 37,549. <45,854.> <13,696.> 1,988,540. 26,709. 4,145.	590,550 590,550  STATEMENT  FAIR MARKET VALUE  1,456 293,456 4,961,734 37,549  <45,854 <13,696 1,988,540 26,709 4,145	
BOOK/TAX DIFFERENCES FROM PAR TOTAL TO FORM 990-PF, PART II  FORM 990-PF  DESCRIPTION  CROWNE ORMOND BEACH ASSOCIATE HARBINGER MEZZANINE PARTNERS, REDWOOD GROWTH PARTNERS, LP SCO INTERNATIONAL FUND, LTD. CROWNE AT SWIFT CREEK ASSOCIATE SWIFT CREEK LAND ASSOCIATES, QUEST CAPITAL PARTNERS, LP SCO GLOBAL DIVERSIFIED FUND,	OTHER INV	LUATION ETHOD  COST COST COST COST COST COST COST	1,456. 293,456. 4,961,734. 37,549. <45,854.> <13,696.> 1,988,540. 26,709.	590,550 590,550  STATEMENT  FAIR MARKET VALUE  1,456 293,456 4,961,734 37,549  <45,854 <13,696 1,988,540 26,709	

THE DIXON FOUNDATION				6	3-0944809
HARBERT MEZZANINE PARTNERS II, MARQUETTE ASSETS METLIFE DENT-A-MED, INC.	L.P.	COST COST COST	446,39 588,48 3,01 4,07	5. .3.	446,399. 588,485. 3,013. 4,070.
TOTAL TO FORM 990-PF, PART II,	LINE	13	8,582,05	8	,582,050.
FORM 990-PF	0	THER ASSETS		STAT	EMENT 8
DESCRIPTION		BEGINNING OF R BOOK VALUE	END OF YEAR BOOK VALUE		MARKET ALUE
LIFE INSURANCE CHILDREN'S HOSPITAL		16,309.	17,05	9.	17,059.
TO FORM 990-PF, PART II, LINE 1	.5 =	16,309.	17,05	9.	17,059.
TRUSTEES A		OF OFFICERS, D OUNDATION MANA	GERS COMPEN-	EMPLOYEE BEN PLAN	
NAME AND ADDRESS  ALICE D. GROTNES 120 GREEN FALL POINTE ATLANTA, GA 30350		AVRG HRS/WK PRESIDENT 25.00	6,000.	0.	ACCOUNT 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 25.00	& TREASURER 6,000.	0.	0.
CRISTI C. DIXON 3809 TIMBERLINE WAY BIRMINGHAM, AL 35243		VICE PRESIDENT 10.00	& SECRETARY 6,000.	0.	0.
LOVIE K. MONTGOMERY 2935 REDMONT PARK LANE BIRMINGHAM, AL 35205		DIRECTOR 1.00	6,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE	6,	PART VIII	30,000.	0.	0.

FORM 990-PF

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

STATEMENT

10

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

#### 990PF

# SUMMARY OF DIRECT CHARITABLE ACTIVITIES SCHEDULE OF THE FOUNDATION'S FOUR LARGEST CHARITABLE ACTIVITIES PART IX-A, LINES 1-4

1	Payee  UAB Department of Pediatrics P O Box 703VH Birmingham, AL 35294	Purpose of Grant or Contribution Dixon Post Doctoral Fellowship Award	Other Information See Footnote 1	Amount 176,318
2	Institute For Clergy Excellence (ICE) 4650 Whitesburg Drive, Suite 101 Huntsville, AL 35802	Grants awarded for Continuing Education of Clergy/Ministers	Multi-denominational clergy study with leading educators related to ministry work Essays required for each event	90,000
3	Camp Smile A Mile 3631 Montevallo Road Birmingham, AL 35213	Tax Exempt Charity Serving Children Diagnosed with Cancer	Sponsoring a child for summer camp and hosted a teen trip to Atlanta, GA to watch the Falcons	10,487
4	Vestavia Hills United Methodist 2061 Kentucky Avenue Vestavia Hills, AL 35216	Religious		10,000
		PART IX		286,805

Footnote 1 - UAB Department of Pediatrics - Dixon Post Doctoral Fellowships involve 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.

# The Dixon Foundation 2014 Schedule of Exempt Purpose Grants

Name of Recipient	<b>Entity Type</b>	Amount
Auburn University Foundation 317 S. College Street Auburn, AL 36849	Public Charity	9,524
Camp Smile-A-Mile P O Box 550155 Birmingham, AL 35255	Public Charity	10,487
Christ The King Lutheran Church 611 Riverchase Parkway West Birmingham, AL 35244	Religious	2,500
The Foundry & Rescue Mission 1804 Sixth Avenue North Bessemer, AL 35020	Public Charity	1,000
Institute For Clergy Excellence(ICE) 4650 Whitesburg Drive, Suite 101 Huntsville, AL 35802	Public Charity	90,000
Lutheran Ministries of Alabama 720 Shades Creek Parkway Birmingham, AL 35209	Religious	1,000
Mountain Brook Baptist Church 3631 Montevallo Road Birmingham, AL 35213	Religious	10,000
The Prescott House P O. Box 55892 Birmingham, AL 35205	Public Charity	1,000
Purdue Foundation Mackey Arena, Room 2200 900 John R. Wooden Dr. West Lafayette, IN 47907	Public Charity	2,500
UAB Department of Pediatrics P.O. Box 730VH Birmingham, AL 35294	Public Charity	176,318
Vestavia Hills United Methodist Church 2061 Kentucky Avenue Vestavia Hills, AL 35216	Religious	10,000
Exempt Purpose - Memorials Paid to Various Exempt	Charities	2,200
TOTAL DONATIONS		316,529