

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

2011

Department of the Treasury
Internal Revenue Service

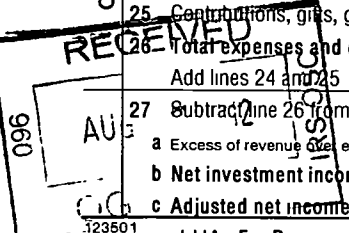
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year **2011** or tax year beginning _____, and ending _____

Name of foundation THE HUGHSTON FOUNDATION, INC.		A Employer identification number 58-1354127
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 9517		B Telephone number 706-324-6661
City or town, state, and ZIP code COLUMBUS, GA 31908		C If exemption application is pending, 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		D 1. Foreign organizations, check here <input type="checkbox"/> Foreign organizations meeting the 85% test, 2. check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 5,084,518. (Part I, column (d) must be on cash basis)	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	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 <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	358,950.			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	150.	150.	150.	
	4 Dividends and interest from securities	71,892.	71,892.	71,892.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	5,914.			
	b Gross sales price for all assets on line 6a	1,098,907.			
	7 Capital gain net income (from Part IV, line 2)		5,914.		
	8 Net short-term capital gain			0.	
	9 Income modifications <small>Gross sales less returns and allowances</small>				
	10a Less: Cost of goods sold				
b Gross profit or (loss)					
11 Other income	817,764.	0.	817,764.	STATEMENT 1	
12 Total. Add lines 1 through 11	1,254,670.	77,956.	889,806.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages	634,794.	0.	0.	634,794.
	15 Pension plans, employee benefits	23,558.	0.	0.	23,558.
	16a Legal fees STMT 2	5,541.	0.	0.	5,541.
	b Accounting fees STMT 3	5,350.	0.	0.	5,350.
	c Other professional fees STMT 4	12,215.	0.	0.	12,215.
	17 Interest				
	18 Taxes STMT 5	54,088.	933.	0.	52,490.
	19 Depreciation and depletion	167,386.	0.	0.	
	20 Occupancy	139,506.	0.	0.	139,506.
	21 Travel, conferences, and meetings	45,309.	0.	0.	45,309.
	22 Printing and publications				
	23 Other expenses STMT 6	706,310.	30,254.	0.	676,056.
	24 Total operating and administrative expenses. Add lines 13 through 23	1,794,057.	31,187.	0.	1,594,819.
	25 Contributions, gifts, grants paid	0.			0.
26 Total expenses and disbursements. Add lines 24 and 25	1,794,057.	31,187.	0.	1,594,819.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<539,387.>				
b Net investment income (if negative, enter -0-)		46,769.			
c Adjusted net income (if negative, enter -0-)			889,806.		

SCANNED AUG 20 2012



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		267,458.	44,458.	44,458.	
	2	Savings and temporary cash investments					
	3	Accounts receivable ▶	89.				
		Less: allowance for doubtful accounts ▶		42,359.	89.	89.	
	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	STMT 8		3,139,794.	2,964,375.	2,964,375.
	c	Investments - corporate bonds					
	11	Investments - land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other						
14	Land, buildings, and equipment: basis ▶	4,357,182.					
	Less: accumulated depreciation ▶	2,281,586.		2,235,303.	2,075,596.	2,075,596.	
15	Other assets (describe ▶)						
16	Total assets (to be completed by all filers)			5,684,914.	5,084,518.	5,084,518.	
Liabilities	17	Accounts payable and accrued expenses		19,145.	33,946.		
	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)			19,145.	33,946.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31						
	24	Unrestricted		4,824,253.	4,209,056.		
	25	Temporarily restricted		234,616.	234,616.		
	26	Permanently restricted		606,900.	606,900.		
	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			5,665,769.	5,050,572.		
31	Total liabilities and net assets/fund balances			5,684,914.	5,084,518.		

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	5,665,769.
2	Enter amount from Part I, line 27a	2	<539,387.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5,126,382.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	75,810.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,050,572.

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	1,098,907.	1,092,993.	5,914.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			5,914.

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	5,914.
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	<15,552.>

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	1,384,353.	5,459,984.	.253545
2009	1,312,250.	5,430,617.	.241639
2008	1,267,986.	6,282,433.	.201830
2007	1,613,792.	7,167,059.	.225168
2006	1,680,812.	6,951,597.	.241788

2 Total of line 1, column (d)	2	1.163970
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	.232794
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	5,363,930.
5 Multiply line 4 by line 3	5	1,248,691.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	468.
7 Add lines 5 and 6	7	1,249,159.
8 Enter qualifying distributions from Part XII, line 4	8	1,594,819.

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)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	468.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	468.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	468.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	840.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	840.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	372.
11	Enter the amount of line 10 to be: Credited to 2012 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9	X	
10		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.HUGHSTONFOUNDATION.COM</u>	13	X	
14	The books are in care of ► <u>FELISHA ROBERTS</u> Telephone no. ► <u>706-494-3365</u> Located at ► <u>6262 VETERANS PARKWAY, COLUMBUS, GA</u> ZIP+4 ► <u>31907</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No ► _____, _____, _____, _____		
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 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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

(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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here Yes No

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? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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? Yes No
 If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		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
LESLIE NEISTADT	MEDICAL WRITER			
P.O. BOX 9517, COLUMBUS, GA 31908	40.00	86,959.	0.	0.
ROBERT ROSS	DIRECTOR			
P.O. BOX 9517, COLUMBUS, GA 31908	40.00	78,285.	0.	0.
BELINDA KLEIN	MEDICAL ILLUSTRATOR			
P.O. BOX 9517, COLUMBUS, GA 31908	40.00	67,426.	0.	0.
CAROL BINNS	MEDICAL WRITER			
P.O. BOX 9517, COLUMBUS, GA 31908	40.00	60,237.	0.	0.
CHOLLY MONTON	RESEARCH ASSISTANT			
P.O. BOX 9517, COLUMBUS, GA 31908	40.00	50,186.	0.	0.
Total number of other employees paid over \$50,000				0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains '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.

Table with 2 columns: Description of activity, Expenses. Row 1 contains 'N/A'.

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.

Table with 2 columns: Description of investment, Amount. Row 1 contains 'N/A' and '0'.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,123,088.
b	Average of monthly cash balances	1b	167,076.
c	Fair market value of all other assets	1c	2,155,450.
d	Total (add lines 1a, b, and c)	1d	5,445,614.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,445,614.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	81,684.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,363,930.
6	Minimum investment return. Enter 5% of line 5	6	268,197.

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	
2a	Tax on investment income for 2011 from Part VI, line 5	2a	
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,594,819.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,594,819.
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	468.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,594,351.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

N/A

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years:				
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e				
4 Qualifying distributions for 2011 from Part XII, line 4: ► \$				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount - see instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7				
9 Excess distributions carryover to 2012 Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(e) Total
	(a) 2011	(b) 2010	Prior 3 years		
			(c) 2009	(d) 2008	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	268,197.	272,999.	271,531.	314,122.	1,126,849.
b 85% of line 2a	227,967.	232,049.	230,801.	267,004.	957,822.
c Qualifying distributions from Part XII, line 4 for each year listed	1,594,819.	1,385,178.	1,313,237.	1,267,986.	5,561,220.
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.	0.	0.	0.	0.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	1,594,819.	1,385,178.	1,313,237.	1,267,986.	5,561,220.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	178,798.	181,999.	181,021.	209,415.	751,233.
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)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

- a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

- b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

- a The name, address, and telephone number of the person to whom applications should be addressed:
-
- b The form in which applications should be submitted and information and materials they should include:
-
- c Any submission deadlines:
-
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:
-

Part XV **Supplementary Information** (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment					
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount	
Name and address (home or business)					
a Paid during the year					
NONE					
Total				▶ 3a	0.
b Approved for future payment					
NONE					
Total				▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income from real estate, Net rental income from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income from special events, Gross profit from sales of inventory, Other revenue, Subtotal, and Total.

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

Table with 2 columns: Line No, Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). Row 1A: THE ACTIVITY CONTRIBUTED TO INCREASING PUBLIC AWARENESS IN THE FIELD OF ORTHOPEDICS AND IN CONDUCTING ORTHOPEDIC RESEARCH.

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?

	Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:		
(1) Cash		X
(2) Other assets		X
b Other transactions:		
(1) Sales of assets to a noncharitable exempt organization		X
(2) Purchases of assets from a noncharitable exempt organization		X
(3) Rental of facilities, equipment, or other assets		X
(4) Reimbursement arrangements		X
(5) Loans or loan guarantees		X
(6) Performance of services or membership or fundraising solicitations		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

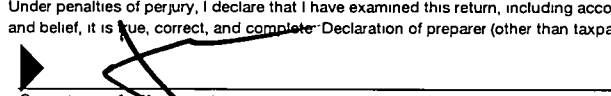
(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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)(3)) or in section 527? Yes No

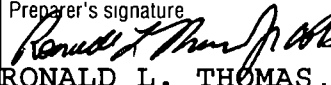
b If "Yes," complete the following schedule.

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Sign Here Signature of officer or trustee:  Date: _____ Title: **PRESIDENT**

May the IRS discuss this return with the preparer shown below (see instr)? Yes No

Paid Preparer Use Only	Print/Type preparer's name RONALD L. THOMAS, JR., CPA	Preparer's signature 	Date 8/8/12	Check <input type="checkbox"/> if self-employed	PTIN P00179368
	Firm's name ▶ ROBINSON, GRIMES & COMPANY, P.C.			Firm's EIN ▶ 58-1374304	
	Firm's address ▶ P.O. BOX 4299 COLUMBUS, GA 31914			Phone no. 706-324-5435	

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

2011

Name of the organization

Employer identification number

THE HUGHSTON FOUNDATION, INC.

58-1354127

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) (2011)

Name of organization THE HUGHSTON FOUNDATION, INC.	Employer identification number 58-1354127
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Part I 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>ARTHREX, INC.</u> <u>1370 CREEKSIDE BOULEVARD</u> <u>NAPLES, FL 34108-1945</u>	\$ <u>50,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	<u>CARLTON SAVORY, M.D., P.C.</u> <u>95 ODOM DRIVE</u> <u>HAMILTON, GA 31811</u>	\$ <u>12,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	<u>CHAMP BAKER, JR. M.D., P.C.</u> <u>5 MOUNTAINBROOK CT.</u> <u>COLUMBUS, GA 31904</u>	\$ <u>12,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	<u>DJO, LLC</u> <u>1430 DECISION STREET</u> <u>VISTA, CA 92081</u>	\$ <u>10,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	<u>DOUGLAS W. PAHL, M.D., P.C.</u> <u>6500-1 GREEN ISLAND DRIVE</u> <u>COLUMBUS, GA 31904</u>	\$ <u>9,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	<u>FRANCIS & MIRANDA CHILDRESS FOUNDATION</u> <u>2905 CORINTHIAN AVENUE SUITE 7</u> <u>JACKSONVILLE, FL 32210</u>	\$ <u>10,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE HUGHSTON FOUNDATION, INC.	Employer identification number 58-1354127
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Part I 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
7	FRED C. FLANDRY, M.D., P.C. 6201 WATERFORD RD. COLUMBUS, GA 31904	\$ 12,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	GARLAND GUDGER, M.D., P.C. 2200 OLD RIVER RD HAMILTON, GA 31811	\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	J. KENNETH BURKUS, M.D., P.C. 7162 WILLIAMS HILL RD. COLUMBUS, GA 31904	\$ 12,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	JAMES MCGRORY, M.D., P.C. 7600-5 ROLLING BEND RD COLUMBUS, GA 31904	\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	JOHN DORCHAK, M.D., P.C. 1765 CENTRAL CHURCH MIDLAND, GA 31820	\$ 12,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
12	JOHN I. WALDROP, M.D., P.C. 2100 HAMILTON MULBERRY GROVE CATAULA, GA 31804	\$ 12,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE HUGHSTON FOUNDATION, INC.	Employer identification number 58-1354127
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Part I 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
13	<u>PATRICK FERNICOLA, M.D., P.C.</u> <u>2131 OLD RIVER RD</u> <u>FORTSON, GA 31808</u>	\$ 12,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
14	<u>SMITH & NEPHEW, INC.</u> <u>1450 BROOKS ROAD</u> <u>MEMPHIS, TN 38116</u>	\$ 65,625.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
15	<u>THOMAS N. BERNARD, M.D., P.C.</u> <u>137 CASCADE RD</u> <u>COLUMBUS, GA 31904</u>	\$ 12,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
16	<u>JACK HUGHSTON MEMORIAL HOSPITAL</u> <u>4401 RIVER CHASE DRIVE</u> <u>PHENIX CITY, AL 36867-7483</u>	\$ 56,825.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
17	<u>THOMAS M. CHOPP, M.D.</u> <u>8854 WEST EMERALD STREET, SUITE 102</u> <u>BOISE, ID 83704</u>	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____ _____ _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization THE HUGHSTON FOUNDATION, INC.	Employer identification number 58-1354127
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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
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization THE HUGHSTON FOUNDATION, INC.	Employer identification number 58-1354127
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

THE HUGHSTON 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.)
1a ARTIO TOTAL RETURN BOND FUND	P	VARIOUS	01/06/11
b ISHARES BARCLAYS 7-10 YR BOND	P	VARIOUS	07/27/11
c ISHARES IBOXX INVESTOP INVEST	P	VARIOUS	07/27/11
d ISHARES INC MSCI AUSTRALIA INDEX FD	P	VARIOUS	07/27/11
e ISHARES INC MSCI CANADA INDEX FD	P	VARIOUS	07/27/11
f ISHARES INC MSCI GERMANY INDEX FD	P	12/07/10	07/27/11
g ISHARES INC MSCI JAPAN INDEX FD	P	VARIOUS	12/31/11
h ISHARES INC MSCI SINGAPORE INDEX FD	P	03/03/11	07/27/11
i ISHARES TR DOW JONES U.S. REAL EST IND	P	VARIOUS	12/31/11
j ISHARES TR IBOXX HIGH YD CORP BOND FD	P	VARIOUS	07/27/11
k ISHARES TR MSCI EMERGING MKTS INDEX FD	P	VARIOUS	12/31/11
l ISHARES TR RUSSELL MIDCAP GROWTH INDEX	P	VARIOUS	07/27/11
m ISHARES TR RUSSELL MIDCAP VALUE INDEX FD	P	VARIOUS	07/27/11
n ISHARES TR RUSSELL 1000 GROWTH INDEX FD	P	VARIOUS	12/31/11
o ISHARES TR RUSSELL 1000 VALUE INDEX FD	P	VARIOUS	07/27/11

(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 313,277.		292,673.	20,604.
b 2,913.		2,925.	<12.>
c 23,312.		23,048.	264.
d 1,289.		1,222.	67.
e 2,530.		2,396.	134.
f 1,826.		1,690.	136.
g 10,689.		11,406.	<717.>
h 1,573.		1,461.	112.
i 68,064.		68,654.	<590.>
j 7,290.		7,161.	129.
k 37,049.		42,130.	<5,081.>
l 12,053.		10,619.	1,434.
m 12,114.		11,046.	1,068.
n 150,391.		140,072.	10,319.
o 16,033.		14,713.	1,320.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			20,604.
b			** <12.>
c			** 264.
d			** 67.
e			** 134.
f			** 136.
g			** <717.>
h			** 112.
i			** <590.>
j			** 129.
k			** <5,081.>
l			** 1,434.
m			** 1,068.
n			** 10,319.
o			** 1,320.

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 HUGHSTON 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.)
1a ISHARES TR RUSSELL 2000 GROWTH INDEX FD	P	VARIOUS	07/27/11
b ISHARES TR RUSSELL 2000 VALUE INDEX FD	P	VARIOUS	12/31/11
c ISHARES TR S&P EUROPE 350 INDEX FD	P	VARIOUS	12/31/11
d ISHARES TR S&P LATIN AMER 40 INDEX FD	P	VARIOUS	12/31/11
e SPECTOR SPDR TR SHS BEN INT ENERGY	P	03/17/11	09/06/11
f VANGUARD INSTL INDEX	P	VARIOUS	02/01/11
g WISDOMTREE TR INDIA EARNINGS FD	P	VARIOUS	02/04/11
h CAPITAL GAINS DIVIDENDS			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 8,300.		7,406.	894.
b 62,767.		69,194.	<6,427.>
c 23,406.		24,789.	<1,383.>
d 51,024.		58,872.	<7,848.>
e 33,676.		39,467.	<5,791.>
f 227,559.		227,183.	376.
g 31,286.		34,866.	<3,580.>
h 486.			486.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			** 894.
b			** <6,427.>
c			** <1,383.>
d			** <7,848.>
e			** <5,791.>
f			376.
g			** <3,580.>
h			486.
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	5,914.
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	<15,552.>

FORM 990-PF	OTHER INCOME		STATEMENT	1
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
PRODUCT FEES	4,235.	0.	4,235.	
SERVICE FEES	287,736.	0.	287,736.	
REVENUE - FELLOWS	418,610.	0.	418,610.	
RESEARCH STUDY REVENUE	25,443.	0.	25,443.	
MEETING FEES	64,690.	0.	64,690.	
DEPOSITION FEES	16,750.	0.	16,750.	
COURSE FEES	300.	0.	300.	
TOTAL TO FORM 990-PF, PART I, LINE 11	817,764.	0.	817,764.	

FORM 990-PF	LEGAL FEES		STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL EXPENSES	5,541.	0.	0.	5,541.
TO FM 990-PF, PG 1, LN 16A	5,541.	0.	0.	5,541.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING EXPENSES	5,350.	0.	0.	5,350.
TO FORM 990-PF, PG 1, LN 16B	5,350.	0.	0.	5,350.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CONSULTING EXPENSES	12,215.	0.	0.	12,215.	
TO FORM 990-PF, PG 1, LN 16C	12,215.	0.	0.	12,215.	

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PAYROLL TAXES	47,995.	0.	0.	47,995.	
PERSONAL PROPERTY TAX	4,495.	0.	0.	4,495.	
FOREIGN TAXES	933.	933.	0.	0.	
EXCISE TAX	665.	0.	0.	0.	
TO FORM 990-PF, PG 1, LN 18	54,088.	933.	0.	52,490.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
SUPPLIES	93,422.	0.	0.	93,422.	
BILLINGS / COLLECTIONS	14,587.	0.	0.	14,587.	
HOUSEKEEPING	16,324.	0.	0.	16,324.	
OTHER EXPENSES	6,851.	0.	0.	6,851.	
BANK CHARGES	3,772.	3,772.	0.	0.	
INVESTMENT EXPENSES	26,482.	26,482.	0.	0.	
INSURANCE	155,778.	0.	0.	155,778.	
MAINTENANCE	25,062.	0.	0.	25,062.	
ADVERTISING	82,143.	0.	0.	82,143.	
LABOR	80,329.	0.	0.	80,329.	
LEASES & RENTALS	11,256.	0.	0.	11,256.	
MEALS	29,495.	0.	0.	29,495.	
DUES & SUBSCRIPTIONS	19,537.	0.	0.	19,537.	
PERSONAL LEAVE	43,268.	0.	0.	43,268.	
POSTAGE	18,161.	0.	0.	18,161.	
STORAGE	10,223.	0.	0.	10,223.	
CERTIFICATION	14,131.	0.	0.	14,131.	

SPONSORSHIP	47,755.	0.	0.	47,755.
GIFTS AND AWARDS	2,639.	0.	0.	2,639.
INTERNET	1,602.	0.	0.	1,602.
EMPLOYEE DEVELOPMENT	3,493.	0.	0.	3,493.
TO FORM 990-PF, PG 1, LN 23	706,310.	30,254.	0.	676,056.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
CURRENT YEAR CHANGE IN UNREALIZED GAINS	64,297.
PRIOR YEAR EQUITY ADJUSTMENT	11,513.
TOTAL TO FORM 990-PF, PART III, LINE 5	75,810.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS	2,964,375.	2,964,375.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,964,375.	2,964,375.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DR. FRED C. FLANDRY, M.D. P.O. BOX 9517 COLUMBUS, GA 31908	PRESIDENT / CEO 1.00	0.	0.	0.
DR. THOMAS N. BERNARD, M.D. P.O. BOX 9517 COLUMBUS, GA 31908	SECRETARY / TREASURER 1.00	0.	0.	0.
DR. CHAMP L. BAKER, JR., M.D. P.O. BOX 9517 COLUMBUS, GA 31908	CHAIRMAN 1.00	0.	0.	0.
DR. MICHAEL TUCKER, M.D. P.O. BOX 9517 COLUMBUS, GA 31908	BOARD MEMBER 1.00	0.	0.	0.
DR. JAMES E. MCGRORY, M.D. P.O. BOX 9517 COLUMBUS, GA 31908	BOARD MEMBER 1.00	0.	0.	0.
MARK BAKER, M.D. P.O. BOX 9517 COLUMBUS, GA 31908	EX OFFICIO MEMBER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF PROGRAM SERVICE REVENUE STATEMENT 10

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC-TION INCOME
PRODUCT FEES					4,235.
SERVICE FEES					287,736.
REVENUE - FELLOWS					418,610.
RESEARCH STUDY REVENUE					25,443.
MEETING FEES					64,690.
DEPOSITION FEES					16,750.
COURSE FEES					300.
TOTAL TO FORM 990-PF, PG 12, LINE 1					817,764.

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990-P = attachment
 Part II, Line 14
 58.1354.27

Book = Internal
 FYE Month = December

Sys No	Ext	In Svc Date	Acquired Value	P T	Depr Meth	Est Life	Salv/168 Allow Sec 179	Depreciable Basis	Prior Thru	Prior Accum Depreciation	Depreciation This Run	Current YTD Depreciation	Current Accum Depreciation	Key Code
000001		15 WORKSTATIONS												
	000	08/31/98	39,593.75	P	SLMM	10 00		39,593.75		39,593.75	39,593.75	0.00	39,593.75	
000002		FURNITURE												
	000	11/16/98	1,075.25	P	SLMM	10 00	0.00	1,075.25		1,075.25	1,075.25	0.00	1,075.25	
000003		2 END TABLES												
	000	07/23/98	1,112.61	P	SLMM	10 00	0.00	1,112.61		1,112.61	1,112.61	0.00	1,112.61	
000004		CAMERA SYSTEM IN OPERATING ROOMS (CAMERA, CONTROL UNIT, LENSE)												
	000	08/31/98	17,593.65	P	SLMM	10 00	0.00	17,593.65		17,593.65	17,593.65	0.00	17,593.65	
000005		SPEED RAZOR WITH DIGISUITE												
	000	10/29/98	5,400.00	P	SLMM	10 00	0.00	5,400.00		5,400.00	5,400.00	0.00	5,400.00	
000006		PENTIUM II COMPUTER, WINDOWS 95, CTX EX-710 17" MONITOR, ARTEX BORIS FX												
	000	10/29/98	6,998.00	P	SLMM	05 00	0.00	6,998.00		6,998.00	6,998.00	0.00	6,998.00	
000007		KODAK 315 DIGITAL CAMERA, ACCESSORY KIT, LENS, ADAPTOR												
	000	10/29/98	6,525.00	P	SLMM	10 00	0.00	6,525.00		6,525.00	6,525.00	0.00	6,525.00	
000008		COMPAQ DESKPRO COMPUTER												
	000	07/28/98	955.00	P	SLMM	05 00	0.00	955.00		955.00	955.00	0.00	955.00	
000009		COMPAQ DESKPRO COMPUTER												
	000	07/28/98	955.00	P	SLMM	05 00	0.00	955.00		955.00	955.00	0.00	955.00	
000010		COMPAQ DESKPRO COMPUTER												
	000	07/28/98	955.00	P	SLMM	05 00	0.00	955.00		955.00	955.00	0.00	955.00	
000011		COMPAQ DESKPRO COMPUTER												
	000	07/28/98	955.00	P	SLMM	05 00	0.00	955.00		955.00	955.00	0.00	955.00	
000012		COMPAQ DESKPRO COMPUTER												
	000	07/28/98	955.00	P	SLMM	05 00	0.00	955.00		955.00	955.00	0.00	955.00	
000013		CAMERA SYSTEM IN OPERATING ROOMS (CAMERA, CONTROL UNIT, LENSE)												
	000	08/31/98	17,593.65	P	SLMM	10 00	0.00	17,593.65		17,593.65	17,593.65	0.00	17,593.65	
000014		CAMERA SYSTEM IN OPERATING ROOMS (CAMERA, CONTROL UNIT, LENSE)												
	000	08/31/98	17,593.65	P	SLMM	10 00	0.00	17,593.65		17,593.65	17,593.65	0.00	17,593.65	
000015		CAMERA SYSTEM IN OPERATING ROOMS (CAMERA, CONTROL UNIT, LENSE)												
	000	08/31/98	17,593.60	P	SLMM	10 00	0.00	17,593.60		17,593.60	17,593.60	0.00	17,593.60	
000016		2 ADOBE PAGEMAKER PROGRAMS												
	000	11/16/98	1,069.98	Z	SLMM	03 00	0.00	1,069.98		1,069.98	1,069.98	0.00	1,069.98	
000017		2 ADOBE PHOTOSHOP PROGRAMS												
	000	11/16/98	1,189.98	Z	SLMM	03 00	0.00	1,189.98		1,189.98	1,189.98	0.00	1,189.98	
000018		NEC COMPUTER & MAG 17" MONITOR												
	000	11/16/98	1,908.14	P	SLMM	05 00	0.00	1,908.14		1,908.14	1,908.14	0.00	1,908.14	
000019		HP FLATBED COLOR SCANNER												
	000	11/16/98	389.99	P	SLMM	05 00	0.00	389.99		389.99	389.99	0.00	389.99	
000020		NEC COMPUTER & MAG 17" MONITOR												
	000	11/16/98	1,908.14	P	SLMM	05 00	0.00	1,908.14		1,908.14	1,908.14	0.00	1,908.14	
000021		NEC COMPUTER & MAG 17" MONITOR												
	000	11/16/98	1,908.14	P	SLMM	05 00	0.00	1,908.14		1,908.14	1,908.14	0.00	1,908.14	
000022		TRANSFERRED IN 10/2000 (SEE C/F)												
	000	06/06/83	14,403.00	P	NoDep	00 00	0.00	14,403.00		0.00	0.00	0.00	0.00	
000023		TRANSFERRED IN 10/2000 (SEE C/F)												
	000	06/06/85	15,000.00	P	NoDep	00 00	0.00	15,000.00		0.00	0.00	0.00	0.00	
000024		TRANSFERRED IN 10/2000 (SEE C/F)												
	000	06/06/86	91,000.00	P	NoDep	00 00	0.00	91,000.00	03/31/04	0.00	0.00	0.00	0.00	
000025		TRANSFERRED IN 10/2000 (SEE C/F)												
	000	06/06/83	3,722.00	P	SLMM	05 00	0.00	3,722.00	03/31/98	3,546.00	0.00	0.00	3,546.00	
000026		TRANSFERRED IN 10/2000 (SEE C/F)												
	000	06/06/84	1,934.00	P	SLMM	05 00	0.00	1,934.00	03/31/98	1,835.00	0.00	0.00	1,835.00	
000027		TRANSFERRED IN 10/200 (SEE C/F)												

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 FYE Month = December

Sys No	In Svc Ext Date	Acquired Value	P Depr T Meth	Est Life	Salv/168 Allow Sec 179	Depreciable Basis	Prior Thru	Pnor Accum Depreciation	Depreciation This Run	Current YTD Depreciation	Current Accum Depreciation	Key Code
000028	000 06/06/85	75,111.00	P SLMM	05 00	0.00	75,111.00	03/31/98	74,890.00	0.00	0.00	74,890.00	
	TRANSFERRERD IN 10/2000 (SEE C/F)											
000029	000 06/06/86	17,799.00	P SLMM	05 00	0.00	17,799.00	03/31/98	16,780.00	0.00	0.00	16,780.00	
	TRANSFERRERD IN 10/2000 (SEE C/F)											
000030	000 06/06/87	501.00	P SLMM	05 00	0.00	501.00	03/31/98	489.00	0.00	0.00	489.00	
	TRANSFERRERD IN 10/2000 (SEE C/F)											
000031	000 06/06/88	7,547.00	P SLMM	05 00	0.00	7,547.00	03/31/98	7,310.00	0.00	0.00	7,310.00	
	TRANSFERRERD IN 10/2000 (SEE C/F)											
000032	000 06/06/89	8,974.00	P SLMM	05 00	0.00	8,974.00	03/31/98	8,948.98	0.00	0.00	8,948.98	
	TRANSFERRERD IN 10/2000 (SEE C/F)											
000033	000 06/06/90	3,844.00	P SLMM	05 00	0.00	3,844.00	03/31/98	3,732.28	0.00	0.00	3,732.28	
	TRANSFERRERD IN 10/2000 (SEE C/F)											
000034	000 06/06/91	236.00	P SLMM	05 00	0.00	236.00	03/31/98	236.00	0.00	0.00	236.00	
	TRANSFERRERD IN 10/2000 (SEE C/F)											
000035	000 06/06/92	168.00	P SLMM	05 00	0.00	168.00	03/31/98	168.00	0.00	0.00	168.00	
	TRANSFERRERD IN 10/2000 (SEE C/F)											
000036	000 06/06/93	250.00	P SLMM	05 00	0.00	250.00	03/31/98	229.17	8.33	0.00	229.17	
	TRANSFERRERD IN 10/2000 (SEE C/F)											
000037	000 06/06/94	344.56	P SLMM	07 00	0.00	344.56	03/31/98	332.26	155.86	0.00	332.26	
	TRANSFERRERD IN 10/2000 (SEE C/F)											
000038	000 06/06/96	476.95	P MF200	07 00	0.00	476.95	03/31/98	476.95	292.01	0.00	476.95	s
	TRANSFERRERD IN 10/2000 (SEE C/F)											
000039	000 06/06/97	9,576.90	P SLMM	07 00	0.00	9,576.90	03/31/98	9,576.90	7,975.05	0.00	9,576.90	
	TRANSFERRERD IN 10/2000 (SEE C/F)											
000040	000 06/06/82	4,589.00	P SLMM	05 00	0.00	4,589.00	03/31/98	4,512.00	0.00	0.00	4,512.00	
	TRANSFERRERD IN 10/2000 (SEE C/F)											
000041	000 06/06/83	60,433.00	P SLMM	05 00	0.00	60,433.00	03/31/98	60,433.00	0.00	0.00	60,433.00	
	TRANSFERRERD IN 10/2000 (SEE C/F)											
000042	000 06/06/84	60,662.00	P SLMM	05 00	0.00	60,662.00	03/31/98	60,436.00	0.00	0.00	60,436.00	
	TRANSFERRERD IN 10/2000 (SEE C/F)											
000043	000 06/06/85	63,366.00	P SLMM	05 00	0.00	63,366.00	03/31/98	63,207.00	0.00	0.00	63,207.00	
	TRANSFERRERD IN 10/2000 (SEE C/F)											
000044	000 06/06/86	20,982.00	P SLMM	05 00	0.00	20,982.00	03/31/98	19,253.00	0.00	0.00	19,253.00	
	TRANSFERRERD IN 10/2000 (SEE C/F)											
000045	000 06/06/87	6,846.00	P SLMM	05 00	0.00	6,846.00	03/31/98	6,822.00	0.00	0.00	6,822.00	
	TRANSFERRERD IN 10/2000 (SEE C/F)											
000046	000 06/06/88	7,139.00	P SLMM	05 00	0.00	7,139.00	03/31/98	6,757.00	0.00	0.00	6,757.00	
	TRANSFERRERD IN 10/2000 (SEE C/F)											
000047	000 06/06/89	2,171.00	P SLMM	05 00	0.00	2,171.00	03/31/98	2,098.67	0.00	0.00	2,098.67	
	TRANSFERRERD IN 10/2000 (SEE C/F)											
000048	000 06/06/90	21,394.00	P SLMM	05 00	0.00	21,394.00	03/31/98	19,876.00	0.00	0.00	19,876.00	
	TRANSFERRERD IN 10/2000 (SEE C/F)											
000049	000 06/06/91	707.00	P SLMM	05 00	0.00	707.00	03/31/98	699.80	0.00	0.00	699.80	
	TRANSFERRERD IN 10/2000 (SEE C/F)											
000050	000 06/06/92	2,300.00	P SLMM	05 00	0.00	2,300.00	03/31/98	1,686.67	0.00	0.00	1,686.67	
	TRANSFERRERD IN 10/2000 (SEE C/F)											
000051	000 06/06/93	7,192.00	P SLMM	05 00	0.00	7,192.00	03/31/98	7,192.00	90.35	0.00	7,192.00	
	TRANSFERRERD IN 10/2000 (SEE C/F)											
000052	000 06/06/94	38,957.00	P SLMM	05 00	0.00	38,957.00	03/31/98	38,957.00	7,174.67	0.00	38,957.00	
	TRANSFERRERD IN 10/2000 (SEE C/F)											
000053	000 06/06/94	45,499.73	P SLMM	07 00	0.00	45,499.73	03/31/98	42,249.78	20,583.21	0.00	42,249.78	
	TRANSFERRERD IN 10/2000 (SEE C/F)											
	000 06/06/95	24,371.52	P SLMM	05 00	0.00	24,371.52	03/31/98	21,528.16	10,560.98	0.00	21,528.16	

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Sys No	Ext	In Svc Date	Acquired Value	P T Meth	Depr	Est Life	Salv/168 Allow Sec 179	Depreciable Basis	Prior Thru	Prior Accum Depreciation	Depreciation This Run	Current YTD Depreciation	Current Accum Depreciation	Key Code
000054		TRANSFERRED IN 10/2000 (SEE C/F)												
		000 06/06/95	33,763.62	P	SLMM	07 00	0.00	33,763.62	03/31/98	33,763.62	19,695.10	0.00	33,763.62	
000055		TRANSFERRED IN 10/2000 (SEE C/F)												
		000 06/06/96	10,008.43	P	SLMM	07 00	0.00	10,008.43	03/31/98	10,008.43	6,127.61	0.00	10,008.43	
000056		TRANSFERRED IN 10/2000 (SEE C/F)												
		000 06/06/97	8,242.07	P	SLMM	07 00	0.00	8,242.07	03/31/98	7,986.69	7,260.88	0.00	7,986.69	
000057		TRANSFERRED IN 10/2000 (SEE C/F)												
		000 06/06/87	48,692.00	P	SLMM	05 00	0.00	48,692.00	03/31/98	48,692.00	0.00	0.00	48,692.00	
000058		TRANSFERRED IN 10/2000 (SEE C/F)												
		000 06/06/88	11,857.00	P	SLMM	05 00	0.00	11,857.00	03/31/98	11,679.00	0.00	0.00	11,679.00	
000059		TRANSFERRED IN 10/2000 (SEE C/F)												
		000 06/06/89	6,257.00	P	SLMM	05 00	0.00	6,257.00	03/31/98	6,058.94	0.00	0.00	6,058.94	
000060		TRANSFERRED IN 10/2000 (SEE C/F)												
		000 06/06/90	8,091.00	P	SLMM	05 00	0.00	8,091.00	03/31/98	7,731.94	0.00	0.00	7,731.94	
000061		TRANSFERRED IN 10/2000 (SEE C/F)												
		000 06/06/91	2,005.00	P	SLMM	05 00	0.00	2,005.00	03/31/98	1,937.95	0.00	0.00	1,937.95	
000062		TRANSFERRED IN 10/2000 (SEE C/F)												
		000 06/06/92	3,604.00	P	SLMM	05 00	0.00	3,604.00	03/31/98	3,493.06	0.00	0.00	3,493.06	
000063		TRANSFERRED IN 10/2000 (SEE C/F)												
		000 06/06/93	5,296.00	P	SLMM	05 00	0.00	5,296.00	03/31/98	4,953.51	176.53	0.00	4,953.51	
000064		TRANSFERRED IN 10/2000 (SEE C/F)												
		000 06/06/94	7,436.00	P	SLMM	05 00	0.00	7,436.00	03/31/98	7,436.00	1,238.90	0.00	7,436.00	
000065		TRANSFERRED IN 10/2000 (SEE C/F)												
		000 06/06/94	16,976.56	P	SLMM	07 00	0.00	16,976.56	03/31/98	15,987.08	7,679.86	0.00	15,987.08	
000066		TRANSFERRED IN 10/2000 (SEE C/F)												
		000 06/06/95	8,218.08	P	SLMM	05 00	0.00	8,218.08	03/31/98	7,770.41	3,561.16	0.00	7,770.41	
000067		TRANSFERRED IN 10/2000 (SEE C/F)												
		000 06/06/95	1,478.70	P	SLMM	07 00	0.00	1,478.70	03/31/98	1,373.07	880.17	0.00	1,373.07	
000068		TRANSFERRED IN 10/2000 (SEE C/F)												
		000 06/06/96	12,386.90	P	SLMM	05 00	0.00	12,386.90	03/31/98	12,386.90	6,069.20	0.00	12,386.90	
000069		TRANSFERRED IN 10/2000 (SEE C/F)												
		000 06/06/96	7,095.74	P	SLMM	05 00	0.00	7,095.74	03/31/98	7,095.74	4,047.67	0.00	7,095.74	
000070		TRANSFERRED IN 10/2000 (SEE C/F)												
		000 06/06/97	33,269.35	P	SLMM	05 00	0.00	33,269.35	03/31/98	32,570.51	27,724.46	0.00	32,570.51	
000071		TRANSFERRED IN 10/2000 (SEE C/F)												
		000 06/06/97	3,470.65	P	SLMM	07 00	0.00	3,470.65	03/31/98	3,470.65	3,016.16	0.00	3,470.65	
000072		TRANSFERRED IN 10/2000 (SEE C/F)												
		000 06/06/88	10,788.00	P	SLMM	05 00	0.00	10,788.00	03/31/98	10,208.00	0.00	0.00	10,208.00	
000073		TRANSFERRED IN 10/2000 (SEE C/F)												
		000 06/06/89	525.00	P	SLMM	05 00	0.00	525.00	03/31/98	490.50	0.00	0.00	490.50	
000074		TRANSFERRED IN 10/2000 (SEE C/F)												
		000 06/06/91	555.00	P	SLMM	05 00	0.00	555.00	03/31/98	555.00	0.00	0.00	555.00	
000075		TRANSFERRED IN 10/2000 (SEE C/F)												
		000 06/06/92	441.00	P	SLMM	05 00	0.00	441.00	03/31/98	430.65	0.00	0.00	430.65	
000076		TRANSFERRED IN 10/2000 (SEE C/F)												
		000 06/06/93	6,172.00	P	SLMM	05 00	0.00	6,172.00	03/31/98	5,643.47	205.73	0.00	5,643.47	
000077		TRANSFERRED IN 10/2000 (SEE C/F)												
		000 06/06/95	5,684.89	P	SLMM	05 00	0.00	5,684.89	03/31/98	5,684.89	2,384.97	0.00	5,684.89	
000078		TRANSFERRED IN 10/2000 (SEE C/F)												
		000 06/06/97	158.61	P	SLMM	07 00	0.00	158.61	03/31/98	158.61	135.95	0.00	158.61	
000079		AUDIO-VISUAL EQUIPMENT (FYE 3/31/02)												
		000 04/01/01	7,786.10	P	SLMM	05 00	0.00	7,786.10		7,786.10	7,786.10	0.00	7,786.10	
000080		DATA PROCESSING EQUIPMENT (FYE 3/31/02)												

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000081		000 04/01/01	2,147.49	P	SLMM	07 00	0.00	2,147.49		2,147.49	2,147.49	0.00	2,147.49	
		AUDIO-VISUAL EQUIP - MEETINGS - B & H PHOTO												
		000 07/11/02	919.60	P	SLMM	07 00	0.00	919.60		919.60	919.60	0.00	919.60	
000082		AUDIO-VISUAL EQUIP - MEETINGS - HAYWOOD												
		000 07/17/02	213.99	P	SLMM	07 00	0.00	213.99		213.99	213.99	0.00	213.99	
000083		AUDIO-VISUAL EQUIP - MEETINGS - ATLANTA CAD												
		000 07/11/02	125.08	P	SLMM	07 00	0.00	125.08		125.08	125.08	0.00	125.08	
000084		AUDIO-VISUAL EQUIP - MEETINGS - MARKERTEK												
		000 01/09/03	643.53	P	SLMM	07 00	0.00	643.53		643.53	643.53	0.00	643.53	
000085		COMPUTER EQUIP - MED WRITING - VALCOM												
		000 06/27/02	208.65	P	SLMM	05 00	0.00	208.65		208.65	208.65	0.00	208.65	
000086		COMPUTER EQUIP - RESEARCH - PARTNER												
		000 09/26/02	589.00	P	SLMM	05 00	0.00	589.00		589.00	589.00	0.00	589.00	
000087		COMPUTER EQUIP - MED TV - ATLANTA CAD												
		000 05/01/02	4,000.00	P	SLMM	05 00	0.00	4,000.00		4,000.00	4,000.00	0.00	4,000.00	
000088		COMPUTER EQUIP - MED TV - ATLANTA CAD												
		000 05/01/02	1,500.00	P	SLMM	05 00	0.00	1,500.00		1,500.00	1,500.00	0.00	1,500.00	
000089		COMPUTER EQUIP - MED TV - ATLANTA CAD												
		000 07/15/02	4,795.06	P	SLMM	05 00	0.00	4,795.06		4,795.06	4,795.06	0.00	4,795.06	
000090		COMPUTER EQUIPMENT - MEETINGS - ATLANTA CAD												
		000 07/15/02	12,801.06	P	SLMM	05 00	0.00	12,801.06		12,801.06	12,801.06	0.00	12,801.06	
000091		COMPUTER EQUIPMENT - MEETINGS - ATLANTA CAD												
		000 07/15/02	373.74	P	SLMM	05 00	0.00	373.74		373.74	373.74	0.00	373.74	
000092		ADJUSTMENT ASSET TO AGREE FIXED ASSET LISTING WITH GENERAL LEDGER - 3/31/03												
		000 03/31/97	65,353.34	P	SLMM	05 00	0.00	65,353.34	12/31/04	65,353.34	0.00	0.00	65,353.34	
000093		ADJUSTMENT ASSET - CUMULATIVE PRIOR PERIOD ADJUSTMENT												
		000 03/31/03	514,233.08	P	SLMM	10 00	0.00	514,233.08		398,530.65	449,953.96	51,423.31	449,953.96	
000094		LEASEHOLD IMPROVEMENTS - FREEMAN & ASSOCIATES (combo of 5 different amounts)												
		000 11/04/03	565,897.73	R	SLMM	40 00	0.00	565,897.73		101,389.99	115,537.43	14,147.44	115,537.43	
000095		LEASEHOLD IMPROVEMENTS - FREEMAN & ASSOCIATES (combo of 7 different amounts)												
		000 03/31/04	472,592.80	R	SLMM	40 00	0.00	472,592.80		79,750.04	91,564.86	11,814.82	91,564.86	
000096		FURNITURE & FIXTURES												
		000 03/31/04	89,300.00	P	SLMM	10 00	0.00	89,300.00		60,277.50	69,207.50	8,930.00	69,207.50	
000097		FURNITURE & FIXTURES - INDOOR GARDENERS												
		000 03/31/04	1,195.15	P	SLMM	10 00	0.00	1,195.15		806.76	926.28	119.52	926.28	
000098		FURNITURE & FIXTURES - AUDIO VISUAL INNOVATIONS												
		000 03/31/04	88,700.35	P	SLMM	10 00	0.00	88,700.35		59,872.77	68,742.81	8,870.04	68,742.81	
000099		FURNITURE, FIXTURES, & EQUIP												
		000 04/30/03	7,020.00	P	SLMM	10 00	0.00	7,020.00		5,382.00	6,084.00	702.00	6,084.00	
000100		FURNITURE, FIXTURES & EQUIPMENT												
		000 05/31/03	1,000.00	P	SLMM	10 00	0.00	1,000.00		758.33	858.33	100.00	858.33	
000101		FURNITURE, FIXTURES & EQUIP												
		000 05/31/03	8,299.02	P	SLMM	10 00	0.00	8,299.02		6,293.42	7,123.32	829.90	7,123.32	
000102		FURNITURE, FIXTURES & EQUIP												
		000 06/30/03	118,339.60	P	SLMM	10 00	0.00	118,339.60		88,754.70	100,588.66	11,833.96	100,588.66	
000103		FURNITURE, FIXTURES & EQUIPMENT												
		000 07/31/03	526.61	P	SLMM	10 00	0.00	526.61		390.57	443.23	52.66	443.23	
000104		FURNITURE, FIXTURES & EQUIP												
		000 07/31/03	1,573.76	P	SLMM	10 00	0.00	1,573.76		1,167.23	1,324.61	157.38	1,324.61	
000105		COMPUTER EQUIPMENT												
		000 05/31/03	377.14	P	SLMM	05 00	0.00	377.14		377.14	377.14	0.00	377.14	
000106		OTHER EQUIPMENT												
		000 06/30/03	7,554.60	P	SLMM	10 00	0.00	7,554.60		5,665.96	6,421.42	755.46	6,421.42	

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000107	OTHER EQUIPMENT											
	000 07/31/03	3,502.42	P SLMM	10 00	0 00	3,502.42		2,597.62	2,947.86	350.24	2,947.86	
000108	COMPUTER EQUIPMENT											
	000 03/31/04	547.31	P SLMM	05 00	0 00	547.31		547.31	547.31	0.00	547.31	
000109	COMPUTER EQUIPMENT - PC MALL											
	000 03/31/04	965.96	P SLMM	05 00	0.00	965.96		965.96	965.96	0.00	965.96	
000110	COMPUTER EQUIPMENT - PC MALL											
	000 03/31/04	969.05	P SLMM	05 00	0.00	969.05		969.05	969.05	0.00	969.05	
000111	COMPUTER EQUIPMENT - PC MALL											
	000 02/19/04	314.34	P SLMM	05 00	0.00	314.34		314.34	314.34	0.00	314.34	
000112	COMPUTER EQUIPMENT - CAROL BINNS											
	000 03/31/04	415.98	P SLMM	05 00	0 00	415.98		415.98	415.98	0.00	415.98	
000113	FURN, FIXTURES & EQUIPMENT - LIBRARY											
	000 12/02/03	1,082.88	P SLMM	10 00	0.00	1,082.88		767.06	875.35	108.29	875.35	
000114	FURN, FIXTURES & EQUIPMENT - LIBRARY											
	000 02/11/04	2,591.14	P SLMM	10 00	0 00	2,591.14		1,792.19	2,051.30	259.11	2,051.30	
000115	COMPUTER EQUIPMENT - PAUL PRATHER											
	000 10/20/03	6,891.06	P SLMM	05 00	0 00	6,891.06		6,891.06	6,891.06	0.00	6,891.06	
000116	COMPUTER EQUIPMENT - PC CONNECTION SALES OF MASSACHUSETTS											
	000 11/18/03	4,342.43	P SLMM	05 00	0 00	4,342.43		4,342.43	4,342.43	0.00	4,342.43	
000117	COMPUTER EQUIPMENT - PC CONNECTION SALES OF MASSACHUSETTS											
	000 11/30/03	3,807.56	P SLMM	05 00	0 00	3,807.56		3,807.56	3,807.56	0.00	3,807.56	
000118	COMPUTER EQUIPMENT - PC MALL											
	000 12/02/03	273.87	P SLMM	05 00	0 00	273.87		273.87	273.87	0.00	273.87	
000119	COMPUTER EQUIPMENT - PC MALL											
	000 01/30/04	605.59	P SLMM	05 00	0.00	605.59		605.59	605.59	0.00	605.59	
000120	COMPUTER EQUIPMENT - PC MALL											
	000 01/30/04	161.46	P SLMM	05 00	0 00	161.46		161.46	161.46	0.00	161.46	
000121	COMPUTER EQUIPMENT - PC MALL											
	000 01/30/04	2,299.72	P SLMM	05 00	0.00	2,299.72		2,299.72	2,299.72	0.00	2,299.72	
000122	COMPUTER EQUIPMENT - ATLANTA CAD SERVICES, INC											
	000 07/18/03	7,000.00	P SLMM	05 00	0.00	7,000.00		7,000.00	7,000.00	0.00	7,000.00	
000123	COMPUTER EQUIPMENT - ATLANTA CAD SERVICES, INC											
	000 08/21/03	6,713.78	P SLMM	05 00	0 00	6,713.78		6,713.78	6,713.78	0.00	6,713.78	
000124	FURNITURE & FIXTURES - MED TV - MARKERTEK VIDEO SUPPLY											
	000 03/31/04	235.75	P SLMM	10 00	0.00	235.75		159.16	182.74	23.58	182.74	
000125	COMPUTER EQUIPMENT - TIGER DIRECT COM											
	000 01/30/04	191.56	P SLMM	05 00	0.00	191.56		191.56	191.56	0.00	191.56	
000126	LEASEHOLD IMPROVEMENTS - FREEMAN & ASSOCIATES											
	000 09/08/04	13,091.46	R SLMM	40 00	0.00	13,091.46		2,072.84	2,400.13	327.29	2,400.13	
000127	LEASEHOLD IMPROVEMENTS - FREEMAN & ASSOCIATES											
	000 04/13/04	96,101.89	R SLMM	40 00	0 00	96,101.89		16,217.21	18,619.76	2,402.55	18,619.76	
000128	LEASEHOLD IMPROVEMENTS - ANDRAS ARCHITECTS											
	000 05/26/04	5,687.50	R SLMM	40 00	0 00	5,687.50		936.08	1,078.27	142.19	1,078.27	
000129	LEASEHOLD IMPROVEMENTS - FREEMAN & ASSOCIATES											
	000 07/22/04	22,103.78	R SLMM	40 00	0 00	22,103.78		3,545.86	4,098.46	552.60	4,098.46	
000130	LEASEHOLD IMPROVEMENTS - AUDIO/VISUAL INNOVATIONS											
	000 08/09/04	101,629.02	R SLMM	40 00	0 00	101,629.02		16,303.02	18,843.75	2,540.73	18,843.75	
000131	LEASEHOLD IMPROVEMENTS - MUSEUM - FREEMAN & ASSOCIATES											
	000 09/23/04	69,150.50	R SLMM	40 00	0 00	69,150.50		10,804.75	12,533.51	1,728.76	12,533.51	
000132	LEASEHOLD IMPROVEMENTS - VSA SECURITY SYSTEM											
	000 10/20/04	2,570.00	R SLMM	40 00	0 00	2,570.00		396.21	460.46	64.25	460.46	
000133	LEASEHOLD IMPROVEMENTS - MUSEUM - FREEMAN & ASSOCIATES											

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000134		000 11/04/04	12,692.80	R	SLMM	40 00	0.00	12,692.80		1,956.81	2,274.13	317.32	2,274.13	
		000 11/18/04	540.19	R	SLMM	40 00	0.00	540.19		82.20	95.71	13.51	95.71	
000135		000 04/26/04	547.84	P	SLMM	10 00	0.00	547.84		365.20	419.98	54.78	419.98	
000136		000 05/25/04	394.77	P	SLMM	10 00	0.00	394.77		259.92	299.40	39.48	299.40	
000137		000 06/14/04	29,882.34	P	SLMM	10 00	0.00	29,882.34		19,672.52	22,660.75	2,988.23	22,660.75	
000138		000 12/29/04	1,933.60	P	SLMM	10 00	0.00	1,933.60		1,160.16	1,353.52	193.36	1,353.52	
000139		000 05/04/04	979.05	P	SLMM	05 00	0.00	979.05		979.05	979.05	0.00	979.05	
000140		000 12/07/04	739.37	P	SLMM	05 00	0.00	739.37		739.37	739.37	0.00	739.37	
000141		000 06/07/04	640.80	P	SLMM	10 00	0.00	640.80		421.86	485.94	64.08	485.94	
000142		000 04/07/04	4,018.30	P	SLMM	10 00	0.00	4,018.30		2,712.35	3,114.18	401.83	3,114.18	
000143		000 05/25/04	5,063.54	P	SLMM	10 00	0.00	5,063.54		3,333.47	3,839.82	506.35	3,839.82	
000144		000 06/29/04	4,321.35	P	SLMM	10 00	0.00	4,321.35		2,808.91	3,241.05	432.14	3,241.05	
000145		000 08/02/04	2,575.99	P	SLMM	05 00	0.00	2,575.99		2,575.99	2,575.99	0.00	2,575.99	
000146		000 07/12/04	2,300.00	P	SLMM	05 00	0.00	2,300.00		2,300.00	2,300.00	0.00	2,300.00	
000147		000 03/04/05	927.00	P	SLMM	07 00	0.00	927.00		772.51	904.94	132.43	904.94	
000148		000 01/15/05	16,595.00	P	SLMM	07 00	0.00	16,595.00		14,224.32	16,595.00	2,370.68	16,595.00	
000149		000 02/15/05	610.00	P	SLMM	07 00	0.00	610.00		515.58	602.72	87.14	602.72	
000150		000 02/15/05	289.00	P	SLMM	05 00	0.00	289.00		289.00	289.00	0.00	289.00	
000151		000 09/19/05	3,066.00	P	SLMM	10 00	0.00	3,066.00		1,609.65	1,916.25	306.60	1,916.25	
000152		000 02/07/05	4,445.00	R	SLMM	40 00	0.00	4,445.00		657.52	768.65	111.13	768.65	
000153		000 10/26/05	19,185.00	R	SLMM	40 00	0.00	19,185.00		2,478.10	2,957.73	479.63	2,957.73	
000154		000 09/23/05	16,191.00	P	SLMM	07 00	0.00	16,191.00		12,143.25	14,456.25	2,313.00	14,456.25	
000155		000 09/16/05	8,450.00	P	SLMM	07 00	0.00	8,450.00		6,337.49	7,544.63	1,207.14	7,544.63	
000156		000 01/01/06	201,053.00	R	SLMM	40 00	0.00	201,053.00		25,131.65	30,157.98	5,026.33	30,157.98	
000157		000 01/01/06	475,463.00	R	SLMM	40 00	0.00	475,463.00		59,432.90	71,319.48	11,886.58	71,319.48	
000158		000 05/18/06	24,005.42	P	SLMM	07 00	0.00	24,005.42		15,717.85	19,147.20	3,429.35	19,147.20	
000159		000 04/19/06	34,836.65	P	SLMM	07 00	0.00	34,836.65		23,224.46	28,201.13	4,976.67	28,201.13	

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000160	AUDIO-VISUAL EQUIPMENT - INITIAL DEPOSIT (AUDIO VISUAL INNOVATIONS)											
	000 02/28/06	27,917.88	P SLMM	07 00	0.00	27,917.88		19,276.64	23,264.91	3,988.27	23,264.91	
000161	LEASEHOLD IMPROVEMENTS - MISCELLANOUS											
	000 06/30/06	6,512.00	R SLMM	40 00	0.00	6,512.00		732.60	895.40	162.80	895.40	
000162	QWIZDOM - 50 STUDENT REMOTES, CGARGER, INTERACT SOFTWARE											
	000 04/03/07	7,581.00	P SLMM	05 00	0.00	7,581.00		5,685.75	7,201.95	1,516.20	7,201.95	
000163	AUDIO-VISUAL EQUIP - MEDIA CONCEPTS - GRASS VALLEY 100N - BORDER & PULSE											
	000 09/13/07	2,526.00	P SLMM	07 00	0.00	2,526.00		1,202.87	1,563.73	360.86	1,563.73	
000164	LEASEHOLD IMPROVEMENTS - MISCELLANEOUS (CRYSTAL D. POWELL)											
	000 05/18/07	5,500.00	R SLMM	40 00	0.00	5,500.00		492.71	630.21	137.50	630.21	
000165	LEASEHOLD IMPROVEMENTS - HUGHSTON GARDENS (FREEMAN & ASSOCIATES)											
	000 02/21/07	23,126.00	R SLMM	40 00	0.00	23,126.00		2,216.24	2,794.39	578.15	2,794.39	
000166	LH - HUGHSTON GARDENS MISCELLANEOUS (COMBO OF 6 DIFFERENT AMOUNTS)											
	000 05/02/07	23,832.00	R SLMM	40 00	0.00	23,832.00		2,184.60	2,780.40	595.80	2,780.40	
000167	FURNITURE & FIXTURES - BLINDS - BLINDS FACTORY											
	000 05/04/09	2,096.68	P SLMM	10 00	0.00	2,096.68		349.45	559.12	209.67	559.12	
000168	LEASEHOLD IMPROVEMENTS - BINSWANGER GLASS - DOORS											
	000 05/18/09	3,714.54	R SLMM	40 00	0.00	3,714.54		147.03	239.89	92.86	239.89	
000169	LEASEHOLD IMPROVEMENTS - LTR GLASS - DOOR LOGO											
	000 07/07/09	1,363.00	R SLMM	40 00	0.00	1,363.00		51.12	85.20	34.08	85.20	
000170	FURNITURE & FIXTURES - A&S CARPET - CARPET											
	000 10/30/09	4,202.87	P SLMM	10 00	0.00	4,202.87		490.34	910.63	420.29	910.63	
000171	FURNITURE & FIXTURES - MALONE OFFICE - FILE CABINETS											
	000 10/30/09	8,736.52	P SLMM	10 00	0.00	8,736.52		1,019.26	1,892.91	873.65	1,892.91	
000172	FURNITURE & FIXTURES - MALONE OFFICE - 3 FILE CABINETS											
	000 02/17/10	2,063.82	P SLMM	10 00	0.00	2,063.82		171.99	378.37	206.38	378.37	
000173	AUDIO-VISUAL - AUDIO VISUAL INNOVATIONS - CRESTON UPX2 REPAIR											
	000 10/12/10	2,450.00	P SLMM	07 00	0.00	2,450.00		87.50	437.50	350.00	437.50	
000174	AUDIO-VISUAL - BH PHOTO VIDEO - ADOBE PRODUCTION SOFTWARE											
	000 10/12/10	2,994.94	P SLMM	07 00	0.00	2,994.94		106.96	534.81	427.85	534.81	
000175	AUDIO-VISUAL - FULL COMPASS SYSTEMS - WIRELESS INTERCOM BELT											
	000 10/29/10	2,229.46	P SLMM	07 00	0.00	2,229.46		53.08	371.58	318.50	371.58	
000176	AUSBON FIRE PROTECTION - FIRE SPRINKLER SYSTEM REPAIR											
	000 12/14/10	5,400.00	R SLMM	40 00	0.00	5,400.00		11.25	146.25	135.00	146.25	
000177	NIKON D2X CAMERA (USED) - CHIP GRIFFIN											
	000 04/22/11	1,000.00	P SLMM	05 00	0.00	1,000.00		0.00	133.33	133.33	133.33	
000178	COMPUTER EQUIPMENT - INDESIGN CS5 WINDOWS - PC MALL											
	000 04/11/11	1,298.09	P SLMM	05 00	0.00	1,298.09		0.00	194.71	194.71	194.71	
000179	COMPUTER EQUIPMENT - INTEL COMPUTERS, WINDOWS, ADOBE											
	000 01/04/11	5,380.86	P SLMM	05 00	0.00	5,380.86		0.00	1,076.17	1,076.17	1,076.17	
Grand Total		4,357,181.95			0.00	4,357,181.95		2,114,200.62	1,621,452.76	167,385.91	2,281,586.53	
Less disposals and transfers		0.00			0.00	0.00		0.00			0.00	
Count = 0												
Net Grand Total		4,357,181.95			0.00	4,357,181.95		2,114,200.62	1,621,452.76	167,385.91	2,281,586.53	
Count = 179												

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **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.

Type or print	Name of exempt organization or other filer, see instructions THE HUGHSTON FOUNDATION, INC.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 58-1354127
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 9517	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions COLUMBUS, GA 31908	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

FELISHA ROBERTS

• The books are in the care of ▶ **6262 VETERANS PARKWAY - COLUMBUS, GA 31907**
 Telephone No ▶ **706-494-3365** 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, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
 ▶ calendar year **2011** or
 ▶ tax year beginning _____, and ending _____.

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	\$	468.
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	\$	840.
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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)