

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

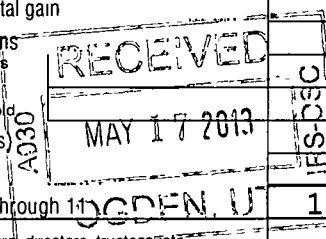
Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2012 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	Room/suite	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"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 4,968,688.	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)
1 Contributions, gifts, grants, etc., received	545,790.			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	83.	83.	83.	
4 Dividends and interest from securities	73,812.	73,812.	73,812.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	36,790.			
b Gross sales price for all assets on line 6a 511,958.				
7 Capital gain net income (from Part IV, line 2)		36,790.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	662,182.	0.	662,182.	STATEMENT 1
12 Total. Add lines 1 through 11	1,318,657.	110,685.	736,077.	
13 Compensation of officers, directors, trustees, etc.	0.	0.	0.	0.
14 Other employee salaries and wages	627,614.	0.	0.	627,614.
15 Pension plans, employee benefits	24,707.	0.	0.	24,707.
16a Legal fees				
b Accounting fees STMT 2	5,245.	0.	0.	5,245.
c Other professional fees STMT 3	10,400.	0.	0.	10,400.
17 Interest				
18 Taxes STMT 4	52,474.	670.	0.	51,696.
19 Depreciation and depletion	166,147.	0.	0.	
20 Occupancy	122,106.	0.	0.	122,106.
21 Travel, conferences, and meetings	32,479.	0.	0.	32,479.
22 Printing and publications				
23 Other expenses STMT 5	635,485.	32,373.	0.	603,112.
24 Total operating and administrative expenses Add lines 13 through 23	1,676,657.	33,043.	0.	1,477,359.
25 Contributions, gifts, grants paid	0.			0.
26 Total expenses and disbursements. Add lines 24 and 25	1,676,657.	33,043.	0.	1,477,359.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<358,000.>			
b Net investment income (if negative, enter -0-)		77,642.		
c Adjusted net income (if negative, enter -0-)			736,077.	

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14

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	44,458.	68,510.	68,510.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 13,218.			
	Less: allowance for doubtful accounts ▶	89.	13,218.	13,218.
	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 7	2,964,375.	2,956,252.	2,956,252.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ 4,378,441.			
	Less: accumulated depreciation ▶ 2,447,733.	2,075,596.	1,930,708.	1,930,708.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	5,084,518.	4,968,688.	4,968,688.
	17 Accounts payable and accrued expenses	33,946.	24,836.	
	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)	33,946.	24,836.		
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	4,209,056.	4,102,336.	
	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	5,050,572.	4,943,852.		
31 Total liabilities and net assets/fund balances	5,084,518.	4,968,688.		

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	5,050,572.
2 Enter amount from Part I, line 27a	2	<358,000.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	251,280.
4 Add lines 1, 2, and 3	4	4,943,852.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,943,852.

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	511,958.	475,168.	36,790.

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			36,790.

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	36,790.
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	<128.>

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,594,351.	5,363,930.	.297236
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

2 Total of line 1, column (d)	2	1.219418
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	.243884
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	4,982,749.
5 Multiply line 4 by line 3	5	1,215,213.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	776.
7 Add lines 5 and 6	7	1,215,989.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	1,477,359.

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	776.
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	776.
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	776.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	480.
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	480.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" 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	296.
10	Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► WWW.HUGHSTONFOUNDATION.COM	X		
14	The books are in care of ► FELISHA ROBERTS Telephone no. ► 706-494-3365 Located at ► 6262 VETERANS PARKWAY, COLUMBUS, GA ZIP+4 ► 31907			
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 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►		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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) <input type="checkbox"/> N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(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 N/A

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 8		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 P.O. BOX 9517, COLUMBUS, GA 31908	MEDICAL WRITER 40.00	89,933.	0.	0.
ROBERT ROSS P.O. BOX 9517, COLUMBUS, GA 31908	MEDICAL TELEVISION DIRECTOR 40.00	80,990.	0.	0.
BELINDA KLEIN P.O. BOX 9517, COLUMBUS, GA 31908	MEDICAL ILLUSTRATOR 40.00	68,484.	0.	0.
CAROL BINNS P.O. BOX 9517, COLUMBUS, GA 31908	MEDICAL WRITER 40.00	63,526.	0.	0.
CHOLLY MONTON P.O. BOX 9517, COLUMBUS, GA 31908	RESEARCH ASSISTANT 40.00	51,936.	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."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	0.
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	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	2,964,185.
b	Average of monthly cash balances	1b	91,291.
c	Fair market value of all other assets	1c	2,003,152.
d	Total (add lines 1a, b, and c)	1d	5,058,628.
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	5,058,628.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	75,879.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,982,749.
6	Minimum investment return. Enter 5% of line 5	6	249,137.

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 2012 from Part VI, line 5	2a	
b	Income tax for 2012. (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	1,477,359.
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	1,477,359.
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	776.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,476,583.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years:				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4. ► \$				
a Applied to 2011, 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 2012 distributable amount				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				
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 2007 not applied on line 5 or line 7				
9 Excess distributions carryover to 2013 Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9.				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	
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	249,137.	268,197.	272,999.	271,531.	1,061,864.
b 85% of line 2a	211,766.	227,967.	232,049.	230,801.	902,584.
c Qualifying distributions from Part XII, line 4 for each year listed	1,477,359.	1,594,819.	1,385,178.	1,313,237.	5,770,593.
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	1,477,359.	1,594,819.	1,385,178.	1,313,237.	5,770,593.
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	166,091.	178,798.	181,999.	181,021.	707,909.
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 or e-mail 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 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
<p>a <i>Paid during the year</i></p> <p style="text-align: center;">NONE</p>				
Total			▶ 3a	0.
<p>b <i>Approved for future payment</i></p> <p style="text-align: center;">NONE</p>				
Total			▶ 3b	0.

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... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash (2) Other assets b Other transactions... c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains '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 [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains '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. Signature of officer or trustee: [Signature] Date: 5/14/13 Title: PRESIDENT

Paid Preparer Use Only Print/Type preparer's name: KRISTINE P. BRAXTON, CPA Preparer's signature: [Signature] Date: 5/8/13 Check [] if self-employed PTIN: P00014241 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

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

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2012

Name of the organization

THE HUGHSTON FOUNDATION, INC.

Employer identification number

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) (2012)**

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>60,000.</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>22,000.</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>22,000.</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>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)
5	<u>DOUGLAS W. PAHL, M.D., P.C.</u> <u>6500-1 GREEN ISLAND DRIVE</u> <u>COLUMBUS, GA 31904</u>	\$ <u>11,500.</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 FORTSON, GA 31808	\$ 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	\$ 20,000.	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 ROAD 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 ROAD CATAULA, GA 31804	\$ 16,000.	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	PATRICK FERNICOLA, M.D., P.C. 2131 OLD RIVER RD FORTSON, GA 31808	\$ 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	SMITH & NEPHEW, INC. 1450 BROOKS ROAD MEMPHIS, TN 38116	\$ 56,250.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
15	THOMAS N. BERNARD, M.D., P.C. 137 CASCADE 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)
16	JACK HUGHSTON MEMORIAL HOSPITAL 4401 RIVER CHASE DRIVE PHENIX CITY, AL 36867-7483	\$ 6,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
17	THOMAS M. CHOPP, M.D. 8854 WEST EMERALD STREET, SUITE 102 BOISE, ID 83704	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
18	KINEX MEDICAL GROUP 1801 AIRPORT ROAD, SUITE D WAUKESHA, WI 53188	\$ 5,000.	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
19	<u>KURT JACOBSON, M.D., P.C.</u> <u>184 BROKEN ROCK ROAD</u> <u>HAMILTON, GA 31811</u>	\$ <u>10,400.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
20	<u>CHAMP L. BAKER, III M.D., P.C.</u> <u>806 OVERLOOK DRIVE</u> <u>COLUMBUS, GA 31906</u>	\$ <u>10,200.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
21	<u>MICHAEL M. TUCKER, M.D., P.C.</u> <u>271 PINETREE ROAD</u> <u>COLUMBUS, GA 31821</u>	\$ <u>5,700.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
22	<u>RYAN M. GERINGER, M.D. P.C.</u> <u>1122 LAURELWOOD ROAD</u> <u>COLUMBUS, GA 31904</u>	\$ <u>5,200.</u>	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)
	_____ _____ _____	\$ _____	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

(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

(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

(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

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 EGA EMERGING GLOBAL SHS	P	07/19/12	10/03/12
b ISHARES TR FTSE XINHUA HK CHINA	P	11/09/11	VARIOUS
c VANGUARD BD INDEX FDINC TOTAL BD MARKET	P	12/15/11	VARIOUS
d ISHARES BARCLAYS 7-10 YEAR TREASURY BOND	P	VARIOUS	VARIOUS
e ISHARES IBOXX INVESTOP INVESTMENT GRAD	P	12/13/10	VARIOUS
f ISHARES INC MSCI AUSTRALIA INDEX FUND	P	12/13/10	04/11/12
g ISHARES INC MSCI CANADA INDEX FD	P	12/13/10	VARIOUS
h ISHARES INC MSCI GERMANY INDEX FD	P	VARIOUS	04/11/12
i ISHARES INC MSCI JAPAN INDEX FD	P	VARIOUS	04/11/12
j ISHARES INC MSCI SINGAPORE INDEX FD	P	03/03/11	VARIOUS
k ISHARES TR DOW JONES U.S. REAL ESTATE IND	P	12/28/10	VARIOUS
l ISHARES TR IBOXX\$ HIGH YIELD CORP BOND FD	P	VARIOUS	VARIOUS
m ISHARES TR RUSSELL MIDCAP GROWTH INDEX FD	P	VARIOUS	VARIOUS
n ISHARES TR RUSSELL MIDCAP VALUE INDEX FD	P	VARIOUS	VARIOUS
o ISHARES TR RUSSELL 1000 GROWTH INDEX FD	P	12/28/10	VARIOUS

(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 985.		918.	67.
b 5,314.		5,574.	<260.>
c 17,661.		17,596.	65.
d 12,826.		11,311.	1,515.
e 46,011.		42,102.	3,909.
f 1,373.		1,532.	<159.>
g 4,161.		4,629.	<468.>
h 1,536.		1,707.	<171.>
i 1,665.		1,833.	<168.>
j 2,829.		2,922.	<93.>
k 23,276.		20,608.	2,668.
l 19,052.		18,763.	289.
m 149,351.		136,687.	12,664.
n 121,695.		116,510.	5,185.
o 45,988.		40,032.	5,956.

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			** 67.
b			** <260.>
c			** 65.
d			1,515.
e			3,909.
f			<159.>
g			<468.>
h			<171.>
i			<168.>
j			<93.>
k			2,668.
l			289.
m			12,664.
n			5,185.
o			5,956.

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 1000 VALUE INDEX FD	P	12/13/10	10/03/12
b ISHARES TR RUSSELL 2000 GROWTH INDEX FD	P	VARIOUS	VARIOUS
c ISHARES TR RUSSELL 2000 VALUE INDEX FD	P	12/29/10	04/11/12
d ISHARES TR S&P EUROPE 350 INDEX FD	P	12/28/10	VARIOUS
e SPDR GOLD TR GOLD SHS	P	VARIOUS	10/03/12
f CAPITAL GAINS DIVIDENDS			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 15,223.		13,465.	1,758.
b 22,445.		20,941.	1,504.
c 4,194.		4,296.	<102.>
d 5,434.		5,670.	<236.>
e 10,347.		8,072.	2,275.
f 592.			592.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			1,758.
b			1,504.
c			<102.>
d			<236.>
e			2,275.
f			592.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	36,790.
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	<128.>

Hughston Foundation
 Depreciation Expense Report
 As of December 31, 2012

990-PF attachment
 Part II, Line 14
 58-1254127

Book =-Internal
 FYE Month = December

Sys No	In Svc Ext 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	0 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)												

Hughston Foundation
Depreciation Expense Report
As of December 31, 2012

Book = Internal
 FYE Month = December

Sys No	In Svc Ext 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
000028	000 06/06/85 TRANSFERRED IN 10/2000 (SEE C/F)	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	
000029	000 06/06/86 TRANSFERRED IN 10/2000 (SEE C/F)	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	
000030	000 06/06/87 TRANSFERRED IN 10/2000 (SEE C/F)	501.00	P	SLMM	05 00	0.00	501.00	03/31/98	489.00	0.00	0.00	489.00	
000031	000 06/06/88 TRANSFERRED IN 10/2000 (SEE C/F)	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	
000032	000 06/06/89 TRANSFERRED IN 10/2000 (SEE C/F)	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	
000033	000 06/06/90 TRANSFERRED IN 10/2000 (SEE C/F)	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	
000034	000 06/06/91 TRANSFERRED IN 10/2000 (SEE C/F)	236.00	P	SLMM	05 00	0 00	236.00	03/31/98	236.00	0.00	0.00	236.00	
000035	000 06/06/92 TRANSFERRED IN 10/2000 (SEE C/F)	168.00	P	SLMM	05 00	0 00	168.00	03/31/98	168.00	0 00	0 00	168.00	
000036	000 06/06/93 TRANSFERRED IN 10/2000 (SEE C/F)	250.00	P	SLMM	05 00	0 00	250.00	03/31/98	229.17	8 33	0 00	229.17	
000037	000 06/06/94 TRANSFERRED IN 10/2000 (SEE C/F)	344.56	P	SLMM	07 00	0.00	344.56	03/31/98	332.26	155.86	0.00	332.26	
000038	000 06/06/96 TRANSFERRED IN 10/2000 (SEE C/F)	476.95	P	MF200	07 00	0.00	476.95	03/31/98	476.95	292.01	0.00	476.95	s
000039	000 06/06/97 TRANSFERRED IN 10/2000 (SEE C/F)	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	
000040	000 06/06/82 TRANSFERRED IN 10/2000 (SEE C/F)	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	
000041	000 06/06/83 TRANSFERRED IN 10/2000 (SEE C/F)	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	
000042	000 06/06/84 TRANSFERRED IN 10/2000 (SEE C/F)	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	
000043	000 06/06/85 TRANSFERRED IN 10/2000 (SEE C/F)	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	
000044	000 06/06/86 TRANSFERRED IN 10/2000 (SEE C/F)	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	
000045	000 06/06/87 TRANSFERRED IN 10/2000 (SEE C/F)	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	
000046	000 06/06/88 TRANSFERRED IN 10/2000 (SEE C/F)	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	
000047	000 06/06/89 TRANSFERRED IN 10/2000 (SEE C/F)	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	
000048	000 06/06/90 TRANSFERRED IN 10/2000 (SEE C/F)	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	
000049	000 06/06/91 TRANSFERRED IN 10/2000 (SEE C/F)	707.00	P	SLMM	05 00	0 00	707.00	03/31/98	699.80	0.00	0 00	699.80	
000050	000 06/06/92 TRANSFERRED IN 10/2000 (SEE C/F)	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	
000051	000 06/06/93 TRANSFERRED IN 10/2000 (SEE C/F)	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	
000052	000 06/06/94 TRANSFERRED IN 10/2000 (SEE C/F)	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	
000053	000 06/06/94 TRANSFERRED IN 10/2000 (SEE C/F)	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	
	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	

Hughston Foundation
Depreciation Expense Report
As of December 31, 2012

Book = Internal
 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	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)											

Hughston Foundation
Depreciation Expense Report
As of December 31, 2012

Book = Internal

FYE Month = December

Sys No	In Svc Ext 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
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		449,953.96	501,377.27	51,423.31	501,377.27	
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		115,537.43	129,684.87	14,147.44	129,684.87	
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		91,564.86	103,379.68	11,814.82	103,379.68	
000096	FURNITURE & FIXTURES												
	000 03/31/04	89,300.00	P	SLMM	10 00	0.00	89,300.00		69,207.50	78,137.50	8,930.00	78,137.50	
000097	FURNITURE & FIXTURES - INDOOR GARDENERS												
	000 03/31/04	1,195.15	P	SLMM	10 00	0.00	1,195.15		926.28	1,045.80	119.52	1,045.80	
000098	FURNITURE & FIXTURES - AUDIO VISUAL INNOVATIONS												
	000 03/31/04	88,700.35	P	SLMM	10 00	0.00	88,700.35		68,742.81	77,612.85	8,870.04	77,612.85	
000099	FURNITURE, FIXTURES, & EQUIP												
	000 04/30/03	7,020.00	P	SLMM	10 00	0.00	7,020.00		6,084.00	6,786.00	702.00	6,786.00	
000100	FURNITURE, FIXTURES & EQUIPMENT												
	000 05/31/03	1,000.00	P	SLMM	10 00	0.00	1,000.00		858.33	958.33	100.00	958.33	
000101	FURNITURE, FIXTURES & EQUIP												
	000 05/31/03	8,299.02	P	SLMM	10 00	0.00	8,299.02		7,123.32	7,953.22	829.90	7,953.22	
000102	FURNITURE, FIXTURES & EQUIP												
	000 06/30/03	118,339.60	P	SLMM	10 00	0.00	118,339.60		100,588.66	112,422.62	11,833.96	112,422.62	
000103	FURNITURE, FIXTURES & EQUIPMENT												
	000 07/31/03	526.61	P	SLMM	10 00	0.00	526.61		443.23	495.89	52.66	495.89	
000104	FURNITURE, FIXTURES & EQUIP												
	000 07/31/03	1,573.76	P	SLMM	10 00	0.00	1,573.76		1,324.61	1,481.99	157.38	1,481.99	
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		6,421.42	7,176.88	755.46	7,176.88	

Hughston Foundation
Depreciation Expense Report
As of December 31, 2012

Book = Internal

FYE Month = December

Sys No	In Svc Ext 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
000107	OTHER EQUIPMENT												
	000 07/31/03	3,502.42	P	SLMM	10 00	0.00	3,502.42		2,947.86	3,298.10	350.24	3,298.10	
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		875.35	983.64	108.29	983.64	
000114	FURN, FIXTURES & EQUIPMENT - LIBRARY												
	000 02/11/04	2,591.14	P	SLMM	10 00	0.00	2,591.14		2,051.30	2,310.41	259.11	2,310.41	
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		182.74	206.32	23.58	206.32	
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		2,400.13	2,727.42	327.29	2,727.42	
000127	LEASEHOLD IMPROVEMENTS - FREEMAN & ASSOCIATES												
	000 04/13/04	96,101.89	R	SLMM	40 00	0.00	96,101.89		18,619.76	21,022.31	2,402.55	21,022.31	
000128	LEASEHOLD IMPROVEMENTS - ANDRAS ARCHITECTS												
	000 05/26/04	5,687.50	R	SLMM	40 00	0.00	5,687.50		1,078.27	1,220.46	142.19	1,220.46	
000129	LEASEHOLD IMPROVEMENTS - FREEMAN & ASSOCIATES												
	000 07/22/04	22,103.78	R	SLMM	40 00	0.00	22,103.78		4,098.46	4,651.06	552.60	4,651.06	
000130	LEASEHOLD IMPROVEMENTS - AUDIO/VISUAL INNOVATIONS												
	000 08/09/04	101,629.02	R	SLMM	40 00	0.00	101,629.02		18,843.75	21,384.48	2,540.73	21,384.48	
000131	LEASEHOLD IMPROVEMENTS - MUSEUM - FREEMAN & ASSOCIATES												
	000 09/23/04	69,150.50	R	SLMM	40 00	0.00	69,150.50		12,533.51	14,262.27	1,728.76	14,262.27	
000132	LEASEHOLD IMPROVEMENTS - VSA SECURITY SYSTEM												
	000 10/20/04	2,570.00	R	SLMM	40 00	0.00	2,570.00		460.46	524.71	64.25	524.71	
000133	LEASEHOLD IMPROVEMENTS - MUSEUM - FREEMAN & ASSOCIATES												

Hughston Foundation
Depreciation Expense Report
As of December 31, 2012

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FYE Month = December

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	000 11/04/04	12,692.80	R SLMM	40 00	0.00	12,692.80		2,274.13	2,591.45	317.32	2,591.45	
000134	LEASEHOLD IMPROVEMENTS - ALEXANDER ELECTRIC CO											
	000 11/18/04	540.19	R SLMM	40 00	0.00	540.19		95.71	109.22	13.51	109.22	
000135	FURNITURE & FIXTURES - ADMIN - DYE'S DUST CONTROL											
	000 04/26/04	547.84	P SLMM	10 00	0.00	547.84		419.98	474.76	54.78	474.76	
000136	FURNITURE & FIXTURES - ADMIN - STAPLES											
	000 05/25/04	394.77	P SLMM	10 00	0.00	394.77		299.40	338.88	39.48	338.88	
000137	FURNITURE & FIXTURES - ADMIN - OVERBY CO											
	000 06/14/04	29,882.34	P SLMM	10 00	0.00	29,882.34		22,660.75	25,648.98	2,988.23	25,648.98	
000138	FURNITURE & FIXTURES - ADMIN - SIGNS UNLIMITED											
	000 12/29/04	1,933.60	P SLMM	10 00	0.00	1,933.60		1,353.52	1,546.88	193.36	1,546.88	
000139	COMPUTER EQUIPMENT - PC MALL											
	000 05/04/04	979.05	P SLMM	05 00	0.00	979.05		979.05	979.05	0.00	979.05	
000140	COMPUTER EQUIPMENT - OVERBY CO											
	000 12/07/04	739.37	P SLMM	05 00	0.00	739.37		739.37	739.37	0.00	739.37	
000141	FURNITURE & FIXTURES - LIBRARY - OVERBY CO											
	000 06/07/04	640.80	P SLMM	10 00	0.00	640.80		485.94	550.02	64.08	550.02	
000142	FURNITURE & FIXTURES - MED TV - MARKERTEK VIDEO SUPPLY											
	000 04/07/04	4,018.30	P SLMM	10 00	0.00	4,018.30		3,114.18	3,516.01	401.83	3,516.01	
000143	FURNITURE & FIXTURES - MED TV - MEDIA PRODUCTS OF ATLANTA											
	000 05/25/04	5,063.54	P SLMM	10 00	0.00	5,063.54		3,839.82	4,346.17	506.35	4,346.17	
000144	FURNITURE & FIXTURES - MED TV - MARKERTEK VIDEO SUPPLY											
	000 06/29/04	4,321.35	P SLMM	10 00	0.00	4,321.35		3,241.05	3,673.19	432.14	3,673.19	
000145	COMPUTER EQUIPMENT - ATLANTA CAD SERVICES											
	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	COMPUTER EQUIPMENT - ATLANTA CAD SERVICES											
	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	AUDIO-VISUAL INNOVATIONS - VIDEO ANALOG CARD											
	000 03/04/05	927.00	P SLMM	07 00	0.00	927.00		904.94	927.00	22.06	927.00	
000148	AUDIO-VISUAL EQUIPMENT - PROGRAMMING LABOR											
	000 01/15/05	16,595.00	P SLMM	07 00	0.00	16,595.00		16,595.00	16,595.00	0.00	16,595.00	
000149	VIDEO ANALOG CARD											
	000 02/15/05	610.00	P SLMM	07 00	0.00	610.00		602.72	610.00	7.28	610.00	
000150	POWER SUPPLY, SPEAKER, INSTALLATION KIT, ETC..											
	000 02/15/05	289.00	P SLMM	05 00	0.00	289.00		289.00	289.00	0.00	289.00	
000151	PHONE LINES - HUGHSTON GARDENS											
	000 09/19/05	3,066.00	P SLMM	10 00	0.00	3,066.00		1,916.25	2,222.85	306.60	2,222.85	
000152	LEASEHOLD IMPROVEMENTS - MUSEUM - FREEMAN & ASSOCIATES											
	000 02/07/05	4,445.00	R SLMM	40 00	0.00	4,445.00		768.65	879.78	111.13	879.78	
000153	AIR CONDITIONER REPAIR - LIVINGSTON SERVICE CO.											
	000 10/26/05	19,185.00	R SLMM	40 00	0.00	19,185.00		2,957.73	3,437.36	479.63	3,437.36	
000154	AIRTECH SOUTH - CENTRAL VACUUM SYSTEM											
	000 09/23/05	16,191.00	P SLMM	07 00	0.00	16,191.00		14,456.25	16,191.00	1,734.75	16,191.00	
000155	TERRY MILLER SERVICE CO - FREEZER											
	000 09/16/05	8,450.00	P SLMM	07 00	0.00	8,450.00		7,544.63	8,450.00	905.37	8,450.00	
000156	LEASEHOLD IMPROVEMENTS - HUGHSTON GARDENS (INCLUDES 2005 CIP & 2006 ADDITIONS)											
	000 01/01/06	201,053.00	R SLMM	40 00	0.00	201,053.00		30,157.98	35,184.31	5,026.33	35,184.31	
000157	LEASEHOLD IMPROVEMENTS - WET LAB (INCLUDES 2005 CIP & 2006 ADDITIONS)											
	000 01/01/06	475,463.00	R SLMM	40 00	0.00	475,463.00		71,319.48	83,206.06	11,886.58	83,206.06	
000158	AUDIO-VISUAL EQUIPMENT - LABOR & ADMIN & SERVICE CONTRACT - FINAL ACCEPTANCE											
	000 05/18/06	24,005.42	P SLMM	07 00	0.00	24,005.42		19,147.20	22,576.55	3,429.35	22,576.55	
000159	AUDIO-VISUAL EQUIPMENT - INCLUDES INSTALLATION & MATERIALS											
	000 04/19/06	34,836.65	P SLMM	07 00	0.00	34,836.65		28,201.13	33,177.80	4,976.67	33,177.80	

Hughston Foundation
Depreciation Expense Report
As of December 31, 2012

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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		23,264.91	27,253.18	3,988.27	27,253.18	
000161	LEASEHOLD IMPROVEMENTS - MISCELLANEOUS											
	000 06/30/06	6,512.00	R SLMM	40 00	0 00	6,512.00		895.40	1,058.20	162.80	1,058.20	
000162	QWIZDOM - 50 STUDENT REMOTES, CGARGER, INTERACT SOFTWARE											
	000 04/03/07	7,581.00	P SLMM	05 00	0 00	7,581.00		7,201.95	7,581.00	379.05	7,581.00	
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		1,563.73	1,924.59	360.86	1,924.59	
000164	LEASEHOLD IMPROVEMENTS - MISCELLANEOUS (CRYSTAL D. POWELL)											
	000 05/18/07	5,500.00	R SLMM	40 00	0 00	5,500.00		630.21	767.71	137.50	767.71	
000165	LEASEHOLD IMPROVEMENTS - HUGHSTON GARDENS (FREEMAN & ASSOCIATES)											
	000 02/21/07	23,126.00	R SLMM	40 00	0 00	23,126.00		2,794.39	3,372.54	578.15	3,372.54	
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		2,780.40	3,376.20	595.80	3,376.20	
000167	FURNITURE & FIXTURES - BLINDS - BLINDS FACTORY											
	000 05/04/09	2,096.68	P SLMM	10 00	0 00	2,096.68		559.12	768.79	209.67	768.79	
000168	LEASEHOLD IMPROVEMENTS - BINSWANGER GLASS - DOORS											
	000 05/18/09	3,714.54	R SLMM	40 00	0 00	3,714.54		239.89	332.75	92.86	332.75	
000169	LEASEHOLD IMPROVEMENTS - LTR GLASS - DOOR LOGO											
	000 07/07/09	1,363.00	R SLMM	40 00	0 00	1,363.00		85.20	119.28	34.08	119.28	
000170	FURNITURE & FIXTURES - A&S CARPET - CARPET											
	000 10/30/09	4,202.87	P SLMM	10 00	0 00	4,202.87		910.63	1,330.92	420.29	1,330.92	
000171	FURNITURE & FIXTURES - MALONE OFFICE - FILE CABINETS											
	000 10/30/09	8,736.52	P SLMM	10 00	0 00	8,736.52		1,892.91	2,766.56	873.65	2,766.56	
000172	FURNITURE & FIXTURES - MALONE OFFICE - 3 FILE CABINETS											
	000 02/17/10	2,063.82	P SLMM	10 00	0 00	2,063.82		378.37	584.75	206.38	584.75	
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		437.50	787.50	350.00	787.50	
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		534.81	962.66	427.85	962.66	
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		371.58	690.08	318.50	690.08	
000176	AUSBON FIRE PROTECTION - FIRE SPRINKLER SYSTEM REPAIR											
	000 12/14/10	5,400.00	R SLMM	40 00	0 00	5,400.00		146.25	281.25	135.00	281.25	
000177	NIKON D2X CAMERA (USED) - CHIP GRIFFIN											
	000 04/22/11	1,000.00	P SLMM	05 00	0 00	1,000.00		133.33	333.33	200.00	333.33	
000178	COMPUTER EQUIPMENT - INDESIGN CS5 WINDOWS - PC MALL											
	000 04/11/11	1,298.09	P SLMM	05 00	0 00	1,298.09		194.71	454.33	259.62	454.33	
000179	COMPUTER EQUIPMENT - INTEL COMPUTERS, WINDOWS, ADOBE											
	000 01/04/11	5,380.86	P SLMM	05 00	0 00	5,380.86		1,076.17	2,152.34	1,076.17	2,152.34	
000180	COMPUTER EQUIPMENT											
	000 10/12/12	1,077.72	P SLMM	05 00	0 00	1,077.72		0 00	53.89	53.89	53.89	
000181	COMPUTER EQUIPMENT											
	000 10/30/12	882.86	P SLMM	05 00	0 00	882.86		0 00	29.43	29.43	29.43	
000182	AUDIO VISUAL EQUIP - CEILING PROJECTOR MOUNT											
	000 01/23/12	706.20	P SLMM	05 00	0 00	706.20		0 00	129.47	129.47	129.47	
000183	AUDIO VISUAL EQUIP - PROJECTOR, LENS ADAPTER											
	000 02/16/12	17,895.75	P SLMM	05 00	0 00	17,895.75		0 00	2,982.63	2,982.63	2,982.63	
000184	AUDIO VISUAL EQUIP - PROBOOK 4540s NOTEBOOK											
	000 12/10/12	696.30	P SLMM	05 00	0 00	696.30		0 00	11.61	11.61	11.61	
Grand Total		4,378,440.78			0.00	4,378,440.78		2,281,586.53	1,787,599.20	166,146.44	2,447,732.97	

Hughston Foundation
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	Less disposals and transfers Count = 0	0 00			0 00	0 00		0.00			0.00	
	Net Grand Total	<u>4,378,440 78</u>			<u>0.00</u>	<u>4,378,440 78</u>		<u>2,281,586 53</u>	<u>1,787,599 20</u>	<u>166,146 44</u>	<u>2,447,732.97</u>	
	Count = 184											

FORM 990-PF	OTHER INCOME		STATEMENT	1
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
SERVICE FEES	247,851.	0.	247,851.	
REVENUE - FELLOWS	373,131.	0.	373,131.	
MEETING FEES	22,659.	0.	22,659.	
DEPOSITION FEES	18,541.	0.	18,541.	
TOTAL TO FORM 990-PF, PART I, LINE 11	662,182.	0.	662,182.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	2
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ACCOUNTING EXPENSES	5,245.	0.	0.	5,245.	
TO FORM 990-PF, PG 1, LN 16B	5,245.	0.	0.	5,245.	

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CONSULTING EXPENSES	10,400.	0.	0.	10,400.	
TO FORM 990-PF, PG 1, LN 16C	10,400.	0.	0.	10,400.	

FORM 990-PF	TAXES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	47,242.	0.	0.	47,242.
PERSONAL PROPERTY TAX	4,454.	0.	0.	4,454.
FOREIGN TAXES	670.	670.	0.	0.
EXCISE TAX	108.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	52,474.	670.	0.	51,696.

FORM 990-PF	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SUPPLIES	107,054.	0.	0.	107,054.
BILLINGS / COLLECTIONS	12,671.	0.	0.	12,671.
HOUSEKEEPING	19,316.	0.	0.	19,316.
OTHER EXPENSES	4,566.	0.	0.	4,566.
BANK CHARGES	2,869.	2,869.	0.	0.
INVESTMENT EXPENSES	29,504.	29,504.	0.	0.
INSURANCE	132,725.	0.	0.	132,725.
MAINTENANCE	21,321.	0.	0.	21,321.
ADVERTISING	<9,654.>	0.	0.	<9,654.>
LABOR	39,898.	0.	0.	39,898.
LEASES & RENTALS	6,614.	0.	0.	6,614.
MEALS	14,870.	0.	0.	14,870.
DUES & SUBSCRIPTIONS	17,962.	0.	0.	17,962.
PERSONAL LEAVE	39,218.	0.	0.	39,218.
POSTAGE	18,511.	0.	0.	18,511.
STORAGE	12,876.	0.	0.	12,876.
CERTIFICATION	18,320.	0.	0.	18,320.
SPONSORSHIP	143,142.	0.	0.	143,142.
GIFTS AND AWARDS	250.	0.	0.	250.
INTERNET	1,581.	0.	0.	1,581.
EMPLOYEE DEVELOPMENT	1,871.	0.	0.	1,871.
TO FORM 990-PF, PG 1, LN 23	635,485.	32,373.	0.	603,112.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 6

DESCRIPTION	AMOUNT
CURRENT YEAR CHANGE IN UNREALIZED GAINS	251,280.
TOTAL TO FORM 990-PF, PART III, LINE 3	251,280.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENTS	2,956,252.	2,956,252.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,956,252.	2,956,252.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

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.

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TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

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