Form 990-PF

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

OMB No 1545-0052

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 , 2011, and ending ,

HUGHES FAMILY FOUNDATION, INC.
5243 LEGENDS DRIVE
BRASELTON, GA 30517

A Employer identification number 20-2055555

B Telephone number (see the instructions)

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

H Check type of organization [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 685,355.

J Accounting method [X] Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*	**(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 (att sch)				
2 Ck ► [X] if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments	1,279.	1,279.	1,279.	
4 Dividends and interest from securities	14,204.	14,204.	14,204.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	46,971.			
b Gross sales price for all assets on line 6a 318,818.				
7 Capital gain net income (from Part IV, line 2)		46,971.		
8 Net short-term capital gain			3,905.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule) SEE STATEMENT 1	580.			
12 **Total.** Add lines 1 through 11	63,034.	62,454.	19,388.	
OPERATING AND ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) SEE ST 2	659.			659.
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule)(see instrs) SEE STM 3	201.	201.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 4	431.	431.		
24 **Total operating and administrative expenses.** Add lines 13 through 23	1,291.	632.		659.
25 Contributions, gifts, grants paid STMT 5	35,250.			35,250.
26 **Total expenses and disbursements.** Add lines 24 and 25	36,541.	632.	0.	35,909.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	26,493.			
b **Net investment income** (if negative, enter -0-)		61,822.		
c **Adjusted net income** (if negative, enter -0-)			19,388.	

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	Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	56,713.	133,089.	133,089.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	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 (attach schedule)			
	b Investments — corporate stock (attach schedule)	515,581.	469,014.	552,266.
	c Investments — corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ►			
	Less. accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	572,294.	602,103.	685,355.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	572,294.	602,103.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	572,294.	602,103.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	572,294.	602,103.	

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	572,294.
2	Enter amount from Part I, line 27a	2	26,493.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 6	3	3,316.
4	Add lines 1, 2, and 3	4	602,103.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	602,103.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	CG DIST	P	VARIOUS	VARIOUS
b	MERRILL LYNCH 03584 S.T.	P	VARIOUS	VARIOUS
c	MERRILL LYNCH 03584 L.T.	P	VARIOUS	VARIOUS
d	MERRILL LYNCH 03584 S.T.	P	VARIOUS	VARIOUS
e	MERRILL LYNCH 03584 L.T.	P	VARIOUS	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	60.			60.
b	69,359.		71,887.	-2,528.
c	202,940.		159,960.	42,980.
d	46,389.		39,956.	6,433.
e	70.		44.	26.

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				60.
b				-2,528.
c				42,980.
d				6,433.
e				26.

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	46,971.
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) (see instructions) If (loss), enter -0- in Part I, line 8	3	3,905.

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 (column (b) divided by column (c))
2010	37,172.	680,404.	0.054632
2009	29,894.	642,896.	0.046499
2008	34,871.	857,361.	0.040672
2007	53,958.	1,064,221.	0.050702
2006	49,829.	988,305.	0.050419

2	**Total** of line 1, column (d)	2	0.242924
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	0.048585
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	679,937.
5	Multiply line 4 by line 3	5	33,035.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	618.
7	Add lines 5 and 6	7	33,653.
8	Enter qualifying distributions from Part XII, line 4	8	35,909.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1			
Date of ruling or determination letter. ________ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b		1	618.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	618.
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	618.
6 Credits/Payments			
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a 2,101.		
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	2,101.
8 Enter any **penalty** for underpayment of estimated tax Check here ☒ 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	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	1,483.
11 Enter the amount of line 10 to be **Credited to 2012 estimated tax** ►	1,483. **Refunded** ►	11	0.

Part VII-A — Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► N/A			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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?	13	X	

Website address ► N/A

14 The books are in care of ► MIKE O'BRIEN Telephone no ► 850-916-1548

Located at ► 6520 EAST BAY BLVD. GULF BREEZE FL ZIP + 4 ► 32563

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If 'Yes,' enter the name of the foreign country ►			

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

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

				Yes	No
1 a	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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ 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)?	☐ Yes ☒ 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)	☐ Yes ☒ 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)?		1 b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
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?		1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)		2 b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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)*		3 b	N/A	
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4 a		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?		4 b		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)? (see instructions) ☐ 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)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (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? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(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
ALLEN HUGHES 5243 LEGENDS DRIVE BRASELTON, GA 30517	PRESIDENT 0	0.	0.	0.
TERESA HUGHES 5243 LEGENDS DRIVE BRASELTON, GA 30517	VICE PRESIDE 0	0.	0.	0.
HALEY HUGHES 5243 LEGENDS DRIVE BRASELTON, GA 30517	TREASURER 0	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ► 0

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

3 Five highest-paid independent contractors for professional services (see instructions). 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** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions. 3	
Total. Add lines 1 through 3 ►	0.

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	595,390.
b Average of monthly cash balances		1b	94,901.
c Fair market value of all other assets (see instructions)		1c	
d **Total** (add lines 1a, b, and c)		1d	690,291.
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	690,291.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	10,354.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	679,937.
6 **Minimum investment return.** Enter 5% of line 5		6	33,997.

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	33,997.
2a Tax on investment income for 2011 from Part VI, line 5	2a 618.		
b Income tax for 2011. (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	618.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	33,379.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	33,379.
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	33,379.

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	35,909.
b Program-related investments — total from Part IX-B	1b	
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	35,909.
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 (see instructions)	5	618.
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	35,291.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				33,379.
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			5,353.	
b Total for prior years: 20___, 20___, 20___		0.		
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	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ► $ 35,909.				
a Applied to 2010, but not more than line 2a			5,353.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2011 distributable amount				30,556.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				2,823.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a	0.			
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) N/A

1a 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	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a 'Assets' alternative test – enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the organization 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).)

ALLEN HUGHES

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 ► [X] 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Total			► **3a**	
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	1,279.	
4 Dividends and interest from securities			14	14,204.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	211110	225.		355.	
8 Gain or (loss) from sales of assets other than inventory					46,971.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		225.		15,838.	46,971.
13 Total. Add line 12, columns (b), (d), and (e)				13	63,034.

(See worksheet in line 13 instructions to verify calculations)

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

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) (See instructions)
N/A	

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		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		

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: 5-15-2012 Title: President/Trustee

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
MICHAEL O'BRIEN	Michael O'Brien	5/07/12		P00091775
Firm's name ► MIKE O'BRIEN, PC			Firm's EIN ► 58-2061613	
Firm's address ► 6520 E BAY BLVD GULF BREEZE, FL 32563-9737			Phone no (850) 916-1548	

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	$ 580.		
TOTAL	$ 580.	$ 0.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP	$ 659.			$ 659.
TOTAL	$ 659.	$ 0.	$ 0.	$ 659.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID ON DIVD'S	$ 201.	$ 201.		
TOTAL	$ 201.	$ 201.	$ 0.	$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT EXPENSES	$ 175.	$ 175.		
INVESTMENT EXPENSES	256.	256.		
TOTAL	$ 431.	$ 431.	$ 0.	$ 0.

STATEMENT 5
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

CASH GRANTS AND ALLOCATIONS

CLASS OF ACTIVITY:		
DONEE'S NAME:	MARCH OF DIMES	
DONEE'S ADDRESS:	,	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	501(C)(3)	
AMOUNT GIVEN:		$ 100.
CLASS OF ACTIVITY:		
DONEE'S NAME:	OPERATION HOMEFRONT-GA	
DONEE'S ADDRESS:	HOMEFRONTGA.ORG ,	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	501(C)(3)	
AMOUNT GIVEN:		7,000.
CLASS OF ACTIVITY:		
DONEE'S NAME:	CATO INSTITUTE	
DONEE'S ADDRESS:	1000 MASSACHUSETTS AVE NW WASHINGTON, DC 20001	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	501(C)(3)	
AMOUNT GIVEN:		5,000.
CLASS OF ACTIVITY:		
DONEE'S NAME:	INSTITUTE FOR JUSTICE	
DONEE'S ADDRESS:	901 N GLEBE ROAD STE 900 ARLINGTON, VA 22203	
RELATIONSHIP OF DONEE:		
ORGANIZATIONAL STATUS OF DONEE:	501(C)(3)	
AMOUNT GIVEN:		1,000.
CLASS OF ACTIVITY:		
DONEE'S NAME:	THE BOWERY MISSION	
DONEE'S ADDRESS:	227 BOWERY NEW YORK, NY 10002	
RELATIONSHIP OF DONEE:		
ORGANIZATIONAL STATUS OF DONEE:	501(C)(3)	
AMOUNT GIVEN:		1,700.
CLASS OF ACTIVITY:		
DONEE'S NAME:	NETWORK FOR GOOD	
DONEE'S ADDRESS:	,	
RELATIONSHIP OF DONEE:		
ORGANIZATIONAL STATUS OF DONEE:	501(C)(3)	
AMOUNT GIVEN:		1,700.
CLASS OF ACTIVITY:		
DONEE'S NAME:	FOOD BANK	
DONEE'S ADDRESS:	,	
RELATIONSHIP OF DONEE:		
ORGANIZATIONAL STATUS OF DONEE:	501(C)(3)	
AMOUNT GIVEN:		1,000.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART I, LINE 25
CONTRIBUTIONS, GIFTS, AND GRANTS

CLASS OF ACTIVITY:		
DONEE'S NAME:	FIRSTGIVING	
DONEE'S ADDRESS:	34 FARNSWORTH ST BOSTON, MA 02210	
RELATIONSHIP OF DONEE:	NONE	
ORGANIZATIONAL STATUS OF DONEE:	501(C)(3)	
AMOUNT GIVEN:		$ 1,500.
CLASS OF ACTIVITY:		
DONEE'S NAME:	PELOTONIA	
DONEE'S ADDRESS:	351 W NATIONWIDE BLVD COLUMBUS, OH 43215	
RELATIONSHIP OF DONEE:		
ORGANIZATIONAL STATUS OF DONEE:		
AMOUNT GIVEN:		50.
CLASS OF ACTIVITY:		
DONEE'S NAME:	CITY OF REFUGE MINISTRIES	
DONEE'S ADDRESS:	14527 S SAN PEDRO GARDENA, CA 90248	
RELATIONSHIP OF DONEE:		
ORGANIZATIONAL STATUS OF DONEE:		
AMOUNT GIVEN:		2,500.
CLASS OF ACTIVITY:		
DONEE'S NAME:	THE FIRST TEE OF ATLANTA	
DONEE'S ADDRESS:	1053 CASCADE CIRCLE SW ATLANTA, GA 30311	
RELATIONSHIP OF DONEE:		
ORGANIZATIONAL STATUS OF DONEE:		
AMOUNT GIVEN:		3,000.
CLASS OF ACTIVITY:		
DONEE'S NAME:	HOUSINGWORK NY	
DONEE'S ADDRESS:	611 BROWDWAY NEW YORK, NY 10012	
RELATIONSHIP OF DONEE:		
ORGANIZATIONAL STATUS OF DONEE:		
AMOUNT GIVEN:		1,700.
CLASS OF ACTIVITY:		
DONEE'S NAME:	WOUNDED WARRIOR	
DONEE'S ADDRESS:	4899 BELFORT RD JACKSONVILLE, FL 32256	
RELATIONSHIP OF DONEE:		
ORGANIZATIONAL STATUS OF DONEE:		
AMOUNT GIVEN:		7,000.
CLASS OF ACTIVITY:		
DONEE'S NAME:	HIGH TECH HIGH SCHOOL	
DONEE'S ADDRESS:	1043 MEMORIAL DR ATLANTA, GA 30616	
RELATIONSHIP OF DONEE:		
ORGANIZATIONAL STATUS OF DONEE:		
AMOUNT GIVEN:		2,000.
	TOTAL	$ 35,250.

STATEMENT 6
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

UNREC. CHANGE IN ASSET VALUES		$ 3,316.
	TOTAL	$ 3,316.

HUGHES FAMILY FOUNDATION, INC. 20-2055555

5/07/12 01:43PM

OTHER INCOME PRODUCING ACTIVITIES
OTHER INVESTMENT INCOME [O]

BUCKEYE PARTNERS	$	225.
TOTAL	$	225.

OTHER INCOME PRODUCING ACTIVITIES
INTEREST ON SAVINGS & CASH INVESTMENTS

MERRILL LYNCH 03584	$	1,263.
BUCKEYE PARTNERS		16.
TOTAL	$	1,279.

OTHER INCOME PRODUCING ACTIVITIES
DIVIDENDS/INTEREST FROM SECURITIES.

MERRILL LYNCH 03584	$	14,187.
BUCKEYE PARTNERS		17.
TOTAL	$	14,204.

OTHER INCOME PRODUCING ACTIVITIES
OTHER INVESTMENT INCOME [O]

BUCKEYE PARTNERS	$	226.
BUCKEYE PARTNERS 1231		132.
BUCKEYE PARTNERS DEDUCT.		-3.
TOTAL	$	355.

Merrill Lynch
Bank of America Corporation

Account No. 706-03584 | Taxpayer No. 20-2055555

THE HUGHES FAMILY FOUNDATION

2011 ANNUAL STATEMENT SUMMARY

In the past, under the Proceeds from Broker and Barter Exchange Transactions section, only the gross proceeds of the sale was reported to the IRS. However, beginning with the 2011 tax reporting year for all sales of positions considered covered securities, new legislation also requires reporting to the IRS the adjusted cost basis for each tax lot transactional sale. Any sale of a security that is not considered a covered security will still be included in this section with its adjusted cost basis (where available) but will not be transmitted to the IRS. In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that you have made an election to amortize the premium paid on the purchase of taxable bonds. The gain (loss) information may not include return of capital, sales load deferral or wash sales adjustments. RICs (which may include mutual funds and unit investment trusts) may reclassify principal distributions as capital gains after the mailing of this statement. The Cost Basis for these securities may not have yet been adjusted on your statement to reflect such reclassifications. Please refer to information provided by the RIC and discuss with your tax advisor. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount ("OID") obligations includes the accretion of OID. For purposes of allocating original purchase price to the components of an equity unit consisting of a purchase contract and a debt security subject to a remarketing event, we assumed that the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract adjustment payments in income when received.

1099-B 2011 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

Quantity	Transaction Description	Date Acquired Cover of Short	Date Liquidated Short Sale	Amount	Cost Basis	Adjustments	Gain or (Loss)	Remarks
SHORT TERM CAPITAL GAINS AND LOSSES								
COVERED TRANSACTIONS								
BANK OF AMERICA CORP		*CUSIP Number*	*060505104*					
600.0000	Sale	08/15/11	12/28/11	3,131.94	4,560.00	0.00	(1,428 06)	
CORNING INC		*CUSIP Number*	*219350105*					
200.0000	Sale	03/17/11	12/28/11	2,501.11	4,278.00	0.00	(1,776 89)	
GENERAL MOTORS CO COMMON SHARES		*CUSIP Number*	*37045V100*					
200.0000	Sale	08/15/11	12/28/11	3,956.12	5,287.64	0.00	(1,331.52)	
JDS UNIPHASE CORP		*CUSIP Number*	*46612J507*					
200.0000	Sale	03/17/11	10/07/11	1,924.46	4,400.00	0.00	(2,475.54)	
LORILLARD INC		*CUSIP Number*	*544147101*					
100.0000	Sale	02/07/11	05/31/11	11,387.14	7,726.46	0.00	3,660 68	
NETLOGIC MICROSYSTEMS		*CUSIP Number*	*64118B100*					
100.0000	Sale	03/17/11	09/13/11	4,721.26	4,143.00	0.00	578.26	
TELECOM C NW ZLND SPNADR		*CUSIP Number*	*879278208*					
1000.0000	Sale	02/07/11	05/31/11	9,701.61	8,634.60	0.00	1,067.01	
TE CONNECTIVITY LTD REG.SHS		*CUSIP Number*	*H84989104*					
250.0000	Sale	02/07/11	12/28/11	7,580.73	9,343.65	0.00	(1,762.92)	

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THE HUGHES FAMILY FOUNDATION

2011 ANNUAL STATEMENT SUMMARY

1099-B 2011 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

Quantity Transaction Description	Date Acquired Cover of Short	Date Liquidated Short Sale	Amount	Cost Basis	Adjustments	Gain or (Loss)	Remarks
VULCAN MATERIALS CO	*CUSIP Number*	*929160109*					
100 0000 Sale	01/07/11	08/04/11	3,196.39	4,081.38	0.00	(884.99)	
Covered Short Term Capital Gains and Losses Subtotal			**48,100.76**	**52,454.73**	**0.00**	**(4,353.97)** ✓	
NONCOVERED TRANSACTIONS							
CALL GM OCT 00027.00	*CUSIP Number*						
2.0000 Short Sale *	10/24/11	08/17/11(S)	131.74	0.00	0.00	131.74	NOT 1099 REPORTABLE
CALL SLV OCT 00044 00	*CUSIP Number*						
5.0000 Short Sale *	10/24/11	08/31/11(S)	731.82	0.00	0.00	731 82	NOT 1099 REPORTABLE
CALL BP JUL 00050.00	*CUSIP Number*						
2.0000 Short Sale *	07/18/11	02/07/11(S)	253.49	0.00	0.00	253.49	NOT 1099 REPORTABLE
CALL SLV JAN 00028.00	*CUSIP Number*						
5.0000 Short Sale *	01/24/11	11/05/10(S)	563.99	0.00	0 00	563.99	NOT 1099 REPORTABLE
CALL BAC OCT 00009.00	*CUSIP Number*						
10 0000 Short Sale *	10/24/11	08/15/11(S)	367.74	0.00	0.00	367.74	NOT 1099 REPORTABLE
CALL SLV JUL 00040.00	*CUSIP Number*						
5.0000 Short Sale *	07/18/11	03/09/11(S)	672.42	0.00	0 00	672.42	NOT 1099 REPORTABLE
CALL GLD JAN 00136.00	*CUSIP Number*						
1.0000 Short Sale *	01/24/11	11/05/10(S)	462.49	0.00	0.00	462.49	NOT 1099 REPORTABLE
CALL GLD OCT 00210.00	*CUSIP Number*						
1.0000 Short Sale *	10/10/11	08/31/11(S)	67.87	10.60	0.00	57.27	NOT 1099 REPORTABLE
1.0000 Short Sale *	10/24/11	08/31/11(S)	67.87	0.00	0.00	67.87	NOT 1099 REPORTABLE
Security Subtotal			***135.74***	***10.60***	***0.00***	***125.14***	
BANK OF AMERICA CORP	*CUSIP Number*	*060505104*					
400 0000 Sale	10/26/10	08/04/11	3,595 97	4,678.04	1,082.07 (W)	0.00	
FORD MOTOR CO	*CUSIP Number*	*345370860*					
200.0000 Sale	10/26/10	08/04/11	2,172.46	2,958.00	0.00	(785.54)	

THE HUGHES FAMILY FOUNDATION

2011 ANNUAL STATEMENT SUMMARY

1099-B — 2011 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

Quantity	Transaction Description	Date Acquired Cover of Short	Date Liquidated Short Sale	Amount	Cost Basis	Adjustments	Gain or (Loss)	Remarks
ISHARES MSCI AUSTRALIA INDEX FUND		*CUSIP Number*	*464286103*					
250.0000	Sale	11/05/10	07/12/11	6,137.41	6,660.00	0.00	(522.59)	
KRAFT FOODS INC VA CL A		*CUSIP Number*	*50075N104*					
200.0000	Sale	05/13/10	02/07/11	6,032.96	6,208.00	0.00	(175 04)	
Noncovered Short Term Capital Gains and Losses Subtotal				**21,258.23**	**20,514.64**	**1,082.07**	**1,825.66**	
NET SHORT TERM CAPITAL GAINS AND LOSSES				**69,358.99**	**72,969.37**	**1,082.07**	**(2,528.31)** ✓	
LONG TERM CAPITAL GAINS AND LOSSES								
COVERED TRANSACTIONS								
BANK OF AMERICA CORP		*CUSIP Number*	*060505104*					
400 0000	Sale	11/06/10	12/28/11	2,087.96	4,122.07	0.00 (Y)	(2,034.11)	
Covered Long Term Capital Gains and Losses Subtotal				**2,087.96**	**4,122.07**	**0.00**	**(2,034.11)**	
NONCOVERED TRANSACTIONS								
AT& T INC		*CUSIP Number*	*00206R102*					
220.0000	Sale	12/22/06	12/28/11	6,549.37	7,700.00	0.00	(1,150.63)	
120.0000	Sale	09/09/08	12/28/11	3,572.39	3,910 72	0 00	(338 33)	
	Security Subtotal			***10,121.76***	***11,610.72***	***0.00***	***(1,488.96)***	
APPLE INC		*CUSIP Number*	*037833100*					
2.0000	Sale	05/02/08	03/09/11	696.38	358.72	0.00	337.66	
11.0000	Sale	05/05/08	03/09/11	3,830.13	2,032.45	0.00	1,797.68	
11.0000	Sale	05/08/08	03/09/11	3,830.13	2,044.30	0 00	1,785.83	
	Security Subtotal			***8,356.64***	***4,435.47***	***0.00***	***3,921.17***	
BANK OF AMERICA CORP		*CUSIP Number*	*060505104*					
200.0000	Sale	04/13/09	04/18/11	2,383.97	2,178.00	0.00	205.97	

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THE HUGHES FAMILY FOUNDATION

2011 ANNUAL STATEMENT SUMMARY

1099-B

2011 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

Quantity Transaction Description	Date Acquired Cover of Short	Date Liquidated Short Sale	Amount	Cost Basis	Adjustments	Gain or (Loss)	Remarks
BAC CAPITAL TRUST III PFD STK 7.00% CUM	*CUSIP Number*	*05518E202*					
500.0000 Sale	03/09/10	07/06/11	12,459.76	11,655.00	0.00	804 76	
CEMEX SAB DE CV SPND ADR	*CUSIP Number*	*151290889*					
865 0000 Sale	11/24/08	01/07/11	9,103.44	3,787.04	0.00	5,316 40	
CISCO SYSTEMS INC COM	*CUSIP Number*	*17275R102*					
275.0000 Sale	11/24/08	03/17/11	4,610.66	4,388.52	0.00	222.14	
E M C CORPORATION MASS	*CUSIP Number*	*268648102*					
600.0000 Sale	11/24/08	02/25/11	16,028.17	5,959.80	0.00	10,068.37	
200 0000 Sale	11/24/08	03/17/11	5,083.23	1,986.60	0.00	3,096.63	
100.0000 Sale	01/28/09	03/17/11	2,541.62	1,172.13	0.00	1,369.49	
Security Subtotal			***23,653.02***	***9,118.53***	***0.00***	***14,534.49***	
EXELON CORPORATION	*CUSIP Number*	*30161N101*					
125.0000 Sale	11/24/08	12/28/11	5,409.72	6,526.25	0.00	(1,116 53)	
100.0000 Sale	01/12/09	12/28/11	4,327.78	5,553.50	0.00	(1,225.72)	
150.0000 Sale	01/19/10	12/28/11	6,491 68	7,457.50	0.00	(965 82)	
Security Subtotal			***16,229.18***	***19,537.25***	***0.00***	***(3,308.07)***	
FRONTIER COMMUNICATIONS CORP	*CUSIP Number*	*35906A108*					
39.0000 Sale	09/26/05	07/12/11	279.38	312.02	0.00	(32.64)	
7.0000 Sale	12/08/06	07/12/11	50.15	63.37	0.00	(13 22)	
Security Subtotal			***329.53***	***375.39***	***0.00***	***(45.86)***	
ISHARES MSCI EMERGING MKTS INDEX FD	*CUSIP Number*	*464287234*					
100.0000 Sale	01/19/10	06/10/11	4,556 27	4,364 91	0.00	191.36	
GENL DYNAMICS CORP COM	*CUSIP Number*	*369550108*					
100.0000 Sale	01/12/09	08/04/11	6,436.20	5,842.00	0.00	594 20	
50.0000 Sale	01/28/09	08/04/11	3,218.11	3,045.00	0.00	173.11	
Security Subtotal			***9,654.31***	***8,887.00***	***0.00***	***767.31***	
GENERAL MOTORS CO COMMON SHARES	*CUSIP Number*	*37045V100*					
250.0000 Sale	12/13/10	12/28/11	4,945.15	8,558.65	0 00	(3,613.50)	

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Merrill Lynch
Bank of America Corporation

Account No. 706-03584

Taxpayer No. 20-2055555

THE HUGHES FAMILY FOUNDATION

2011 ANNUAL STATEMENT SUMMARY

1099-B 2011 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

Quantity	Transaction Description	Date Acquired Cover of Short	Date Liquidated Short Sale	Amount	Cost Basis	Adjustments	Gain or (Loss)	Remarks
HUNTINGTON INGALLS INDS INC		*CUSIP Number*	*446413106*					
	Cash/Lieu	04/13/09	04/14/11	25.63	17.30	0.00	8.33	
16 0000	Sale	04/13/09	07/12/11	500.87	415.10	0.00	85.77	
	Security Subtotal			***526.50***	***432.40***	***0.00***	***94.10***	
HOME DEPOT INC		*CUSIP Number*	*437076102*					
6 0000	Sale	09/03/08	04/18/11	219.38	173.97	0 00	45 41	
29 0000	Sale	09/04/08	04/18/11	1,060.38	837.52	0.00	222.86	
30.0000	Sale	09/05/08	04/18/11	1,096 95	859.63	0 00	237.32	
35 0000	Sale	09/08/08	04/18/11	1,279.78	1,071 41	0.00	208.37	
	Security Subtotal			***3,656.49***	***2,942.53***	***0.00***	***713.96***	
INTL BUSINESS MACHINES CORP IBM		*CUSIP Number*	*459200101*					
100.0000	Sale	11/24/08	05/31/11	16,730 42	7,913.92	0.00	8,816 50	
JPMORGAN CHASE & CO		*CUSIP Number*	*46625H100*					
162.0000	Sale	03/18/08	12/28/11	5,242.81	6,878.68	0.00	(1,635.87)	
138.0000	Sale	03/20/08	12/28/11	4,466.10	6,090 63	0.00	(1,624.53)	
	Security Subtotal			***9,708.91***	***12,969.31***	***0.00***	***(3,260.40)***	
MERCK AND CO INC SHS		*CUSIP Number*	*58933Y105*					
30 0000	Sale	12/08/06	01/07/11	1,100.32	1,314.00	0.00	(213.68)	
235 0000	Sale	09/25/08	01/07/11	8,619.19	6,439.00	0 00	2,180 19	
	Security Subtotal			***9,719.51***	***7,753.00***	***0.00***	***1,966.51***	
MICROSOFT CORP		*CUSIP Number*	*594918104*					
100.0000	Sale	11/24/08	08/04/11	2,584 33	2,063 34	0.00	520.99	
PFIZER INC		*CUSIP Number*	*717081103*					
190 0000	Sale	06/30/06	03/09/11	3,663.15	4,478.03	0.00	(814.88)	
60.0000	Sale	10/26/06	03/09/11	1,156.79	1,638.00	0 00	(481.21)	
	Security Subtotal			***4,819.94***	***6,116.03***	***0.00***	***(1,296.09)***	
PROCTER & GAMBLE CO		*CUSIP Number*	*742718109*					
125 0000	Sale	11/24/08	03/09/11	7,674.16	7,965.27	0 00	(291.11)	

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THE HUGHES FAMILY FOUNDATION

2011 ANNUAL STATEMENT SUMMARY

1099-B 2011 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

Quantity	Transaction Description	Date Acquired Cover of Short	Date Liquidated Short Sale	Amount	Cost Basis	Adjustments	Gain or (Loss)	Remarks
QUEST DIAGNOSTICS INC		*CUSIP Number*	*74834L100*					
275 0000	Sale	11/24/08	01/07/11	14,545.10	12,139.50	0.00	2,405 60	
TUPPERWARE BRANDS CORP		*CUSIP Number*	*899896104*					
200 0000	Sale	11/24/08	04/18/11	11,490.70	3,323.14	0 00	8,167.56	
200.0000	Sale	11/24/08	05/31/11	12,992.49	3,323.14	0.00	9,669 35	
	Security Subtotal			***24,483.19***	***6,646.28***	***0.00***	***17,836.91***	
Noncovered Long Term Capital Gains and Losses Subtotal				**200,852.24**	**155,838.06**	**0.00**	**45,014.18**	
NET LONG TERM CAPITAL GAINS AND LOSSES				**202,940.20**	**159,960.13**	**0.00**	**42,980.07** ✓	

TOTAL CAPITAL GAINS AND LOSSES	**272,299.19**
TOTAL REPORTED SALES PROCEEDS	**268,979.76**
DIFFERENCE	**3,319.43** **

** Difference results from our inclusion of items within the Proceeds from Broker and Barter Exchange Transactions Section that are not subject to 1099-B reporting (e g , realized gains and losses from option trading). Although we are not required to report these items to the IRS, we have included them because the gains and losses are relevant to your tax return preparation.

- This transaction denotes the gain or loss on the sale of an option. While option sales are not subject to 1099-B reporting, the gain or loss information is relevant for tax return preparation.

(S) Short Sale

(W) This transaction has been identified as a "Wash Sale" based on IRS regulations. The Adjustment column reflects the deferred loss amount. The cost basis of the related transaction(s) has been adjusted by the deferred loss amount for this transaction. Please refer to the instructions for Form 8949 for how to report the deferred loss amount and applicable adjustment code.

(Y) The gain or loss of this transaction includes an adjustment to basis for the disallowed loss amount on one or more previous "Wash Sales."

2011 REALIZED CAPITAL GAIN AND LOSS SUMMARY

COVERED SHORT TERM GAINS/LOSSES	NONCOVERED SHORT TERM GAINS/LOSSES	COVERED LONG TERM GAINS/LOSSES	NONCOVERED LONG TERM GAINS/LOSSES
(4,353.97)	1,825.66	(2,034.11)	45,014.18

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THE HUGHES FAMILY FOUNDATION

2011 SUPPLEMENTAL ANNUAL STATEMENT SUMMARY

Your Supplemental Tax Information Statement that follows is a summary of the Gross Proceeds and Capital Gains and Losses on your Widely Held Fixed Investment Trust (WHFIT) securities. As a WHFIT interest holder, you must report your pro-rata share of the securities sold by the WHFIT trust in addition to any gain (loss) from the sales that you have made for your WHFIT securities. This section includes your pro-rata share of principal payments made by Real Estate Mortgage Investment Conduits (REMICs) and Collateralized Debt Obligations (CDOs). Beginning with the 2011 tax reporting year for all sales of positions considered covered securities, new legislation requires reporting to the IRS the adjusted cost basis for each tax lot transactional sale. Any sale of a security that is not considered a covered security will still be included in this section with its adjusted cost basis (where available) but will not be transmitted to the IRS. Please note that for 2011 all transactions on your Supplemental Tax Information Statement will reflect as noncovered transactions. In calculating gain (loss) for any sales of these securities, unless otherwise noted, it was assumed that the oldest position was liquidated first. Other methods for calculating gain (loss) are available. Securities distributed from a retirement account reflect the tax basis on the date of distribution. The cost basis for most Original Issue Discount ("OID") obligations includes the accretion of OID. For purposes of allocating original purchase price to the components of an equity unit consisting of a purchase contract and a debt security subject to a remarketing event, we assumed that the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract adjustment payments in income when received.

Merrill Lynch is neither a tax return preparer nor tax advisor. Please see your tax advisor for more information.

1099-B — 2011 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

Quantity	Transaction Description	Date Acquired Cover of Short	Date Liquidated Short Sale	Amount	Cost Basis	Adjustments	Gain or (Loss)	Remarks
SHORT TERM CAPITAL GAINS AND LOSSES								
NONCOVERED TRANSACTIONS								
ISHARES SILVER TR		*CUSIP Number*	*46428Q109*					
500.0000	Sale	11/05/10	01/24/11	13,652 57 (P)	13,088.60	0 00	563.97	
500 0000	Trust Asset Sale	11/05/10	01/31/11	6.06	5.73	0.00	0.33	
500.0000	Trust Asset Sale	11/05/10	02/28/11	5 61	4.39	0 00	1.22	
500.0000	Trust Asset Sale	02/07/11	02/28/11	5.61	4 85	0.00	0.76	
500.0000	Trust Asset Sale	11/05/10	03/31/11	7.25	5.18	0.00	2.07	
500.0000	Trust Asset Sale	02/07/11	03/31/11	7.24	5 72	0.00	1.52	
500.0000	Trust Asset Sale	02/07/11	04/30/11	8.56	5.84	0.00	2.72	
500 0000	Trust Asset Sale	11/05/10	04/30/11	8.57	5 28	0.00	3.29	
500 0000	Trust Asset Sale	02/07/11	05/31/11	8.13	6.37	0.00	1.76	
500.0000	Trust Asset Sale	11/05/10	05/31/11	8.14	5.77	0 00	2.37	
500.0000	Trust Asset Sale	11/05/10	06/30/11	7.35	5 84	0.00	1.51	
500.0000	Trust Asset Sale	02/07/11	06/30/11	7.35	6.45	0.00	0.90	
500.0000	Sale	11/05/10	07/18/11	16,716.97 (P)	13,056.41	0.00	3,660.56	
500.0000	Trust Asset Sale	02/07/11	07/31/11	7.61	5.70	0.00	1 91	
500.0000	Trust Asset Sale	02/07/11	08/31/11	8.37	6.00	0.00	2.37	
500.0000	Trust Asset Sale	02/07/11	09/30/11	7.67	7.35	0.00	0.32	
500.0000	Trust Asset Sale	02/07/11	10/31/11	6.69	6.03	0.00	0.66	
500.0000	Trust Asset Sale	02/07/11	11/30/11	6.63	5 92	0.00	0.71	
500.0000	Trust Asset Sale	02/07/11	12/31/11	6.37	6.57	0.00	(0 20)	
	Security Subtotal			***30,492.75***	***26,244.00***	***0.00***	***4,248.75***	

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THE HUGHES FAMILY FOUNDATION

2011 SUPPLEMENTAL ANNUAL STATEMENT SUMMARY

1099-B 2011 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

Quantity	Transaction Description	Date Acquired Cover of Short	Date Liquidated Short Sale	Amount	Cost Basis	Adjustments	Gain or (Loss)	Remarks
SPDR GOLD TRUST		*CUSIP Number*	*78463V107*					
100.0000	Trust Asset Sale	03/09/10	01/05/11	4.73	3.91	0.00	0.82	
100.0000	Trust Asset Sale	11/05/10	01/05/11	4.73	4.86	0.00	(0.13)	
100.0000	Trust Asset Sale	03/09/10	02/04/11	4.45	3.71	0.00	0.74	
100 0000	Trust Asset Sale	11/05/10	02/04/11	4.45	4.61	0.00	(0.16)	
100.0000	Trust Asset Sale	03/09/10	03/03/11	3 90	3.10	0.00	0.80	
100.0000	Trust Asset Sale	11/05/10	03/03/11	3.90	3.85	0 00	0.05	
100.0000	Trust Asset Sale	11/05/10	04/07/11	4.54	4.37	0.00	0 17	
100.0000	Trust Asset Sale	11/05/10	05/09/11	4.89	4.57	0.00	0.32	
100.0000	Trust Asset Sale	11/05/10	06/08/11	4.82	4.40	0.00	0 42	
100.0000	Trust Asset Sale	11/05/10	07/08/11	4.92	4.48	0.00	0.44	
100.0000	Trust Asset Sale	11/05/10	08/10/11	5.05	4 00	0 00	1.05	
100.0000	Trust Asset Sale	11/05/10	09/09/11	5 64	4.28	0.00	1 36	
100.0000	Sale	11/05/10	10/07/11	15,834.04	13,656.30	0 00	2,177.74	
100.0000	Trust Asset Sale	11/05/10	10/13/11	6.34	5.37	0.00	0.97	
	Security Subtotal			***15,896.40***	***13,711.81***	***0.00***	***2,184.59***	
Noncovered Short Term Capital Gains and Losses Subtotal				**46,389.15**	**39,955.81**	**0.00**	**6,433.34**	
NET SHORT TERM CAPITAL GAINS AND LOSSES				**46,389.15**	**39,955.81**	**0.00**	**6,433.34**	

LONG TERM CAPITAL GAINS AND LOSSES

NONCOVERED TRANSACTIONS

Quantity	Transaction Description	Date Acquired Cover of Short	Date Liquidated Short Sale	Amount	Cost Basis	Adjustments	Gain or (Loss)	Remarks
SPDR GOLD TRUST		*CUSIP Number*	*78463V107*					
50 0000	Trust Asset Sale	11/24/08	01/05/11	2.37	1.44	0.00	0.93	
50 0000	Trust Asset Sale	11/24/08	02/04/11	2.23	1.37	0.00	0.86	
50.0000	Trust Asset Sale	11/24/08	03/03/11	1.95	1.14	0.00	0.81	
50.0000	Trust Asset Sale	11/24/08	04/07/11	2.27	1 30	0.00	0.97	
100.0000	Trust Asset Sale	03/09/10	04/07/11	4 55	3.52	0.00	1.03	
50.0000	Trust Asset Sale	11/24/08	05/09/11	2.44	1.36	0.00	1.08	
100.0000	Trust Asset Sale	03/09/10	05/09/11	4.89	3 68	0.00	1.21	
50.0000	Trust Asset Sale	11/24/08	06/08/11	2.41	1 31	0.00	1.10	
100.0000	Trust Asset Sale	03/09/10	06/08/11	4.83	3 55	0.00	1.28	
50.0000	Trust Asset Sale	11/24/08	07/08/11	2.46	1.33	0 00	1.13	
100.0000	Trust Asset Sale	03/09/10	07/08/11	4.92	3.61	0.00	1.31	
50.0000	Trust Asset Sale	11/24/08	08/10/11	2.52	1.19	0.00	1 33	
100.0000	Trust Asset Sale	03/09/10	08/10/11	5.05	3.22	0.00	1.83	

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THE HUGHES FAMILY FOUNDATION

2011 SUPPLEMENTAL ANNUAL STATEMENT SUMMARY

1099-B

2011 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

Quantity	Transaction Description	Date Acquired Cover of Short	Date Liquidated Short Sale	Amount	Cost Basis	Adjustments	Gain or (Loss)	Remarks
LONG TERM CAPITAL GAINS AND LOSSES								
NONCOVERED TRANSACTIONS								
SPDR GOLD TRUST		*CUSIP Number*	*78463V107*					
50.0000	Trust Asset Sale	11/24/08	09/09/11	2.82	1.27	0 00	1 55	
100.0000	Trust Asset Sale	03/09/10	09/09/11	5.64	3.44	0 00	2.20	
50.0000	Trust Asset Sale	11/24/08	10/13/11	3.17	1 60	0.00	1.57	
50.0000	Trust Asset Sale	11/24/08	11/14/11	2.64	1.24	0.00	1.40	
100.0000	Trust Asset Sale	03/09/10	11/14/11	5.28	3.36	0.00	1.92	
50.0000	Trust Asset Sale	11/24/08	12/09/11	2.63	1.28	0.00	1.35	
100.0000	Trust Asset Sale	03/09/10	12/09/11	5.27	3.49	0.00	1.78	
	Security Subtotal			***70.34***	***43.70***	***0.00***	***26.64***	
Noncovered Long Term Capital Gains and Losses Subtotal				**70.34**	**43.70**	**0.00**	**26.64**	
NET LONG TERM CAPITAL GAINS AND LOSSES				**70.34**	**43.70**	**0.00**	**26.64** ✓	
TOTAL SALES PROCEEDS FOR CAPITAL GAINS AND LOSSES				**46,459.49**				
TOTAL REPORTED SALES PROCEEDS				**46,459.49**				

(P) Indicates that an option premium has been included in the calculation.

2011 REALIZED CAPITAL GAIN AND LOSS SUMMARY

COVERED SHORT TERM GAINS/LOSSES	NONCOVERED SHORT TERM GAINS/LOSSES	COVERED LONG TERM GAINS/LOSSES	NONCOVERED LONG TERM GAINS/LOSSES
0.00	6,433.34	0.00	26.64

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