Form **990-PF**

Department of the Treasury
Internal Revenue Service

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.

OMB No. 1545-0052

2011

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

Name of foundation
THE SCOTT HUDGENS FAMILY FOUNDATION, INC.

A Employer identification number
58-2513020

Number and street (or P.O. box number if mail is not delivered to street address)
3425 DULUTH PARK LANE

Room/suite

B Telephone number
770-813-8817

City or town, state, and ZIP code
DULUTH, GA 30096

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 105,239,785.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

		Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)	**(a)** Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received	12,798.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	5,963.	5,963.		STATEMENT 1
	4	Dividends and interest from securities	2,782,200.	2,782,200.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,697,884.			
	b	Gross sales price for all assets on line 6a 43,899,590.				
	7	Capital gain net income (from Part IV, line 2)		1,697,884.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	<188,262.>	<188,262.>		STATEMENT 3
	12	**Total.** Add lines 1 through 11	4,310,583.	4,297,785.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	156,000.	128,400.		27,600.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 4	60,403.	60,403.		0.
	b	Accounting fees STMT 5	55,550.	55,550.		0.
	c	Other professional fees				
	17	Interest SEE ATTACHMENT A	2,346,927.	2,346,927.		0.
	18	Taxes STMT 6	142,591.	142,591.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 7	227,471.	227,471.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	2,988,942.	2,961,342.		27,600.
	25	Contributions, gifts, grants paid SEE ATTACHMENT D	2,513,755.			2,513,755.
	26	**Total expenses and disbursements.** Add lines 24 and 25	5,502,697.	2,961,342.		2,541,355.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<1,192,114.>			
	b	**Net investment income** (if negative, enter -0-)		1,336,443.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Form **990-PF** (2011)

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		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		79,408.	36,294.	36,294.
	2	Savings and temporary cash investments		29,459,958.	37,143,225.	37,143,225.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable SEE ATTACHMENT F ▶	508,984.			
		Less: allowance for doubtful accounts ▶	0.	528,622.	508,984.	508,984.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		1,453.		
	10a	Investments - U.S. and state government obligations		9,992,000.		
	b	Investments - corporate stock	STMT 10	7,745,417.	7,848,816.	8,452,242.
	c	Investments - corporate bonds				
	11	Investments - land, buildings, and equipment basis ▶	21,244,242.			
		Less accumulated depreciation ▶	SEE ATTACHMENT C	21,007,945.	21,244,242.	29,556,501.
	12	Investments - mortgage loans				
	13	Investments - other	STMT 11	40,778,036.	39,828,594.	29,542,539.
	14	Land, buildings, and equipment: basis ▶				
		Less accumulated depreciation ▶				
	15	Other assets (describe ▶)				
	16	**Total assets** (to be completed by all filers)		109,592,839.	106,610,155.	105,239,785.
Liabilities	17	Accounts payable and accrued expenses			7,500.	
	18	Grants payable				
	19	Deferred revenue	SEE ATTACHMENT C	11,300,416.	9,969,092.	
	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)		11,300,416.	9,976,592.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**				
	24	Unrestricted				
	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		0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		98,292,423.	96,633,563.	
	30	**Total net assets or fund balances**		98,292,423.	96,633,563.	
	31	**Total liabilities and net assets/fund balances**		109,592,839.	106,610,155.	

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	98,292,423.
2	Enter amount from Part I, line 27a	2	<1,192,114.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	97,100,309.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	466,746.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	96,633,563.

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	SEE ATTACHED SCHEDULE B	P	VARIOUS	VARIOUS
b	SEE ATTACHED SCHEDULE B	P	VARIOUS	VARIOUS
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	42,009,581.		42,000,000.	9,581.
b	1,890,009.		201,706.	1,688,303.
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				9,581.
b				1,688,303.
c				
d				
e				

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	1,697,884.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	4,503,345.	106,256,632.	.042382
2009	3,671,850.	108,393,797.	.033875
2008	4,033,438.	111,286,991.	.036244
2007	14,422,545.	49,633,106.	.290583
2006	1,738,189.	25,808,726.	.067349

2 **Total** of line 1, column (d)	2	.470433
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	.094087
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	105,005,960.
5 Multiply line 4 by line 3	5	9,879,696.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	13,364.
7 Add lines 5 and 6	7	9,893,060.
8 Enter qualifying distributions from Part XII, line 4	8	2,541,355.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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 ▶ ☐ and enter 1% of Part I, line 27b			1	26,729.
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	26,729.
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	26,729.
6 Credits/Payments:				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	41,282.		
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	41,282.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	20.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	14,533.
11 Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 14,533. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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.*	1b		X
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? N/A	4b		
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, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA			
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) STATEMENT 12 STMT 13	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 ▶ WWW.HUDGENSFOUNDATION.ORG

14 The books are in care of ▶ BROGDON CONSULTING, INC. Telephone no. ▶ 770-813-8111

Located at ▶ 3425 DULUTH PARK LANE, DULUTH, GA ZIP+4 ▶ 30096

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

			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
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?	☐ 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)?	N/A	1b		
	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?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☐ Yes ☒ 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.)	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?	☐ 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.)*	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 2011?		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)? N/A | 5b | |

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

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.

(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
DALLAS S. HUDGENS, III 402 E. JEFFERSON STREET FALLS CHURCH, VA 22046	CHAIRMAN, DIRECTOR 0.00	0.	0.	0.
WILLIAM A. BROGDON 3425 DULUTH PARK LANE DULUTH, GA 30096	EXEC. DIR. 6.00	156,000.	0.	0.
RICHARD MAYBERRY 2010 CORPORATE RIDGE MCCLEAN, VA 22102	DIRECTOR 0.00	0.	0.	0.

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

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

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

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
RICHARD MAYBERRY 2010 CORPORATE RIDGE, MCCLEAN, VA 22102	LEGAL SERVICES	60,000.

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	
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	46,832,349.
b	Average of monthly cash balances			1b	164,663.
c	Fair market value of all other assets			1c	59,608,024.
d	**Total** (add lines 1a, b, and c)			1d	106,605,036.
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	106,605,036.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	1,599,076.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	105,005,960.
6	**Minimum investment return.** Enter 5% of line 5			6	5,250,298.

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	5,250,298.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	26,729.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	26,729.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	5,223,569.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	5,223,569.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	5,223,569.

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	2,541,355.
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	2,541,355.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,541,355.

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					5,223,569.
2 Undistributed income, if any, as of the end of 2011					
a Enter amount for 2010 only				0.	
b Total for prior years: _____ , _____ , _____			0.		
3 Excess distributions carryover, if any, to 2011:					
a From 2006					
b From 2007	10499036.				
c From 2008					
d From 2009					
e From 2010					
f **Total** of lines 3a through e		10,499,036.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶$ 2,541,355.					
a Applied to 2010, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2011 distributable amount					2,541,355.
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).)		2,682,214.			2,682,214.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		7,816,822.			
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 instr.				0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2012.** Subtract lines 7 and 8 from line 6a		7,816,822.			
10 Analysis of line 9:					
a Excess from 2007	7,816,822.				
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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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					
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 foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed:

SEE WEBSITE

b The form in which applications should be submitted and information and materials they should include:

SEE WEBSITE

c Any submission deadlines:

SEE WEBSITE

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

SEE WEBSITE

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* SEE ATTACHED SCHEDULE D				2,513,755.
Total			▶ 3a	2,513,755.
b *Approved for future payment* SEE ATTACHED SCHEDULE E				1,760,000.
Total			▶ 3b	1,760,000.

Form **990-PF** (2011)

123611 12-02-11

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
	(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	5,963.	
4 Dividends and interest from securities			14	2,782,200.	
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			16	<188,262.>	
8 Gain or (loss) from sales of assets other than inventory			18	1,697,884.	
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)		0.		4,297,785.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 4,297,785.

(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).

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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		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 — Date: Nov 1, 2012 — Title: VICE PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
CATHY G. SCHAFFER	CATHY G. SCHAFFER	10/29/12		P01417397

Firm's name ▶ BENNETT THRASHER PC — Firm's EIN ▶ 58-1673613

Firm's address ▶ 3625 CUMBERLAND BOULEVARD, #1000
ATLANTA, GA 30339

Phone no. 770-396-2200

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

Schedule of Contributors

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

OMB No 1545-0047

2011

Name of the organization
THE SCOTT HUDGENS FAMILY
FOUNDATION, INC.

Employer identification number
58-2513020

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 foundation

Check 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)

Name of organization
THE SCOTT HUDGENS FAMILY
FOUNDATION, INC.

Employer identification number
58-2513020

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	ESTATE OF D.S. HUDGENS, JR. 3425 DULUTH PARK LANE DULUTH, GA 30096	$ 12,798.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE SCOTT HUDGENS FAMILY FOUNDATION, INC.	58-2513020

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

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

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

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

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

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

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

Name of organization	Employer identification number
THE SCOTT HUDGENS FAMILY FOUNDATION, INC.	58-2513020

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

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CREDIT SUISSE	2,536.
MERRILL LYNCH	3,422.
SUNTRUST BANK	5.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5,963.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SEE ATTACHED SCHEDULE A	2,782,200.	0.	2,782,200.
TOTAL TO FM 990-PF, PART I, LN 4	2,782,200.	0.	2,782,200.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PARTRIDGE GREENE, INC. - REAL ESTATE RENTAL LOSS	<2,057.>	<2,057.>	
REAL ESTATE RENTAL LOSS - HOGG MOUNTAIN PROPERTIES, LLC	<203,605.>	<203,605.>	
MISCELLANEOUS INCOME	15,000.	15,000.	
MISCELLANEOUS INCOME - REAL ESTATE RENTAL INCOME	2,400.	2,400.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<188,262.>	<188,262.>	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES- SEE ATTACHED SCHEDULE A	60,403.	60,403.		0.
TO FM 990-PF, PG 1, LN 16A	60,403.	60,403.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES-SEE ATTACHED SCHEDULE A	55,550.	55,550.		0.
TO FORM 990-PF, PG 1, LN 16B	55,550.	55,550.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
REAL ESTATE TAXES	25,380.	25,380.		0.
MISCELLANEOUS TAXES AND LICENSES	1,533.	1,533.		0.
REAL ESTATE TAXES - DALLAS DEVELOPMENT, INC.	106,340.	106,340.		0.
OTHER TAXES - DALLAS DEVELOPMENT, INC.	50.	50.		0.
REAL ESTATE TAXES - PARTRIDGE GREENE, INC.	6,709.	6,709.		0.
OTHER TAXES - PARTRIDGE GREENE, INC.	2,579.	2,579.		0.
TO FORM 990-PF, PG 1, LN 18	142,591.	142,591.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMMUNICATIONS	739.	739.		0.
DUES AND SUBSCRIPTIONS	1,796.	1,796.		0.
BANK CHARGE	258.	258.		0.
POSTAGE & DELIVERY	1,185.	1,185.		0.
OFFICE SUPPLIES	120.	120.		0.
TRAVEL	1,972.	1,972.		0.
INVESTMENT EXPENSES - PARTRIDGE GREENE, INC.	153,669.	153,669.		0.
INVESTMENT EXPENSES - DALLAS DEVELOPMENT, INC.	67,622.	67,622.		0.
MANAGEMENT FEES - SUNTRUST BANK	110.	110.		0.
TO FORM 990-PF, PG 1, LN 23	227,471.	227,471.		0.

FOOTNOTES STATEMENT 8

ELECTION TO CAPITALIZE CARRYING COSTS:

THE SCOTT HUDGENS FAMILY FOUNDATION, INC. #58-2513020
FOR THE YEAR ENDING DECEMBER 31, 2011

THE SCOTT HUDGENS FAMILY FOUNDATION, INC. HEREBY ELECTS, PURSUANT TO IRC SEC.266 AND REG. SEC.1.266-1(B)(1)(II), TO CAPITALIZE THE FOLLOWING CHARGES INCURRED FOR THE REAL PROPERTY KNOWN AS HOG MOUNTAIN:

LAND MAINTENANCE	DATE PAID: VARIOUS	169,898.
INSURANCE	DATE PAID: VARIOUS	26,386.
LEGAL & PROFESSIONAL	DATE PAID: VARIOUS	7,294.
COMMUNICATION	DATE PAID: VARIOUS	823.
MISCELLANEOUS	DATE PAID: VARIOUS	370.
SECURITY	DATE PAID: VARIOUS	179.
BANK CHARGES	DATE PAID: VARIOUS	107.
POSTAGE	DATE PAID: VARIOUS	63.
	TOTAL	205,120.

THE SCOTT HUDGENS FAMILY FOUNDATION, INC.HEREBY ELECTS, PURSUANT TO IRC SEC.266 AND REG. SEC.1.266-1(B)(1)(II), TO CAPITALIZE THE FOLLOWING CHARGES INCURRED FOR THE REAL PROPERTY KNOWN AS GARLAND MOUNTAIN:

LEGAL & PROFESSIONAL	DATE PAID: VARIOUS	4,881.
INSURANCE	DATE PAID: VARIOUS	3,914.
POSTAGE	DATE PAID: VARIOUS	11.
	TOTAL	8,806.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
BOOK/TAX DIFFERENCE FROM PARTNERSHIP K-1	446,638.
NONDEDUCTIBLE EXPENSES FROM PARTNERSHIP K-1	108.
FEDERAL INCOME TAX PAYMENT	20,000.
TOTAL TO FORM 990-PF, PART III, LINE 5	466,746.

FORM 990-PF CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK-SEE ATTACHED STATEMENT C	7,848,816.	8,452,242.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,848,816.	8,452,242.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN PARTRIDGE GREENE, INC.	COST	4,247,525.	18,355,930.
INVESTMENT IN DALLAS DEVELOPMENT, INC.	COST	36,331,804.	11,186,609.
INVESTMENT IN GREENE HOGG, LLC	COST	<750,735.>	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		39,828,594.	29,542,539.

FORM 990-PF TRANSFERS TO CONTROLLED ENTITIES STATEMENT 12
PART VII-A, LINE 11

NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
DALLAS DEVELOPMENT INC.	58-1494288

ADDRESS

3425 DULUTH PARK LANE
DULUTH, GA 30096

DESCRIPTION OF TRANSFER

CASH-CAPITAL CONTRIBUTION

	AMOUNT OF TRANSFER
	115,000.
TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ENTITIES	115,000.

FORM 990-PF

LIST OF CONTROLLED ENTITIES
PART VII-A, LINE 11

STATEMENT 13

NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
DALLAS DEVELOPMENT INC.	58-1494288

ADDRESS

3425 DULUTH PARK LANE
DULUTH, GA 30096

Attachment A

SCOTT HUDGENS FAMILY FOUNDATION
ATTACHMENT TO 2011 FORM 990-PF - PERIOD 1/1/11 TO 12/31/11
EIN# 58-2513020

Part I

Line 1 - Contribution Income - Estate of D.S. Hudgens, Jr. (Also Schedule B)

Cash and Equivalents	12,798
Total Contirbutions Income	12,798

Line 4 - Dividends & Interest From Securities

Notes Receivable	1,349,935
Credit Suisse - US Treasury	10,486
Credit Suisse - Dividend	233,039
Pass Through - Hogg Mountain Properties, LLC	149
Pass Through - Partridge Greene, Inc	1,149,915
Pass Through - Dallas Development, Inc	38,676
	2,782,200

Line 16(a) - Legal Fees

Richard Mayberry - general counsel	60,000
Alston & Bird - long-term and tax planning & governance issues	403
	60,403

Line 16(b) - Accounting Fees

Jerry M Logan, CPA - tax and accounting consulting	26,550
McMullan & Company - audit & tax preparation	26,000
Tower Services - tax and accounting consulting	3,000
	55,550

Line 17 - Interest Expense

Pass Through - Partridge Greene, Inc	1,300,276
Pass Through - Dallas Development, Inc	1,046,651
	2,346,927

Attachment B

SCOTT HUDGENS FAMILY FOUNDATION
ATTACHMENT TO 2011 FORM 990-PF - PERIOD 1/1/11 TO 12/31/11
EIN# 58-2513020

Part IV

Short Term Gains/Losses:

Description	How Acquired	Date Acquired	Date Sold	Proceeds	Cost	Gain/(Loss)
US TREASURY BILLS	P	08/06/10	02/10/11	5,000,000	5,000,000	0
US TREASURY BILLS	P	09/15/10	03/10/11	5,000,000	5,000,000	0
US TREASURY BILLS	P	07/26/11	08/18/11	10,000,000	10,000,000	0
US TREASURY BILLS	P	07/26/11	09/29/11	10,000,000	10,000,000	0
US TREASURY BILLS	P	07/26/11	10/27/11	12,000,000	12,000,000	0
PASS THRU FROM PARTRIDGE GREENE, INC	D	VARIOUS	VARIOUS	9,581	0	9,581
Total Short Term Gains/Losses				42,009,581	42,000,000	9,581
Long Term Gains/Losses:						
LONG TERM CAPITAL GAIN DISTRIBUTIONS	D	VARIOUS	VARIOUS	5,621	0	5,621
GAINS FROM INSTALLMENT SALES	D	VARIOUS	VARIOUS	1,533,030	201,706	1,331,324
PASS THRU FROM PARTRIDGE GREENE, INC	D	VARIOUS	VARIOUS	345,874	0	345,874
PASS THRU FROM DALLAS DEVELOPMENT, INC	D	VARIOUS	VARIOUS	5,484	0	5,484
Total Long Term Gains/Losses				1,890,009	201,706	1,688,303
Total Capital Gains/Losses				43,899,590	42,201,706	1,697,884

ATTACHMENT C

SCOTT HUDGENS FAMILY FOUNDATION
ATTACHMENT TO 2011 FORM 990-PF - PART II
EIN# 58-2513020

LINE 10(b)

CORPORATE STOCKS & SECURITIES	COST	FMV
DIVIDEND RECEIVABLE	1,744	1,744
ABBOTT LABS	94,498	97,615
ABB LTD	79,388	61,536
ABSOLUTE STRATEGIC FUND	707,645	712,806
AMGEN INC	50,514	64,788
APACHE CORP	66,500	85,417
APPLE INC	93,139	223,965
AT&T INC	53,723	55,732
BANK AMER CORP	90,193	38,264
BANK OF NEW YORK MELLON CORP	83,933	42,568
BAXTER	43,827	37,110
BERKLEY W R CORP	47,218	51,447
CHEVRON CORP	132,778	190,137
CISCO SYS INC	94,169	93,184
COACH INC	51,142	95,772
COMMUNITY FINANCIAL CLASS B	300,000	606,000
CONAGRA FOODS INC	40,416	60,456
CVS CAREMARK CORP	77,573	95,303
DANAHER CORP	14,796	44,029
DEVON ENERGY CORP	36,316	50,840
DISNEY WALT CO	55,352	105,075
DREYFUS FDS	196,089	173,141
EMC CORP MASS	66,754	81,594
EMERSON ELEC CO	64,365	63,176
EXCELON CORP	92,012	67,007
EXPRESS SCRIPTS INC	68,775	105,826
EXXON MOBIL CORP	75,814	165,875
FRONTIER COMMUNICATIONS CORP	4,271	2,256
FREEPORT-MCMORAN COPPER & GOLD	29,010	61,292
GENERAL ELEC CO	160,225	81,544
GILEAD SCIENCE	41,607	36,632
GOLDMAN SACHS EMERGING MKT FUND	440,549	308,205
GOLDMAN SACHS GROUP INC	44,289	37,800
GOOGLE INC	101,443	136,931
HALLIBURTON	84,507	76,543
HARRIS CORP DEL	35,552	29,445
HEWLETT PACKARD	128,543	80,062
HOME DEPOT	63,283	113,970
HUNT J B TRANS SVCS INC	25,307	35,380
INTEL CORP	91,607	102,238
INTERNATIONAL BUSINESS MACHS	83,145	160,159
INVESCO LTD	62,429	46,207
ISHARES TR RUSSELL 1000 GROWTH INDE	146,877	173,370
JOHNSON & JOHNSON	123,217	123,422
JP MORGAN CHASE & CO	123,747	110,523
KOHLS	37,833	53,051
KRAFT	44,660	58,207
MCDONALDS CORP	58,694	133,238

ATTACHMENT C

SCOTT HUDGENS FAMILY FOUNDATION

ATTACHMENT TO 2011 FORM 990-PF - PART II

EIN# 58-2513020

MERCK & CO INC	85,441	77,888
MICROSOFT CORP	99,952	104,723
MONSANTO	80,665	55,075
MORGAN STANLEY COM	60,831	35,616
NUCOR CORP	46,970	40,480
OCCIDENTAL PETE CORP	82,443	107,474
ORACLE CORP	64,031	82,285
PARKER HANNIFIN CORP COM	50,148	71,294
PEPSICO INC	93,646	98,132
PERMANENT PORTFOLIO FUND	102,508	113,087
PHILIP MORRIS INTL	54,660	78,715
PIMCO COMMODITY REAL FUND	631,082	354,620
PRAXAIR	41,273	74,402
PROCTER & GAMBLE CO	46,203	80,853
QUALCOMM	55,666	79,042
RAYTHEON CO	66,366	60,959
SCHLUMBERGER LTD	73,744	55,673
SPDR S&P 500 ETF TR TR UNIT	220,638	251,000
CHARLES SCHWAB CORP	44,885	32,012
T ROWE PRICE REAL ESTATE FUND	292,936	223,550
TARGET CORP	91,792	82,464
TEXAS INSTRS INC	65,330	58,860
TJX COS INC	44,956	87,594
THERMO FISHER SCIENTIFIC	58,862	44,790
TRANSOCEAN	66,725	25,261
TRAVELERS COS INC	63,021	71,122
UNION PACIFIC	78,183	126,386
UNITED PARCEL	44,745	66,603
UNITED TECHNOLOGIES CORP	89,398	98,379
VERIZON COMMUNICATIONS	64,656	73,259
VISA INC	42,784	65,487
WAL-MART STORES INC	58,603	72,011
WELLS FARGO	76,204	72,262
BALANCE 12/31/11	**7,848,816**	**8,452,242**

LINE 11

INVESTMENTS - LAND	COST	FMV
LAND-HOG MOUNTAIN PROPERTIES	20,304,958	27,561,501
LAND-GARLAND MOUNTAIN PROPERTIES	939,284	1,995,000
BALANCE 12/31/11	**21,244,242**	**29,556,501**

LINE 19

DEFERRED REVENUE	COST	FMV
DEFERRED GAIN ON INSTALLMENT SALES	9,969,092	9,969,092
BALANCE 12/31/11	**9,969,092**	**9,969,092**

Attachment D

SCOTT HUDGENS FAMILY FOUNDATION
ATTACHMENT TO 2011 FORM 990-PF - PERIOD 1/1/11 TO 12/31/11
EIN# 58-2513020
Line 25 - Contributions, gifts, grants paid (also Part XV - line 3a)

Name and Address	Purpose	Amount
ALT Pink Foundation Inc 1400 Buford Hwy, E4 Sugar Hill, GA 30518	Public Charity - 501 (c) (3) General Fund	2,000
American Cancer Society 6165 South Rainbow Boulevard Las Vegas, NV 89118	Public Charity - 501 (c) (3) Roaring Fork Vally Postdoctoral Research	25,000
Annandale Village at Suwanee, Inc 3500 Annandale Lane Suwanee, GA 30024	Public Charity - 501 (c) (3) Operating Fund	100,000
Aspen Community Foundation 110 E Hallam Street Ste 126 Aspen, CO 81611	Public Charity - 501 (c) (3) MRH Memorial Advised Fund	19,255
Athletes for a Better World 1740 Barnesdale Way NE Atlanta, GA 30309	Public Charity - 501 (c) (3) In support of full-time staff person	35,000
Atlanta Community Food Bank 732 Joseph E Lowery Blvd, NW Atlanta, GA 30318-6628	Public Charity - 501 (c) (3) Operating Fund - Food Bank	25,000
Atlanta Girls School 3254 Northside Parkway NW Atlanta, GA 30327	Public Charity - 501 (c) (3) Scholarships	25,000
Atlanta Union Mission PO Box 1807 Atlanta, GA 30301	Public Charity - 501 (c) (3) Potter's House Program	50,000
Auditory-Verbal Center, Inc 1901 Century BLvd, Ste 20 Atlanta, GA 30345	Public Charity - 501 (c) (3) Verbal Therapy for deaf-born	10,000
Aurora Theatre P O Box 2014 Lawrenceville, GA 30046	Public Charity - 501 (c) (3) Scholarships for Summer Programs	10,000
Be the Match Foundation 3001 Broadway Street NE, Ste 601 Minneapolis, MN 55413-1753	Public Charity - 501 (c) (3) Bone Marrow or Umbilical Cord Blood	10,000
Boys & Girls Clubs of Metro Atlanta 100 Edgewood Ave NE, Suite 700 Atlanta, GA 30303	Public Charity - 501 (c) (3) Equip & Educational Programs	105,000

Attachment D

SCOTT BUDGENS FAMILY FOUNDATION
ATTACHMENT TO 2011 FORM 990-PF - PERIOD 1/1/11 TO 12/31/11
EIN# 58-2513020

Camp Twin Lakes 600 Means Street, Ste 110 Atlanta, GA 30318	Public Charity - 501 (c) (3) Will-A-Way Improvements	30,000
Cherokee Friends Recovery Foundation, Inc 90 North Street, Suite 370 Canton, GA 30169	Public Charity - 501 (c) (3) Cherokee DUI/Drug Trmtm Court	15,000
Children's Healthcare of Atlanta 1687 Tullie Circle NE Atlanta, GA 30329	Public Charity - 501 (c) (3) Aflac Cancer Center	568,750
Communities in Schools 600 W Peachtree Street, Ste 1200 Atlanta, GA 30308	Public Charity - 501 (c) (3) Performance Learning Centers	100,000
DEEP PO Box 5582 Savannah, GA 31414	Public Charity - 501 (c) (3) Afterschool Literacy Program	2,000
Eagle Ranch P O Box 7200 Chestnut Mountain, GA 30502	Public Charity - 501 (c) (3) General Fund	31,250
The Empty Stocking Fund 1975 Century Blvd, Ste 16 Atlanta, GA 30345-3316	Public Charity - 501 (c) (3) Funding for gifts	20,000
enAble of Georgia Inc 1200 Old Ellis Road Roswell, GA 30076	Public Charity - 501 (c) (3) Toward Purch of Vehicle	5,000
Georgia Agape Inc 3094 Mercer University Dr, Ste 200 Atlanta, GA 30341	Public Charity - 501 (c) (3) Foster Care & Adoption	10,000
Georgia Council on Economic Education PO Box 1619 Atlanta, GA 30301-1619	Public Charity - 501 (c) (3) Funding for 20 Workshops	20,000
Georgia Lions Lighthouse Foundation 5582 Peachtree Rd Chamblee, GA 30341	Public Charity - 501 (c) (3) 5 Eye Surgeries	7,500
Georgia Meth Project 3625 Cumberland Blvd, Ste 980 Atlanta, GA 30339	Public Charity - 501 (c) (3) Large Scale Outreach Prgram	50,000
Gwinnett Children's Shelter PO Box 527 Buford, GA 30515-0527	Public Charity - 501 (c) (3) Computer Equip & general fund	100,000

Attachment D

SCOTT HUDGENS FAMILY FOUNDATION
ATTACHMENT TO 2011 FORM 990-PF - PERIOD 1/1/11 TO 12/31/11
EIN# 58-2513020

Gwinnett Tech Foundation 5150 Sugarloaf Parkway Lawrenceville, GA 30043-5702	Public Charity - 501 (c) (3) Veteran Affairs Fund	15,500
Hands of Christ P O Box 1974 3395 Fox St Bldg 101 Duluth, GA 30096	Public Charity - 501 (c) (3) Food Bank	10,000
Hope Clinic, Inc 318 West Pike St, Suite 402 Lawrenceville, GA 30046	Public Charity - 501 (c) (3) Operating Fund	10,000
Hope House PO Box 3597 Augusta, GA 30914	Public Charity - 501 (c) (3) Capital Funding	50,000
Lekotek 1955 Cliff Valley Way, Suite 102 Atlanta, GA 30329	Public Charity - 501 (c) (3) Operating Fund	10,000
Literacy Action Inc 100 Edgewood Avenue Suite 650 Atlanta, GA 30303	Public Charity - 501 (c) (3) Adult Literacy Program	25,000
Medcen 858 High Street Macon, GA 31201	Public Charity - 501 (c) (3) Cancer & Research Center	10,000
Murphy-Harpst Children's Centers 338 West Third Street Rome, GA 30165	Public Charity - 501 (c) (3) General Fund	5,000
Next Step Ministries 3353 Trickum Road, Suite 100 Woodstock, GA 30188	Public Charity - 501 (c) (3) Autism Program	15,000
North Gwinnett CO-OP 70 Wiley Drive Buford, GA 30518	Public Charity - 501 (c) (3) Food Bank	25,000
Our House, Inc PO Box 1304 Decatur, GA 30031-1304	Public Charity - 501 (c) (3) Educ Programs for homeless	15,000
Operation One Voice P O Box 2559 Duluth, GA 30096	Public Charity - 501 (c) (3) Veterans' Needs	50,000
Peachtree Christian Hospice 3430 Duluth Park Lane Duluth, GA 30096	Public Charity - 501 (c) (3) General Operating Fund	300,000

Attachment D

SCOTT HUDGENS FAMILY FOUNDATION
ATTACHMENT TO 2011 FORM 990-PF - PERIOD 1/1/11 TO 12/31/11
EIN# 58-2513020

Piedmont Healthcare Foundation 2001 Peachtree Road, N E Suite 400 Atlanta, GA 30309	Public Charity - 501 (c) (3) Human Leukocyte Antigen Laboratory	100,000
Quinlan Visual Arts Center 514 Green Street Northeast Gainesville, GA 30501	Public Charity - 501 (c) (3) Scholarships for Summer Art Program	20,000
Salvation Army 3455 Sugarloaf Parkway Lawrenceville, GA 30044	Public Charity - 501 (c) (3) Home Sweet Home Gwinnett Program The Gwinnett Conservatory for the Performing Arts	185,000
Senior Connections, Inc 5238 Peachtree Road Atlanta, GA 30341	Public Charity - 501 (c) (3) Emergeny Home Repair Fund	15,000
Share Our Strength 1730 M Street NW, Suite 700 Washington, DC 20036	Public Charity - 501 (c) (3) Fight Childhood Hunger	20,000
Shepard Center Foundation 2020 Peachtree Road, Northwest Atlanta, GA 30309	Public Charity - 501 (c) (3) Annual Fund	87,500
Southwest Christian Care 7225 Lester Road Union City, GA 30291	Public Charity - 501 (c) (3) General Fund	2,500
United Way of Metropolitan Atlanta 100 Edgewood Avenue NE Atlanta, GA 30303	Public Charity - 501 (c) (3) Gwinnett Village Fin Svc Ctr	50,000
Volunteers for Literacy of Habersham Co P O Box 351 Cornelia, GA 30531	Public Charity - 501 (c) (3) Preschool reading initiative	5,000
Wellspring Living, Inc 140 Howell Road Ste C-2 Tyrone, GA 30290	Public Charity - 501 (c) (3) Mental Health Svcs	100,000
Winship Cancer Institute of Emory Univ 1440 Clifton Road NE, Ste 170 Atlanta, GA 30322	Public Charity - 501 (c) (3) General Fund	12,500
TOTAL		2,513,755

ATTACHMENT E

SCOTT HUDGENS FAMILY FOUNDATION
ATTACHMENT TO 2011 FORM 990-PF - PART XV
EIN# 58-2513020

Line 3b - Grants and Contributions Approved For Future Payment

Name and Address	Purpose	Amount
Gwinnett Tech Foundation 5150 Sugarloaf Parkway Lawrenceville, GA 30043-5702	Public Charity - 501 (c)(3) Life Science Building Fund	1,000,000
Gwinnett Tech Foundation 5150 Sugarloaf Parkway Lawrenceville, GA 30043-5702	Public Charity - 501 (c)(3) Veterans Affairs Program	490,000
Boys & Girls Clubs of Metro Atlanta 100 Edgewood Ave NE, Ste 700 Atlanta, GA 30303	Public Charity - 501 (c)(3) Teen Club & Educational Program	200,000
The Salvation Army of Gwinnett Co 3455 Sugarloaf Parkway Lawrenceville, GA 30044	Public Charity - 501 (c)(3) Gwinnett Conservatory for Performing Arts	20,000
Southeastern Railway Museum National Railway Historical Society Atlanta Chapter 3595 Peachtree Road Duluth, GA 30096	Public Charity - 501 (c)(3) Group Exemption Transportation Enhancement Program	50,000
Total for Part XV - Line 3b		1,760,000

ATTACHMENT F

SCOTT HUDGENS FAMILY FOUNDATION

ATTACHMENT TO 2011 FORM 990-PF - PART II

EIN# 58-2513020

		BOOK VALUE	MARKET VALUE
LINE 7			
NOTES RECEIVABLE (*)			
BORROWER	GWINNETT PRADO, LP		
ORIGINAL AMOUNT	$300,000 00		
BALANCE DUE	$218,913 00	201,132	201,132
DATE OF NOTE	12/10/1995		
MATURITY DATE	3/1/2023		
REPAYMENT TERMS	MONTHLY		
INTEREST RATE	5 69%		
SECURITY PROVIDED	LAND		
PURPOSE OF THE LOAN	PURCHASE LAND		
DESCRIPTION & FMV OF CONSIDERATION	CASH $300,000 00		
BORROWER	GWINNETT PRADO, LP		
ORIGINAL AMOUNT	$407,000 00		
BALANCE DUE	$328,174 00	307,852	307,852
DATE OF NOTE	12/10/1997		
MATURITY DATE	12/10/2027		
REPAYMENT TERMS	MONTHLY		
INTEREST RATE	6 61%		
SECURITY PROVIDED	LAND		
PURPOSE OF THE LOAN	PURCHASE LAND		
DESCRIPTION & FMV OF CONSIDERATION	CASH $407,000 00		
		508,984	508,984

(*) - These notes were acquired from the decedant's estate following approval for transfer by Gwinnett County Probate Court.

Form **8868**
(Rev January 2012)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**

OMB No 1545-1709

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

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

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

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

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

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

Enter filer's identifying number, see instructions

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions.
THE SCOTT HUDGENS FAMILY FOUNDATION, INC.

Employer identification number (EIN) or
☒ 58-2513020

Number, street, and room or suite number If a P.O box, see instructions.
3425 DULUTH PARK LANE

Social security number (SSN)
☐

City, town or post office, state, and ZIP code For a foreign address, see instructions
DULUTH GA 30096

Enter the Return code for the return that this application is for (file a separate application for each return) . . . 04

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

- The books are in the care of ► BROGDON CONSULTING, INC.

Telephone No. ► (770) 813-8111 FAX No ► (770) 813-9486

- If the organization does not have an office or place of business in the United States, check this box . . ► ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ► ☐. If it is for part of the group, check this box . ► ☐ and attach a list with the names and EINs of all members the extension is for.

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

► ☒ calendar year 20 11 or
► ☐ tax year beginning ________, 20 ___, and ending ________, 20 ___

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	$ 40,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	$ 41,282.
c Balance due. Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$ 0.

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

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

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the extended due date for filing the return See instructions	Name of exempt organization or other filer, see instructions THE SCOTT HUDGENS FAMILY FOUNDATION, INC.	Employer identification number (EIN) or ☒ 58-2513020
	Number, street, and room or suite number. If a P O box, see instructions. 3425 DULUTH PARK LANE	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code For a foreign address, see instructions DULUTH GA 30096	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

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

- The books are in care of ► BROGDON CONSULTING, INC.
  Telephone No. ► (770) 813-8111 FAX No. ► (770) 813-9486
- If the organization does not have an office or place of business in the United States, check this box ► ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ► ☐ . If it is for part of the group, check this box ► ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until Nov 15 , 20 12 .

5 For calendar year 2011 , or other tax year beginning __________ , 20 __ , and ending __________ , 20 __ .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension THE RETURN IS SUBSTANTIALLY COMPLETE. HOWEVER, ADDITIONAL TIME IS REQUIRED TO MAKE FINAL REVISIONS TO THE RETURN IN ORDER TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	$ 40,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 41,282.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$ 0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ► Title ► C.P.A. Date ► 08/03/12