Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 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) Room/suite
3425 DULUTH PARK LANE

B Telephone number
770-813-8817

City or town, state or province, country, and ZIP or foreign postal 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)* ▶$ 82,542,714.

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			N/A	
2 Check ▶ ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	1,370.	1,370.		STATEMENT 1
4 Dividends and interest from securities	795,179.	795,179.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<4,079,396.>			
b Gross sales price for all assets on line 6a 18,739,055.				
7 Capital gain net income (from Part IV, line 2)		0.		
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	<11,526,326.>	<608,636.>		STATEMENT 3
12 **Total.** Add lines 1 through 11	<14,809,173.>	187,913.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	150,000.	122,400.		27,600.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees STMT 4	60,845.	60,845.		0.
b Accounting fees STMT 5	63,925.	63,925.		0.
c Other professional fees				
17 Interest				
18 Taxes STMT 6	48,469.	3,469.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 7	375,763.	375,579.		0.
24 **Total operating and administrative expenses.** Add lines 13 through 23	699,002.	626,218.		27,600.
25 Contributions, gifts, grants paid	5,020,000.			5,020,000.
26 **Total expenses and disbursements.** Add lines 24 and 25	5,719,002.	626,218.		5,047,600.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	<20,528,175.>			
b **Net investment income** (if negative, enter -0-)		0.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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323501 10-10-13 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2013)

V

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	76,439.	20,713.	20,713.
	2 Savings and temporary cash investments	26,453,298.	19,959,681.	19,959,681.
	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 ▶ 722,206.			
	Less: allowance for doubtful accounts ▶ 0.	488,097.	722,206.	722,206.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 10	994,212.	957,555.	935,366.
	b Investments - corporate stock STMT 11	11,960,871.	14,882,462.	17,004,760.
	c Investments - corporate bonds STMT 12	3,331,971.	3,504,983.	3,577,809.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶	21,503,079.		
	12 Investments - mortgage loans			
	13 Investments - other STMT 13	39,690,060.	29,920,329.	40,317,234.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ PREPAID EXPENSES)	0.	4,945.	4,945.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	104,498,027.	69,972,874.	82,542,714.
Liabilities	17 Accounts payable and accrued expenses		3,800.	
	18 Grants payable			
	19 Deferred revenue	8,504,785.	1,511,936.	
	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)	8,504,785.	1,515,736.	
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	95,993,242.	68,457,138.	
	30 Total net assets or fund balances	95,993,242.	68,457,138.	
	31 Total liabilities and net assets/fund balances	104,498,027.	69,972,874.	

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	95,993,242.
2 Enter amount from Part I, line 27a	2	<20,528,175.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	516,361.
4 Add lines 1, 2, and 3	4	75,981,428.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	7,524,290.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	68,457,138.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	18,739,055.		22,818,451.	<4,079,396.>

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				
b				
c				
d				
e				<4,079,396.>

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	<4,079,396.>
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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	2,930,100.	86,703,538.	.033794
2011	2,541,355.	105,005,960.	.024202
2010	4,503,345.	106,256,632.	.042382
2009	3,671,850.	108,393,797.	.033875
2008	4,033,438.	111,286,991.	.036244

2 **Total** of line 1, column (d)	2	.170497
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	.034099
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	81,939,320.
5 Multiply line 4 by line 3	5	2,794,049.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	2,794,049.
8 Enter qualifying distributions from Part XII, line 4	8	5,047,600.

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	0.
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	0.
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	0.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	50,459.		
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	50,459.
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	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	50,459.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 50,459. **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 the 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	X	
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 2013 or the taxable year beginning in 2013 (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 14 STMT 15	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 2013, 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

				Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.				
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 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ 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 2013 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 2013.)*	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 2013?		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 2.00	0.	0.	0.
WILLIAM A. BROGDON 3425 DULUTH PARK LANE DULUTH, GA 30096	EXEC. DIR. 8.00	150,000.	0.	0.
RICHARD MAYBERRY 2010 CORPORATE RIDGE MCCLEAN, VA 22102	DIRECTOR 1.00	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.

Form **990-PF** (2013)

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10-10-13

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	42,098,219.
b	Average of monthly cash balances	1b	49,468.
c	Fair market value of all other assets	1c	41,039,440.
d	**Total** (add lines 1a, b, and c)	1d	83,187,127.
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	83,187,127.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,247,807.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	81,939,320.
6	**Minimum investment return.** Enter 5% of line 5	6	4,096,966.

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	4,096,966.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a:		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,096,966.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,096,966.
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	4,096,966.

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	5,047,600.
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	5,047,600.
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	5,047,600.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				4,096,966.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶$ 5,047,600.				
a Applied to 2012, 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 2013 distributable amount				4,096,966.
e Remaining amount distributed out of corpus	950,634.			
5 Excess distributions carryover applied to 2013 (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	950,634.			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				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 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014** Subtract lines 7 and 8 from line 6a	950,634.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013 950,634.				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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 or e-mail address 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				
GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR - SEE SCHEDULE B ATTACHED				5,020,000.
Total			▶ 3a	5,020,000.
b Approved for future payment				
GWINNETT TECH FOUNDATION 5150 SUGARLOAF PARKWAY LAWRENCEVILLE, GA 30043-5702		PUBLIC CHARITY - 501(C)(3)	LIFE & HEALTH SCIENCES EXCELLENCE ENDOWMENT FUND	1,000,000.
GWINNETT TECH FOUNDATION 5150 SUGARLOAF PARKWAY LAWRENCEVILLE, GA 30043-5702		PUBLIC CHARITY - 501(C)(3)	VETERAN AFFAIRS PROGRAM	232,500.
GEORGIA METH PROJECT 3715 NORTHSIDE PARKWAY, SUITE 2-625 ATLANTA, GA 30327		PUBLIC CHARITY - 501(C)(3)	SUBSTANCE ABUSE AND PREVENTION PROGRAM	50,000.
Total			▶ 3b	1,282,500.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	1,370.	
4 Dividends and interest from securities			14	795,179.	
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	<608,636.>	
8 Gain or (loss) from sales of assets other than inventory			18	<4,079,396.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a NET LOSS - DALLAS					
b DEVELOPMENT, INC.		<11,016,995.>			
c NET INCOME - PARTRIDGE					
d GREENE, INC.		99,305.			
e					
12 Subtotal. Add columns (b), (d), and (e)		<10,917,690.>		<3,891,483.>	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 <14,809,173.>

(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

		Line	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: [signature] Date: 10/8/14 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
TIM OBERST	TIM OBERST	10/07/14		P00618530

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

Firm's address ▶ 3625 CUMBERLAND BOULEVARD, #1000 ATLANTA, GA 30339 — Phone no. 770-396-2200

Form **8868**
(Rev January 2014)
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.
► Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . ► [X]
- 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 extention 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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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 14, to file the exempt organization return for the organization named above The extension is for the organization's return for
► [X] calendar year 20 13 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

3 a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3 a	$ 25,000.
b If this application is for Forms 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	3 b	$ 50,459.
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	3 c	$ 0.

Caution. If you are going to make an electronic funds withdrawal (direct debit) 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 ► [X]

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	Name of exempt organization or other filer, see instructions. THE SCOTT HUDGENS FAMILY FOUNDATION, INC.	Employer identification number (EIN) or 58-2513020
File by the extended due date for filing your return. See instructions.	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 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	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 17 , 20 14.

5 For calendar year 2013 , 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.

8 a If this application is for Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions . . .	8a	$ 25,000.
b If this application is for Forms 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	$ 50,459.
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 ► Date ►

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	CREDIT SUISSE - PUBLICLY TRADED SECURITIES	P		
b	CREDIT SUISSE - S/T CAPITAL GAIN DISTRIBUTIONS	P		
c	CREDIT SUISSE - L/T CAPITAL GAIN DISTRIBUTIONS	P		
d	GAIN ON INSTALLMENT SALE - DALLAS DEVELOPMENT, IN	P		
e	POWERSHARES DB COMMODITY INDEX TRACKING FUND K-1	P		
f	BAD DEBT LOSS - DALLAS DEVELOPMENT, INC. NOTE REC	P		
g	DALLAS DEVELOPMENT, INC. INSTALLMENT NOTE	P		
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	11,725,800.		11,184,916.	540,884.
b	5,297.			5,297.
c	15,109.			15,109.
d	6,992,849.			6,992,849.
e			15,306.	<15,306.>
f			7,257,322.	<7,257,322.>
g			4,360,907.	<4,360,907.>
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				540,884.
b				5,297.
c				15,109.
d				6,992,849.
e				<15,306.>
f				<7,257,322.>
g				<4,360,907.>
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	<4,079,396.>
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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CREDIT SUISSE	1,370.	1,370.	
TOTAL TO PART I, LINE 3	1,370.	1,370.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
CREDIT SUISSE	515,804.	0.	515,804.	515,804.	
FROM K-1 - HOG MOUNTAIN PROPERTIES, LLC	74.	0.	74.	74.	
FROM K-1 POWERSHARES DB	105.	0.	105.	105.	
NOTES RECEIVABLE	279,196.	0.	279,196.	279,196.	
TO PART I, LINE 4	795,179.	0.	795,179.	795,179.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
RENTAL REAL ESTATE LOSS - HOG MOUNTAIN PROP.	<610,036.>	<610,036.>	
MISCELLANEOUS INCOME - REAL ESTATE RENTAL INCOME	1,400.	1,400.	
NET LOSS - DALLAS DEVELOPMENT, INC.	<11,016,995.>	0.	
NET INCOME - PARTRIDGE GREENE, INC.	99,305.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<11,526,326.>	<608,636.>	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
RICHARD MAYBERRY - GENERAL COUNSEL	60,000.	60,000.		0.
ALSTON & BIRD	845.	845.		0.
TO FM 990-PF, PG 1, LN 16A	60,845.	60,845.		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
JERRY M. LOGAN, CPA - TAX AND ACCOUNTING CONSULTING	28,575.	28,575.		0.
BENNETT THRASHER PC - AUDIT AND TAX PREPARATION	32,350.	32,350.		0.
TOWER SERVICES - TAX AND ACCOUNTING CONSULTING	3,000.	3,000.		0.
TO FORM 990-PF, PG 1, LN 16B	63,925.	63,925.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS TAXES AND LICENSES	30.	30.		0.
FOREIGN TAXES	3,439.	3,439.		0.
FEDERAL EXCISE TAX	45,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	48,469.	3,469.		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
INVESTMENT ADVISORY FEES	143,539.	143,539.		0.
BANK FEES	123.	123.		0.
COMMUNICATIONS	576.	576.		0.
DUES AND SUBSCRIPTIONS	1,805.	1,805.		0.
POSTAGE AND DELIVERY	2,103.	2,103.		0.
TRAVEL EXPENSE	3,108.	3,108.		0.
MEALS AND ENTERTAINMENT	24.	24.		0.
INVESTMENT EXPENSE FROM POWERSHARES DB COMMODITY INDEX TRACKING FUND K-1	1,958.	1,958.		0.
NON-DEDUCTIBLE EXPENSE FROM PARTNERSHIP K-1	184.	0.		0.
LAND MAINTENANCE COSTS - FROM K-1	222,343.	222,343.		0.
TO FORM 990-PF, PG 1, LN 23	375,763.	375,579.		0.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
BOOK/TAX DIFFERENCE FROM PARTNERSHIP K-1	516,361.
TOTAL TO FORM 990-PF, PART III, LINE 3	516,361.

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

DESCRIPTION	AMOUNT
BOOK/TAX DIFFERENCE - UNRELATED BUSINESS LOSS - DALLAS DEVELOPMENT, INC.K-1	2,812,406.
BOOK/TAX DIFFERENCE - LOSS ON LIQUIDATION OF DALLAS DEVELOPMENT, INC.	4,448,329.
BOOK/TAX DIFFERENCE - LOSS ON DISSOLUTION OF GARLAND MOUNTAIN PROPERTIES	263,555.
TOTAL TO FORM 990-PF, PART III, LINE 5	7,524,290.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVT OBLIGATIONS	X		957,555.	935,366.
TOTAL U.S. GOVERNMENT OBLIGATIONS			957,555.	935,366.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			957,555.	935,366.

FORM 990-PF CORPORATE STOCK STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
DIVIDEND RECEIVABLE	41,818.	41,818.
COMMUNITY FINANCIAL STOCK	300,000.	50,000.
ACCT 217-182922	374,921.	520,498.
ACCT 217-182930	522,401.	522,023.
ACCT 217-182948	1,799,964.	1,712,990.
ACCT 217-182989	575,488.	578,460.
ACCT 217-182997	230,846.	247,176.
ACCT 217-183003	698,591.	1,026,024.
ACCT 217-183011	374,956.	524,268.
ACCT 217-183029	374,922.	551,998.
ACCT 217-183037	449,964.	603,117.
ACCT 217-183045	599,943.	602,639.
ACCT 217-183060	224,987.	295,781.
ACCT 217-183078	707,645.	707,645.
ACCT 217-183086	327,048.	328,807.
ACCT 217-183185	376,947.	384,974.
ACCT 217-186824	660,003.	665,778.
ACCT 217-186832	384,827.	387,305.
ACCT 2A7-030766	349,361.	456,680.
ACCT 2A7-030774	308,140.	322,419.
ACCT 2A7-030782	500,705.	704,418.
ACCT 2A7-030790	228,184.	349,273.
ACCT 2A7-030808	611,510.	845,418.
ACCT 2A7-030816	518,821.	687,316.
ACCT 2A7-030824	232,998.	290,730.
ACCT 2A7-030832	389,285.	531,004.
ACCT 2A7-030873	492,020.	528,043.
ACCT 2A7-035989	144,055.	176,382.
ACCT 2A7-035997	236,098.	307,766.
ACCT 2A7-036003	256,604.	324,306.
ACCT 2A7-036011	438,931.	434,324.

ACCT 2A7-036029	333,105.	386,883.
ACCT 2A7-036037	579,206.	603,123.
ACCT 2A7-036128	238,168.	305,374.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,882,462.	17,004,760.

FORM 990-PF CORPORATE BONDS STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ACCT 2A7-030881	1,430,974.	1,440,336.
ACCT 2A7-035963	635,556.	629,552.
ACCT 2A7-035971	464,753.	434,400.
ACCT 2S7-002899	973,700.	1,073,521.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,504,983.	3,577,809.

FORM 990-PF OTHER INVESTMENTS STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT IN PARTRIDGE GREENE, INC.	COST	4,255,356.	17,941,085.
INVESTMENT IN DALLAS DEVELOPMENT, INC.	COST	0.	0.
INVESTMENT IN GREENE HOGG, LLC	COST	0.	0.
INVESTMENT IN HOG MOUNTAIN PROPERTIES, LLC	COST	19,737,346.	16,473,810.
INVESTMENT IN SHFF DULUTH, LLC	COST	5,927,627.	5,902,339.
TOTAL TO FORM 990-PF, PART II, LINE 13		29,920,329.	40,317,234.

FORM 990-PF TRANSFERS TO CONTROLLED ENTITIES STATEMENT 14
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
	25,775.

NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
HOG MOUNTAIN PROPERTIES, LLC	26-1569206

ADDRESS

3425 DULUTH PARK LANE
DULUTH, GA 30096

DESCRIPTION OF TRANSFER

CASH - CAPITAL CONTRIBUTION

	AMOUNT OF TRANSFER
	243,300.

NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
SHFF DULUTH, LLC	61-1719881

ADDRESS

3425 DULUTH PARK LANE
DULUTH, GA 30096

DESCRIPTION OF TRANSFER

CASH - CAPITAL CONTRIBUTION

	AMOUNT OF TRANSFER
	57,420.

NAME OF CONTROLLED ENTITY	EMPLOYER ID NO
SHFF DULUTH, LLC	61-1719881

ADDRESS

3425 DULUTH PARK LANE
DULUTH, GA 30096

DESCRIPTION OF TRANSFER

LAND - CAPITAL CONTRIBUTION

	AMOUNT OF TRANSFER
	5,900,000.
TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ENTITIES	6,226,495.

FORM 990-PF LIST OF CONTROLLED ENTITIES STATEMENT 15
PART VII-A, LINE 11

NAME OF CONTROLLED ENTITY		EMPLOYER ID NO
DALLAS DEVELOPMENT, INC.		58-1494288
ADDRESS	EXCESS BUSINESS HOLDING [ ] YES [X] NO	
3425 DULUTH PARK LANE DULUTH, GA 30096		

NAME OF CONTROLLED ENTITY		EMPLOYER ID NO
HOG MOUNTAIN PROPERTIES, LLC		26-1569206
ADDRESS	EXCESS BUSINESS HOLDING [ ] YES [X] NO	
3425 DULUTH PARK LANE DULUTH, GA 30096		

NAME OF CONTROLLED ENTITY		EMPLOYER ID NO
SHFF DULUTH, LLC		61-1719881
ADDRESS	EXCESS BUSINESS HOLDING [ ] YES [X] NO	
3425 DULUTH PARK LANE DULUTH, GA 30096		

NAME OF CONTROLLED ENTITY		EMPLOYER ID NO
SHFF DULUTH, LLC		61-1719881
ADDRESS	EXCESS BUSINESS HOLDING [ ] YES [X] NO	
3425 DULUTH PARK LANE DULUTH, GA 30096		

SCOTT HUDGENS FAMILY FOUNDATION
ATTACHMENT TO 2013 FORM 990-PF - PERIOD 1/1/13 TO 12/31/13
EIN# 58-2513020

Schedule B
Part I Line 25 - Contributions, gifts, grants paid (also Part XV - line 3a)

Name and Address	Purpose	Amount
Action Ministries Housing 17 Executive Park Drive, Suite 540 Atlanta, GA 30329	Public Charity - 501 (c)(3) Transitional Housing for Homeless	20,000
American Cancer Society 6500 Sugarloaf Parkway, Suite 260 Duluth, GA 30097	Public Charity - 501 (c)(3) Patient Resource Navigator Program	20,000
American Cancer Society - Great West Division 6165 South Rainbow Boulevard Las Vegas, NV 89118	Public Charity - 501 (c)(3) Roaring Fork Valley Postdoctoral Research Grant	18,094
Andrew P Stewart Center 153 Stovall Street, SE Atlanta, GA 30316	Public Charity - 501 (c)(3) After School Program	5,000
Annandale at Suwanee, Inc 3500 Annandale Lane Suwanee, GA 30024	Public Charity - 501 (c)(3) Capital Campaign	400,000
Arthritis Foundation 2970 Peachtree Rd NW, Suite 200 Atlanta, GA 30305	Public Charity - 501 (c)(3) Juvenile Arthritis Educational Programs & Camp Scholarships	10,000
Assistance League Atlanta 3534 Broad Street Chamblee, GA 30341	Public Charity - 501 (c)(3) Mary Hall Freedom House	5,000
Athletes for a Better World 1401 Peachtree Street, Suite 500 Atlanta, GA 30309	Public Charity - 501 (c)(3) Scholarship Program	25,000
Atlanta Community Food Bank 732 Joseph E Lowery Blvd , N W Atlanta, GA 30318	Public Charity - 501 (c)(3) Food Bank	25,000
Atlanta Girls School 3254 Northside Parkway NW Atlanta, GA 30327	Public Charity - 501 (c)(3) Financial Aid Program	25,000
Atlanta History Center 130 West Paces Ferry Road Atlanta, GA 30305	Public Charity - 501 (c)(3) Veteran Voices Project	50,000
Atlanta Mission P O Box 1807 Atlanta, GA 30301	Public Charity - 501 (c)(3) General Fund	50,000
Atlanta Music Project 1280 Peachtree Street NE, Suite 4074 Atlanta, GA 30309	Public Charity - 501 (c)(3) AMPlify Choral Program	10,000
Aurora Theater P O Box 2014 Lawrenceville, GA 30046	Public Charity - 501 (c)(3) Scholarships for Summer Programs	15,000
Barrow County Habitat for Humanity 98 Elm Street Winder, GA 30680	Public Charity - 501 (c)(3) Box Truck Purchase	23,725

Be The Match Foundation 315 W Ponce de Leon Ave , Suite 710 Decatur, GA 30030	Public Charity - 501 (c)(3) Georgia Patient Assistance Program	10,000
Bethlehem Christian Academy 548 Christmas Avenue Bethlehem, GA 30620	Public Charity - 501 (c)(3) Building Fund	23,725
Bobby Dodd Institute 2120 Marietta Blvd NW Atlanta, GA 30318	Public Charity - 501 (c)(3) Job Placement for People with Disabilites and Veterans	30,000
Boys & Girls Clubs of Metro Atlanta 1275 Peachtree Street NE, Suite 500 Atlanta, GA 30309	Public Charity - 501 (c)(3) Equipment for Teen Clubs and Supplement Educational Program	100,000
Camp Twin Lakes 600 Means Street, Suite 110 Atlanta, GA 30318	Public Charity - 501 (c)(3) General Operating Fund	120,000
Cancer Support Community Atlanta 5775 Peachtree Dunwoody Rd , Building C - Suite 225 Atlanta, GA 30342	Public Charity - 501 (c)(3) Cancer Support Program	5,000
Center for the Visually Impaired 739 West Peachtree St , N W Atlanta, GA 30308	Public Charity - 501 (c)(3) Support Early Childhoold Program for Visually Impaired Children	10,000
Challenged Child & Friends 2360 Murphy Boulevard Gainesville, GA 30504	Public Charity - 501 (c)(3) General Operations Fund	5,906
Cherokee County Friends of Recovery Foundation, Inc 90 North Street, Suite 30 Canton, GA 30114	Public Charity - 501 (c)(3) DUI/Drug Treatment	10,000
Children's Healthcare of Atlanta 2015 Uppergate Drive, NE 4th Floor Atlanta, GA 30322	Public Charity - 501 (c)(3) Aflac Cancer Center & Neonatal Intensive Care Units	865,050
Children's Healthcare of Atlanta 1920 Briarcliff Road NE Atlanta, GA 30329	Public Charity - 501 (c)(3) Marcus Autism Center	50,000
Clarkston Community Center 3701 College Avenue Clarkston, GA 30021	Public Charity - 501 (c)(3) Student Success Program	26,250
Communities In Schools of Georgia 600 W Peachtree St , NW, Suite 1200 Atlanta, GA 30308	Public Charity - 501 (c)(3) Support for Educational Programs	50,000
Eagle Ranch, Inc P O Box 7200 Chestnut Mountain, GA 30502	Public Charity - 501 (c)(3) General Operating Fund	30,000
The Edge Connection 1000 Chastain Road, Mail Drop #3305 Kennesaw, GA 30144	Public Charity - 501 (c)(3) General Operating Fund	10,000
The Empty Stocking Fund 1975 Century Boulevard, Suite 16 Atlanta, GA 30345	Public Charity - 501 (c)(3) Holiday Gift Distribution	20,000
enAble of Georgia, Inc 1200 Old Ellis Road Roswell, GA 30076	Public Charity - 501 (c)(3) Capital Campaign	10,000
The Extension 1507 Church Street Extension	Public Charity - 501 (c)(3) Operational Support of Recovery Program for Men	25,000

Marietta, GA 30061		
Foundation of Wesley Woods 1817 Clifton Road NE Atlanta, GA 30329	Public Charity - 501 (c)(3) Community of Caring Campaign	50,000
Genesis Shelter 173 Boulevard NE Atlanta, GA 30312	Public Charity - 501 (c)(3) Shelter and Child Development Program	25,000
Georgia Council on Economic Education P O Box 1619 Atlanta GA 30301	Public Charity - 501 (c)(3) General Operating Fund	10,000
Georgia Institute of Technology Office of Development Atlanta, GA 30332	Public Charity - 501 (c)(3) EarSketch Program	25,000
Georgia Lions Lighthouse Foundation 5582 Peachtree Rd Chamblee, GA 30341	Public Charity - 501 (c)(3) General Operating Fund	10,000
The Georgia Meth Project 3715 Northside Parkway, Suite 1-320 Atlanta, GA 30327	Public Charity - 501 (c)(3) Substance Abuse & Prevention Program	50,000
Georgia National Cemetery Advisory Council 2025 Mount Carmel Church Lane Canton, GA 30114	Public Charity - 501 (c)(3) Beautification Improvements on the Sign & Entrance Areas	11,000
Good Samaritan Health Center of Gwinnett, Inc 3700 Club Drive Lawrenceville, GA 30044	Public Charity - 501 (c)(3) General Operating Fund	25,000
Gwinnett Ballet Theater 1800 MacLeod Drive Lawrenceville, GA 30043	Public Charity - 501 (c)(3) Dance Program	5,000
The Gwinnett Council for the Art, Inc 6400 Sugarloaf Parkway, Building 300 Duluth, GA 30097	Public Charity - 501 (c)(3) Hudgens Center for the Arts	100,000
The Impact! Group 1255 Lakes Parkway, Bldg 100, Suite 11 Lawrenceville, GA 30043	Public Charity - 501 (c)(3) Veterans Transitional Housing Program	25,000
Gwinnett Tech Foundation 5150 Sugarloaf Parkway Lawrenceville, GA 30043	Public Charity - 501 (c)(3) Veterans Affairs Fund	565,000
H O P E, Inc PO Box 3166 Duluth, GA 30096	Public Charity - 501 (c)(3) Assistance for Low-Income Single Parents	15,000
Hands of Christ Duluth Cooperative Ministry 3395 Fox St Duluth, GA 30096	Public Charity - 501 (c)(3) General Operating Fund	10,000
Hi-Hope Service Center 822 Hi-Hope Road Lawrenceville, GA 30043	Public Charity - 501 (c)(3) Support Programs for Adults with Developmental Disabilities	40,000
Hillside 690 Courtenay Dr , N E Atlanta, GA 30306	Public Charity - 501 (c)(3) Mental Health & Educational Services for Children	5,000
Hope Clinic, Inc 121 Langley Dr Lawrencevills, GA 30046	Public Charity - 501 (c)(3) General Operating - Medical Care for Uninsured Patients	20,000

Jerusalem House 17 Executive Park Dnve NE, Suite 290 Atlanta, GA 30329	Public Chanty - 501 (c)(3) Services for Homeless	10,000
Lekotek of Georgia, Inc 1955 Cliff Valley Way, Suite 102 Atlanta, GA 30329	Public Chanty - 501 (c)(3) General Operating Fund	10,000
Literacy Action Inc 100 Edgewood Avenue, Sutie 650 Atlanta, GA 30303	Public Chanty - 501 (c)(3) Adult Literacy Program	35,000
Metro Atlanta Recovery Residences 2815 Clearview Place, Suite 100 Doraville, GA 30340	Public Chanty - 501 (c)(3) Scholarship Fund	20,000
Murphy-Harpst Children's Center 338 West Third Street Rome, GA 30165	Public Chanty - 501 (c)(3) General Operating Fund	5,000
NeuroScience Foundation 2665 N Decatur Road, Suite 540 Decatur, GA 30033	Public Chanty - 501 (c)(3) Clinical Research Program	15,000
Next Generation Focus, Inc 133 Samantan Dnve, Suite 110 Cumming, GA 30040	Public Chanty - 501 (c)(3) SmarterMe Saturday Program	5,000
Next Step Ministnes 3353 Tnckum Road Woodstock, GA 30188	Public Chanty - 501 (c)(3) Bus Purchase - Job Skills Program	15,000
The Next Stop Foundation, Inc 162 Woodshyre Court Lawrenceville, GA 30043	Public Chanty - 501 (c)(3) General Operating Fund	20,000
Norcross Cooperative Ministry 2275 Mitchell Road Norcross, GA 30071	Public Chanty - 501 (c)(3) Family Aid	35,000
North Fulton Community Chanties 11270 Elkins Road Roswell, GA 30076	Public Chanty - 501 (c)(3) Food Pantry Project	5,000
North Gwinnett Co-Operative, Inc P O Box 672 Buford, GA 30515	Public Chanty - 501 (c)(3) General Operating Fund	25,000
Oconee Performing Arts Society 4980-C Caret Station Road Greensboro, GA 30642	Public Chanty - 501 (c)(3) Educational & Outreach Program	5,000
Operation One Voice, Inc P O Box 2559 Duluth, GA 30096	Public Chanty - 501 (c)(3) Support for Veteran's Needs	31,250
Our House, Inc P O Box 1304 Decatur, GA 30031	Public Chanty - 501 (c)(3) Programs and Support for Homeless Children and Parents	15,000
Peachtree Chnstian Hospice 3430 Duluth Park Lane Duluth, GA 30096	Public Chanty - 501 (c)(3) General Operating Fund	150,000
Piedmont Healthcare Foundation 2001 Peachtree Road, N E , Suite 400 Atlanta, GA 30309	Public Chanty - 501 (c)(3) Liver Disease & Transpland Fund	25,000
Quinlan Visual Arts Center 514 Green Street Northeast	Public Chanty - 501 (c)(3) Educational Programs for Students	20,000

Gainesville, GA 30501

Rainbow Village, Inc 3427 Duluth Highway 120 Duluth, GA 30096	Public Charity - 501 (c)(3) General Operations Fund	50,000
The Salvation Army 3455 Sugarloaf Parkway Lawrenceville, GA 30044	Public Charity - 501 (c)(3) Home Sweet Home Gwinnett & Youth Enrichment Program	125,000
Sandy Springs Mission, Inc 850 Mount Vernon Highway Sandy Springs, GA 30327	Public Charity - 501 (c)(3) Support Educational Programs for Latino Students	10,000
Senior Connections 5238 Peachtree Road Atlanta, GA 30341	Public Charity - 501 (c)(3) Emergency Home Repair Fund for Low-Income Seniors	20,000
Share Our Strength 2900 Delk Road, Suite 700, PMB 29 Marietta, GA 30067	Public Charity - 501 (c)(3) Fight Childhood Hunger Program	20,000
Shepherd Center Foundation 2020 Peachtree Road, NW Atlanta, GA 30309	Public Charity - 501 (c)(3) Military Initiative & Brain Injury Programs	150,000
St Jude's Recovery Center, Inc 139 Renaissance Parkway, NE Atlanta, GA 30308	Public Charity - 501 (c)(3) Candler Forrest Special Needs Housing Program	50,000
Tourette Info Center & Support of Georgia, Inc 2462 Jett Ferry Road, Suite 400-156 Dunwoody, GA 30338	Public Charity - 501 (c)(3) Camp Twitch & Shout Program at Camp Twin Lakes	10,000
Trinity Community Ministries 21 Bell St NE Atlanta, GA 30303	Public Charity - 501 (c)(3) Housing & Rehab Program for Homeless Men	5,000
Visiting Nurse Health System 5775 Glenridge Drive NE, Suite E200 Atlanta, GA 30328	Public Charity - 501 (c)(3) General Operating Fund	10,000
Wellspring Living 140 Howell Road Suite C-2 Tyrone, GA 30290	Public Charity - 501 (c)(3) Housing Renovation	300,000
Winship Cancer Institute 1762 Clifton Road, Suite 1400 Atlanta, GA 30322	Public Charity - 501 (c)(3) Research and Clinical Trials	25,000
YouthSpark 395 Pryor Street SW, Suite 2117 Atlanta, GA 30312	Public Charity - 501 (c)(3) General Operating Fund	5,000
Cherokee County, GA 1130 Bluffs Parkway Canton, GA 30114	Government Entity Park Land	700,000
		5,020,000

SCOTT HUDGENS FAMILY FOUNDATION

ATTACHMENT TO 2013 FORM 990-PF - PERIOD 1/1/13 TO 12/31/13

EIN# 58-2513020

		BOOK VALUE	MARKET VALUE
LINE 7			
NOTES RECEIVABLE			
BORROWER (*)	GWINNETT PRADO, LP		
ORIGINAL AMOUNT	$300,000 00		
BALANCE DUE	$181,214 00	181,214	181,214
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	$284,666 00	284,666	284,666
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		
BORROWER	PARTRIDGE GREENE, INC		
ORIGINAL AMOUNT	$256,326 00		
BALANCE DUE	TOTAL DUE	256,326	256,326
DATE OF NOTE	12/31/1997		
MATURITY DATE	12/31/2029		
REPAYMENT TERMS	MONTHLY		
INTEREST RATE	6 31%		
SECURITY PROVIDED	LAND		
PURPOSE OF THE LOAN	PURCHASE LAND		
DESCRIPTION & FMV OF CONSIDERATION	CASH $365,330		
		722,206	722,206

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