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

2011

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

For calendar year 2011 or tax year beginning JUL 1, 2011, and ending JUN 30, 2012

Name of foundation
THE 2492 FUND

Number and street (or P O box number if mail is not delivered to street address)
2492 HABERSHAM ROAD

City or town, state, and ZIP code
ATLANTA, GA 30305

Room/suite

A Employer identification number
58-2138800

B Telephone number
404-233-0323

C If exemption application is pending, check here ☐

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

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

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

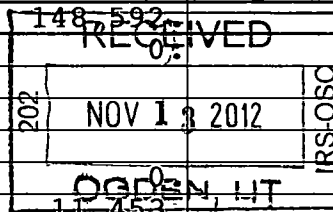
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 2,618,065. (Part I, column (d) must be on cash basis.)

J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify)

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)
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	11,615.	11,615.		STATEMENT 1
4	Dividends and interest from securities	49,168.	49,168.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	87,412.			
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)		87,412.		
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	397.	397.		STATEMENT 3
12	Total. Add lines 1 through 11	148,592.	148,592.		
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 4	1,763.			1,763.
c	Other professional fees STMT 5	11,477.			24.
17	Interest				
18	Taxes STMT 6	135.	0.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses. Add lines 13 through 23	13,375.	11,453.		1,787.
25	Contributions, gifts, grants paid	104,565.			104,565.
26	Total expenses and disbursements. Add lines 24 and 25	117,940.	11,453.		106,352.
27	Subtract line 26 from line 12	30,652.			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		137,139.		
c	Adjusted net income (if negative, enter -0-)			N/A	

SCANNED NOV 27 2012

Operating and Administrative Expenses



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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			
	2 Savings and temporary cash investments	130,171.	70,794.	70,794.
	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 ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	64,572.	64,572.	75,799.
	b Investments - corporate stock STMT 8	2,063,182.	2,153,211.	2,471,472.
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	2,257,925.	2,288,577.	2,618,065.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
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	2,257,925.	2,288,577.	
30 Total net assets or fund balances	2,257,925.	2,288,577.		
31 Total liabilities and net assets/fund balances	2,257,925.	2,288,577.		

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	2,257,925.
2 Enter amount from Part I, line 27a	2	30,652.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,288,577.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,288,577.

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 NORTHERN TRUST-SCHEDULE					
b					
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			87,412.
b			
c			
d			
e			

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

(i) FMV 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			87,412.
b			
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	87,412.
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	129,267.	2,449,130.	.052781
2009	119,728.	2,473,830.	.048398
2008	150,925.	2,324,586.	.064926
2007	68,276.	3,176,455.	.021494
2006	27,615.	1,354,887.	.020382

2 Total of line 1, column (d)	2	.207981
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	.041596
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	2,614,966.
5 Multiply line 4 by line 3	5	108,772.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,371.
7 Add lines 5 and 6	7	110,143.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	106,352.

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	2,743.
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	2,743.
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	2,743.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,120.	
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	1,120.	
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	1,623.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ Refunded ☐	11		

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?		X
1b 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.		X
1c Did the foundation file Form 1120-POL for this year?		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.		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.		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► HENRY L. HOWELL Located at ► 2492 HABERSHAM ROAD N.W. ATLANTA GA Telephone no ► 404-233-0323 ZIP+4 ► 30305			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here N/A ► ☐	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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(i)(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

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?

If "Yes" to 6b, file Form 8870.

6b

X

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
HENRY L. HOWELL	TRUSTEE			
2492 HABERSHAM ROAD N.W.				
ATLANTA, GA 30305	0.00	0.	0.	0.
STEPHANIE D. HOWELL	TRUSTEE			
2492 HABERSHAM ROAD N.W.				
ATLANTA, GA 30305	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

Form 990-PF (2011)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,579,786.
b	Average of monthly cash balances	1b	75,002.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,654,788.
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	2,654,788.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	39,822.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,614,966.
6	Minimum investment return. Enter 5% of line 5	6	130,748.

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	130,748.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,743.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,743.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	128,005.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	128,005.
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	128,005.

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	106,352.
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	106,352.
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	106,352.

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				128,005.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			106,261.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 106,352.				
a Applied to 2010, but not more than line 2a			106,261.	
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				91.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				127,914.
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	0.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

N/A

- 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)

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				104,565.
Total			3a	104,565.
b Approved for future payment				
NONE				
Total			3b	0.

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

SOURCE	AMOUNT
NORTHERN TRUST	11,497.
WELLS FARGO	118.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	11,615.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST	49,168.	0.	49,168.
TOTAL TO FM 990-PF, PART I, LN 4	49,168.	0.	49,168.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	397.	397.	
TOTAL TO FORM 990-PF, PART I, LINE 11	397.	397.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NICHOLS, CAULEY & ASSOC	1,763.	0.		1,763.
TO FORM 990-PF, PG 1, LN 16B	1,763.	0.		1,763.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NORTHERN TRUST INV FEES	11,453.	11,453.		0.
BANK CHARGES -WELLS FARGO	24.	0.		24.
TO FORM 990-PF, PG 1, LN 16C	11,477.	11,453.		24.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
US EXCISE TAX PAID	135.	0.		0.
TO FORM 990-PF, PG 1, LN 18	135.	0.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
\$60,000 US T-NOTE, 7.25% 5/15/16	X		64,572.	75,799.
TOTAL U.S. GOVERNMENT OBLIGATIONS			64,572.	75,799.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			64,572.	75,799.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST-FUNDS	2,153,211.	2,471,472.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,153,211.	2,471,472.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	9
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NAME OF MANAGER

HENRY L. HOWELL
STEPHANIE D. HOWELL

THE 2492 FUND Realized Gain and Loss Details

July 01, 2011 - June 30, 2012

23-88565 HOWELL: THE 2492 NFP FUND

Description	Shares/ Par/Units	Trade Price	Date Sold	Date Acquired	Sale Proceeds	Cost Basis	Gain (Loss)
Short Term Capital Gains and Losses							
Trade Activity							
MFB NORTHERN FDS FIXED INCOME FD (NOFIX)	15.00	10.4800	09/01/11	11/19/10	157.20	158.40	(1.20)
	698.38	10.5400	04/20/12	11/04/11	7,360.93	7,387.91	(8.98)
	1,163.54	10.4300	08/31/11	11/19/10	12,135.72	12,286.99	(151.27)
MFB NORTHERN FUNDS SMALL CAP CORE FUND (NSGRX)	5.00	12.6800	08/29/11	12/18/10	63.45	72.35	(8.90)
MFB NORTHN SHORT INTERMEDIATE US GOVT (NSIUX)	0.24	10.5800	11/17/11	11/17/11	2.54	2.44	0.10
	2.33	10.5800	11/17/11	12/21/10	24.85	23.99	0.86
	1,482.83	10.5800	11/17/11	09/09/11	15,888.23	15,495.60	192.63
	454.98	10.5800	11/17/11	05/12/11	4,813.44	4,727.00	86.44
	175.00	10.5800	11/17/11	11/04/11	1,851.49	1,851.50	(0.01)
	235.35	10.5800	11/17/11	12/21/10	2,489.99	2,428.41	63.58
MFC FLEXSHARES TR IBOX 5 YR TARGET DURATION TIPS INDEX FD (TDTF)	6.00	25.7100	03/01/12	01/28/12	154.08	153.90	0.18
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD (GUNR)	6.00	36.9801	03/01/12	01/28/12	221.78	215.52	6.24
MFC FLEXSHARES TR IBOX 3 YR TARGET DURATION TIPS INDEX FD (TDTT)	5.00	25.4300	03/01/12	01/28/12	127.00	128.80	0.20
Total Short Term Capital Gains and Losses							181.87

Long Term Capital Gains and Losses

Trade Activity							
MFB NORTHERN FDS FIXED INCOME FD (NOFIX)	120.00	10.5400	03/01/12	11/19/10	1,284.80	1,287.20	(2.40)

Realized Gain/Loss figures on this statement are preliminary and approximate, and should not be used for income tax purposes.

The Northern Trust Company

Realized Gain and Loss Details

July 01, 2011 - June 30, 2012

23-88565 HOWELL THE 2492 NFP FUND

Description	Shares/ Par/Units	Trade Price	Date Sold	Date Acquired	Sale Proceeds	Cost Basis	Gain (Loss)
Long Term Capital Gains and Losses							
Trade Activity							
MFB NORTHERN FDS FIXED INCOME FD (NOFIX)	48.19	10.5400	04/20/12	12/21/10	488.84	488.47	20.37
	7,188.23	10.5400	04/20/12	11/19/10	75,532.08	75,875.41	(143.35)
	307.20	10.5400	04/20/12	12/21/10	3,237.89	3,102.78	135.13
	1,176.48	10.4300	08/31/11	03/17/10	12,270.48	12,117.52	152.96
MFB NORTHERN FDS MULTI MANAGER LARGE CAPFD (NMMLX)	80.00	8.3300	09/28/11	03/17/10	668.40	655.20	11.20
	4,052.00	9.6800	04/20/12	11/19/10	39,142.32	35,130.85	4,011.47
	692.88	9.6800	04/20/12	12/16/10	6,891.29	6,189.49	491.80
	5,049.32	9.6800	04/20/12	02/17/11	48,778.43	48,524.00	252.43
	430.00	9.2000	01/28/12	12/18/10	3,956.00	3,848.51	107.49
	600.00	9.7000	03/01/12	02/17/11	5,820.00	5,766.00	54.00
	20.00	8.8400	11/17/11	03/17/10	178.80	183.80	13.00
MFB NORTHERN FUNDS MULTI MANAGER HIGH YIELD OPPORTUNITY FUND (NMHYX)	5.00	10.1800	11/17/11	03/17/10	50.80	52.20	(1.30)
	180.00	10.5000	03/01/12	12/21/10	1,890.00	1,913.41	(23.41)
MFB NORTHERN FUNDS SMALL CAP CORE FUND (NSGRX)	25.00	15.5400	03/01/12	12/18/10	388.50	361.75	26.75
	508.00	15.4200	04/20/12	12/18/10	7,802.52	7,321.83	480.69
MFB NORTHERN FDS MULTI-MANAGER EMERGING MKTS EQTY FD (NMMEX)	5.00	19.2200	11/17/11	10/14/09	98.10	103.55	(7.45)
	718.28	17.9000	01/28/12	12/21/10	12,875.12	16,188.09	(3,322.97)

Realized Gain/Loss figures on this statement are preliminary and approximate, and should not be used for income tax purposes.

The Northern Trust Company

Realized Gain and Loss Details

July 01, 2011 - June 30, 2012

23-88565 HOWELL THE 2492 NFP FUND

Description	Shares/ Par/Units	Trade Price	Date Sold	Date Acquired	Sale Proceeds	Cost Basis	Gain (Loss)
Long Term Capital Gains and Losses							
Trade Activity							
MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD (NMMEX)	288.84	17.9000	01/26/12	10/14/09	4,778.44	5,526.25	(748.81)
	236.72	17.9000	01/28/12	12/21/10	4,237.28	5,330.88	(1,093.60)
	197.16	17.9000	01/28/12	11/19/10	3,528.16	4,791.00	(1,261.84)
	75.00	19.1100	03/01/12	10/14/09	1,433.25	1,553.25	(120.00)
MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD (NMMGX)	185.00	16.6900	01/26/12	12/21/10	2,753.85	2,870.87	(117.12)
	35.00	17.1900	03/01/12	12/21/10	601.85	608.99	(7.34)
MFB NORTHN MULTI-MANAGER INTL EQTY FD (NMIEX)	3,474.43	8.8800	11/04/11	04/28/10	30,852.94	32,451.20	(1,598.26)
	5,200.57	8.8800	11/04/11	10/14/09	46,181.06	47,689.21	(1,508.15)
	265.00	8.3900	03/01/12	10/14/09	2,488.35	2,430.05	58.30
	10.00	8.4800	11/17/11	10/14/09	84.80	91.70	(6.90)
	20.00	8.3400	09/29/11	04/28/10	166.80	186.80	(20.00)
MFB NORTHN MULTI-MANAGER MID CAP FD (NMMCX)	60.00	12.2700	03/01/12	12/16/10	736.20	693.60	42.60
	15.00	10.3700	08/29/11	04/28/10	155.55	162.30	(6.75)
	278.01	12.1900	04/20/12	04/28/10	3,364.56	2,986.43	378.13
	757.99	12.1900	04/20/12	12/16/10	9,239.90	8,762.40	477.50
	50.00	11.6200	01/26/12	12/16/10	581.00	578.00	3.00
MFB NORTHN MULTI-MANAGER SMALL CAP FD (NMMSX)	35.00	8.6700	03/01/12	04/28/10	338.45	333.80	4.55

Realized Gain/Loss figures on this statement are preliminary and approximate, and should not be used for income tax purposes.

The Northern Trust Company

Realized Gain and Loss Details

July 01, 2011 - June 30, 2012

23-88585 HOWELL THE 2492 NFP FUND

Description	Shares/ Par/Units	Trade Price	Date Sold	Date Acquired	Sale Proceeds	Cost Basis	Gain (Loss)
Long Term Capital Gains and Losses							
Trade Activity							
MFB NORTHN MULT-MANAGER SMALL CAP FD (NMMSX)	10.00	8.8900	08/29/11	04/28/10	88.90	85.40	(8.50)
	112.00	9.5400	04/20/12	04/28/10	1,088.48	1,088.48	
	425.00	9.3200	01/28/12	04/28/10	3,861.00	4,054.50	(83.50)
MFB NORTHN SHORT INTERMEDIATE US GOVT (NSIUX)	5.00	10.5800	09/01/11	05/10/10	52.90	52.15	0.75
	2,615.00	10.5600	08/29/11	05/10/10	27,614.40	27,274.45	339.95
	445.78	10.5800	11/17/11	05/10/10	4,718.32	4,649.48	68.84
	1,298.77	10.5800	08/31/11	07/15/10	13,715.01	13,715.00	0.01
	5,371.23	10.5800	08/31/11	05/10/10	56,720.18	56,021.92	698.27
MFC ISHARES TR BARCLAYS TIPS BD FD (TIP)	78.00	114.8858	08/31/11	01/12/10	8,942.85	8,184.54	758.41
	422.00	114.7385	09/29/11	01/12/10	48,410.28	44,280.48	4,129.82
MFC SPDR GOLD TR GOLD SHS (GLD)	328.00	177.8115	09/01/11	05/10/10	58,492.28	39,706.29	18,785.99
	10.00	157.2818	08/29/11	05/10/10	1,572.48	1,178.48	398.01
	5.00	187.2095	03/01/12	11/18/10	835.88	660.39	175.49
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY	2,735.00	7.5900	08/29/11	09/04/09	20,758.85	20,321.05	437.80
REALRETURN STRATEGY FD INSTL (PCRIX)	315.00	9.2300	08/31/11	09/04/09	2,907.45	2,340.45	587.00
Capital Gains Distribution							
MFB NORTHERN FDS FIXED INCOME FD (NOFIX)		0.0000	12/20/11				1,098.58

Realized Gain/Loss figures on this statement are preliminary and approximate, and should not be used for income tax purposes.

The Northern Trust Company

Realized Gain and Loss Details

July 01, 2011 - June 30, 2012

23-88565 HOWELL: THE 2492 NFP FUND

Description	Shares/ Par/Units	Trade Price	Date Sold	Date Acquired	Sale Proceeds	Cost Basis	Gain (Loss)
Long Term Capital Gains and Losses							
Capital Gains Distribution							
MFB NORTHERN FDS MULTI-MANAGER LARGE CAPFD (NMMLX)		0.0000	12/20/11				23,504.16
MFB NORTHERN FUNDS MULTI-MANAGER HIGH YIELD OPPORTUNITY FUND (NMHYX)		0.0000	12/20/11				4,739.55
MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD (NMMEIX)		0.0000	12/20/11				22,012.41
MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD (NMMGX)		0.0000	12/20/11				4,273.74
MFB NORTHN MULTI-MANAGER MID CAP FD (NMMCX)		0.0000	12/20/11				2,990.67
MFB NORTHN MULTI-MANAGER SMALL CAP FD (NMMSX)		0.0000	12/20/11				4,531.80
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL (PCRIX)		0.0000	12/07/11				94.59
Total Long Term Capital Gains and Losses							87,230.34
Total Capital Gains and Losses for Account 23-88565							87,412.01
Total Capital Gains and Losses for all Accounts							87,412.01

Please note that this report has been prepared using best available data. This report may also contain information provided by third parties, derived from third party data and/or data that may have been categorized or otherwise reported based upon client direction. Northern Trust assumes no responsibility for the accuracy, timeliness or completeness of any such information. Northern Trust assumes no responsibility for the consequences of investment decisions made in reliance on information contained in this report. If you have questions regarding third party data or direction as it relates to this report, please contact your Northern Trust relationship team.

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Realized Gain/Loss figures on this statement are preliminary and approximate, and should not be used for income tax purposes.

The Northern Trust Company

BENEFICIARY	ADDRESS	AMT
ATLANTA HISTORY CENTER	ATLANTA, GA 30305	10,000
CATHEDRAL OF ST PHILIP	ATLANTA, GA. 30305	250
/OID	VOID	
FRIENDS OF THE C&TS RAILROAD	ALBERQUERQUE, NM 87109	1,000
MULTIPLE MYELOMA FOUNDATION		100
NATIONAL ASSOCIATION OF RR PASSENGER	WASHINGTON, D.C. 20077-7344	125
NATIONAL WWII MUSEUM	WASHINGTON, DC 20090	100
RAILS TO TRAILS CONSERVANCY	WASHINGTON, DC 20077-7560	100
SHEPHERD CENTER	ATLANTA, GA 30309-1465	250
/OID	VOID	
ATLANTA COMMUNITY FOOD BANK	ATLANTA, GA 30318	5,000
AMERICAN INSTITUTE FOR CANCER RESEARCH	WASHINGTON, DC 20009	100
ATLANTA SPEECH SCHOOL	ATLANTA, GA 30327	100
CHEROKEE GARDEN LIBRARY	ATLANTA GA 30305	250
EMPTY STOCKING FUND	ATLANTA, GA 31193-4018	100
HISTORIC OAKLAND FOUNDATION	ATLANTA, GA 30312	500
YALE UNIVERSITY CLASS OF 1960	NEW HAVEN, CT 06501-0205	100
ATLANTA HISTORY CENTER	VOID AND REPLACED BY 499	
WOOD ACRES ELEMENTARY SCHOOL	GLEN ECHO, MD 20812-0212	500
ATLANTA HISTORY CENTER	ATLANTA, GA 30305	5,000
YALE UNIVERSITY CLASS OF 1992	NEW HAVEN, CT 06501-0205	1,000
AMERICAN CANCER SOCIETY / SE DIVISION	ATLANTA GA 30302-5111	500
AMERICAN RED CROSS, ATLANTA CHAPTER	ATLANTA, GA 30392-1508	1,000
ARBOR DAY FOUNDATION	LINCOLN, NE 68508	250
ATLANTA BELTLINE PARTNERSHIP	ATLANTA, GA 30377	250
ATLANTA FULTON COUNTY LIBRARY ASSN	ATLANTA, GA 30303-9713	500
ATLANTA HISTORY CENTER	ATLANTA, GA 30305	2,500
ATLANTA HUMANE SOCIETY	ATLANTA, GA 30318-5512	1,000
ATLANTA PRESERVATION CENTER	ATLANTA, GA 30312-3129	250
ATLANTA SYMPHONY	ATLANTA, GA 30309	1,000
CHILDREN'S HEALTHCARE OF ATLANTA	ATLANTA GA 30329-2320	1,000
DEFENDERS OF WILDLIFE	MERRIFIELD, VA 22116-1553	200
DOCTORS WITHOUT BORDERS	HAGERSTOWN, MD 21741	1,000
EARTH JUSTICE LEGAL DEFENSE FUND	SAN FRANCISCO CA 94111-9841	1,000
EPISCOPAL RELIEF AND DEVELOPMENT	MERRIFIELD, VA 22116-7058	2,000
FERNBANK MUSEUM	ATLANTA, GA 30307	1,000
FRIENDS OF THE SMITHSONIAN INSTITUTION	PITTSFIELD, MA 01202-9915	1,000
FULTON COUNTY TAXPAYERS FOUNDATION	ATLANTA, GA 30305-9872	500
GEORGIA CONSERVANCY	ATLANTA, GA 30308	1,000
GEORGIA HISTORICAL SOCIETY	SAVANNAH, GA 31401-4830	1,000
GEORGIA TRUST FOR HISTORIC PRESERVATION	ATLANTA, GA 30309	500
HIGH MUSEUM	ATLANTA, GA 30309-3502	1,000
HISTORIC WESTVILLE INCORPORATED	LUMPKIN, GA 31815	500
HOPKINS SCHOOL	NEW HAVEN, CT 06515	500
INTERNATIONAL WOLF CENTER	MINNEAPOLIS, MN 55427-2091	500
MADD	TOPEKA, KS 66675	100
MIGHTY 8TH AIR FORCE MUSEUM	SAVANNAH, GA 31402	2,000

MT. VERNON ASSOCIATION	MERRIFIELD, VA 22116-1594	250
NATIONAL AUDUBON SOCIETY	PALM COAST, FL 32142-6716	100
NATIONAL PARKS CONSERVATION ASN	WASHINGTON, DC 20001-3723	500
NATIONAL TRUST FOR HISTORIC PRESERV	HAGERSTOWN, MD 21741	100
NATURE CONSERVANCY	ATLANTA, GA	2,000
PATH FOUNDATION	ATLANTA, GA 30324	1,000
SALVATION ARMY	ATLANTA, GA 30329	3,000
POTOMAC SCHOOL	MCLEAN, VA 22101-9880	500
SAVE THE REDWOODS LEAGUE	SAN FRANCISCO, CA 94144-0000	750
SIERRA CLUB FOUNDATION	PALM COAST 32142-6419	250
TREES ATLANTA	ATLANTA, GA 30316	2,000
JSO	WASHINGTON, DC 20077-7677	1,000
UNIVERSITY OF GEORGIA FOUNDATION	ATHENS, GA 30602-5582	2,000
UPPER CHATTAHOOCHEE RIVERKEEPER	ATLANTA, GA 30318	2,000
VISITING NURSE / HOSPICE ATLANTA	ATLANTA, GA 30328	2,000
WESTMINSTER SCHOOLS	ATLANTA, GA 30327	2,500
WHITE PINE HISTORICAL RR FOUNDATION	ELY, NV 89315	100
WOLF HAVEN	TENINO, WA 98589	500
WORLD WILDLIFE FUND	WASHINGTON, DC 20037	500
WOUNDED WARRIOR PROJECT	TOPEKA, KS 66675-8516	250
YALE UNIVERSITY ALUMNI FUND	NEW HAVEN, CT 06503-0803	500
ZOO ATLANTA	ATLANTA, GA 30315-1440	1,000
VASSAR COLLEGE	POUGHKEEPSIE, NY 12604-0010	500
YOSEMITE FUND CONSERVANCY	SAN FRANCISCO, CA 94104	1,000
ADMIRAL NIMITZ FOUNDATION	FREDRICKSBURG, TX 88624	100
ADVENTURE CYCLING	MISSOULA, MT 59807	100
AMERICAN RADIO RELAY LEAGUE	NEWINGTON, CT 06111	100
ATLANTA BICYCLE COALITION /	ATLANTA, GA 30303	100
ATLANTA BOTANICAL GARDEN	ATLANTA, GA 30309	500
ATLANTA CHAPTER, NATIONAL RAILWAY HISTORIC SOCIETY	DULUTH, GA 30096	5,000
ATLANTA CHILDREN'S SHELTER, INC.	ATLANTA, GA 30308-2226	1,000
ATLANTA MISSION	ATLANTA, GA. 30301	1000
B & O RAILROAD MUSEUM	BALTIMORE, MD 21223	100
BOBBY DODD INSTITUTE	ATLANTA, GA 30318-2122	1000
BOOTH WESTERN ART MUSEUM	CARTERSVILLE, GA 30120	250
BOYS AND GIRLS CLUBS OF METRO ATLANTA	ATLANTA, GA 30303	100
BUCKHEAD HERITAGE SOCIETY	ATLANTA GA 30305	1000
CARE	MERRIFIELD, VA 22116	1000
CATHEDRAL OF ST PHILIP	ATLANTA, GA. 30305	3,000
CHEROKEE GARDEN CLUB COMMUNITY FUND	ATLANTA GA 30327	500
COASTAL HERITAGE SOCIETY	SAVANNAH, GA 31401	100
EAST COAST GREENWAY	WAKEFIELD, RI 02879	100
ELDERHOSTEL FUND	NEWARK, NJ 07101-1950	100
EQUILIBRIUM FUND	Crested Butte, CO 81224	500
FAMILIES FIRST	ATLANTA, GA 30357-0948	1000
FRIENDS OF THE RAILROAD MUSEUM	STRAUSBURG, PA. 17579	100
FUGEES FAMILY, INC	SCOTSDALE, GA 30079-0388	1000
GEORGIA BATTLEFIELDS ASSOCIATION	ATLANTA, GA 30309	500

GEORGIA PUBLIC BROADCASTING	ATLANTA, GA 30318	2000
GEORGIA RIVER NETWORK	ATHENS, GA 30605	100
GOOD SAMARITAN HEALTHCARE CENTER	ATLANTA, GA 30303	1000
GRADY HEALTH FOUNDATION	ATLANTA, GA 30303	1000
HOSPICE ATLANTA	ATLANTA, GA 30319	100
KENNESAW MUSEUM FOUNDATION	KENNESAW, GA 30156	100
LEUKEMIA AND LYMPHOMA SOCIETY	PITTSFIELD, MA 0102	100
MARIETTA MUSEUM OF HISTORY	MARIETTA, GA 30060-1909	100
NATIONAL ARBOR DAY	NEBRASKA CITY, NE 68410	100
NATIONAL D-DAY MEMORIAL FOUNDATION	BEDFORD VA, 24523	200
NATIONAL KIDNEY FOUNDATION	ATLANTA, GA	100
NAVAL INSTITUTE FOUNDATION	ANNAPOLIS, MD 21402	100
NORTH BRANCH SCHOOL	RIPTON, VT 05766	100
ODYSSEY	ATLANTA, GA 30327	1000
PARK PRIDE	ATLANTA, GA 30303	1000
PARTNERSHIP AGAINST DOMESTIC VIOLEN	ATLANTA, GA	100
PARTNERSHIP AGAINST DOMESTIC VIOLEN	ATLANTA, GA	100
PATH FOUNDATION	ATLANTA, GA 30325	1,000
PLANNED PARENTHOOD OF GEORGIA	ATLANTA, GA 30303	100
RAILROAD AND LOCOMOTIVE HISTORICAL	AUSTIN, TX 78757	100
SEQUOIA PARKS FOUNDATION	VISALIA, CA 93278-3047	100
SOUTHERN ARCHITECTURAL FOUNDATION	ATLANTA, GA	500
SOUTHERN ENVIRONMENTAL LAW CENTER	CHARLOTTESVILLE, VA 22902-	250
SOUTHERN MUSEUM	KENNESAW GA 30144	250
TELLUS MUSEUM	CARTERSVILLE, GA 30120	100
TOPHAT SOCCER CLUB	ATLANTA, GA 30327	500
TRUST FOR PUBLIC LAND, GEORGIA OFFIC	ATLANTA, GA 30308	1000
WABE, ATLANTA PUBLIC RADIO	ATLANTA, GA. 30324-4102	1000
WILDERNESS SOCIETY	WASHINGTON, DC 20036	100
J.S.P.,S.	STAMPS-BUCKHEAD PO	90
SALVATION ARMY	NORCROSS, GA 30093	1000
TEACH FOR AMERICA	C/O NT ATLANTA, GA 30327	1000
WASHINGTON NATIONAL CATHEDRAL	WASHINGTON DC, 20016	1000
	TOTAL CHARITABLE CHECKS	104,565