Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052
2012
Open to public Inspection

For calendar year 2012 or tax year beginning JUL 1, 2012 **, and ending** JUN 30, 2013

Name of foundation: THE 2492 FUND

A Employer identification number: 58-2138800

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

B Telephone number: 404-233-0323

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

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: [X] 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)* ▶$ 2,724,010.

J Accounting method: [X] 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))

	Line	(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 ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	11,874.	11,874.		STATEMENT 1
	4 Dividends and interest from securities	57,997.	57,997.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	143,318.			
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		143,318.		
	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				
	12 **Total.** Add lines 1 through 11	213,189.	213,189.		
Operating and Administrative Expenses	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 3	1,903.	0.		1,903.
	c Other professional fees STMT 4	13,113.	13,043.		70.
	17 Interest				
	18 Taxes STMT 5	4,383.	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	19,399.	13,043.		1,973.
	25 Contributions, gifts, grants paid	125,975.			125,975.
	26 **Total expenses and disbursements** Add lines 24 and 25	145,374.	13,043.		127,948.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	67,815.			
	b **Net investment income** (if negative, enter -0-)		200,146.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED NOV 27 2013

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	70,794.	34,114.	34,114.
	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 6	64,572.	64,572.	71,306.
	b Investments - corporate stock STMT 7	2,153,211.	2,257,706.	2,618,590.
	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)	2,288,577.	2,356,392.	2,724,010.
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 ▶ [X] 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	2,288,577.	2,356,392.	
	30 **Total net assets or fund balances**	2,288,577.	2,356,392.	
	31 **Total liabilities and net assets/fund balances**	2,288,577.	2,356,392.	

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	2,288,577.
2	Enter amount from Part I, line 27a	2	67,815.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,356,392.
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	2,356,392.

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-SEE 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				143,318.
b				
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				143,318.
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** 143,318.

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))
2011	106,352.	2,614,966.	.040671
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

2	**Total** of line 1, column (d)	2	.228270
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	.045654
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,751,723.
5	Multiply line 4 by line 3	5	125,627.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,001.
7	Add lines 5 and 6	7	127,628.
8	Enter qualifying distributions from Part XII, line 4	8	127,948.

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 ▶ [X] and enter 1% of Part I, line 27b			1	2,001.
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	2,001.
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	2,001.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,760.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	2,760.
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	759.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	759.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ GA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ HENRY L. HOWELL Telephone no. ▶ 404-233-0323

Located at ▶ 2492 HABERSHAM ROAD N.W. ATLANTA GA 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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

			Yes	No
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
HENRY L. HOWELL 2492 HABERSHAM ROAD N.W. ATLANTA, GA 30305	TRUSTEE 0.00	0.	0.	0.
STEPHANIE D. HOWELL 2492 HABERSHAM ROAD N.W. ATLANTA, GA 30305	TRUSTEE 0.00	0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

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

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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	2,720,442.
b	Average of monthly cash balances		1b	73,185.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	2,793,627.
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	2,793,627.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	41,904.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4		5	2,751,723.
6	**Minimum investment return**. Enter 5% of line 5		6	137,586.

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	137,586.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 2,001.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	2,001.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	135,585.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	135,585.
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	135,585.

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	127,948.
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	127,948.
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	2,001.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	125,947.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				135,585.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			127,914.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 127,948.				
a Applied to 2011, but not more than line 2a			127,914.	
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 2012 distributable amount				34.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				135,551.
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 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV | Private Operating Foundations (see instructions and Part VII-A, question 9) 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 2012, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(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).)

SEE STATEMENT 8

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE				125,975.
Total			▶ 3a	125,975.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	11,874.	
4 Dividends and interest from securities			14	57,997.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	143,318.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		213,189.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 213,189.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

H 2 Howell | 11/12/13 | Trustee

Signature of officer or trustee | Date | Title

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
JOEL REED, CPA	Joel Reed JOEL REED, CPA	11/08/13		P00448365

Firm's name ▶ NICHOLS, CAULEY & ASSOCIATES, LLC — Firm's EIN ▶ 58-2475857

Firm's address ▶ 2800 CENTURY PARKWAY NE, SUITE 900
ATLANTA, GA 30345 — Phone no. 404-214-1301

223622
12-05-12

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

SOURCE	AMOUNT
NORTHERN TRUST	11,863.
WELLS FARGO	11.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	11,874.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST	57,997.	0.	57,997.
TOTAL TO FM 990-PF, PART I, LN 4	57,997.	0.	57,997.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NICHOLS, CAULEY & ASSOC	1,903.	0.		1,903.
TO FORM 990-PF, PG 1, LN 16B	1,903.	0.		1,903.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NORTHERN TRUST INV FEES	13,043.	13,043.		0.
BANK CHARGES -WELLS FARGO	22.	0.		22.
NORTHERN TRUST-OTHER EXP	48.	0.		48.
TO FORM 990-PF, PG 1, LN 16C	13,113.	13,043.		70.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
US EXCISE TAX PAID	4,383.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,383.	0.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

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.	71,306.
TOTAL U.S. GOVERNMENT OBLIGATIONS			64,572.	71,306.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			64,572.	71,306.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST-FUNDS	2,257,706.	2,618,590.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,257,706.	2,618,590.

FORM 990-PF PART XV - LINE 1A STATEMENT 8
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

HENRY L. HOWELL
STEPHANIE D. HOWELL

	A	B	C	D	E	F
1	BENEFICIARY	ADDRESS	CITY STATE ZIP	CK #	CHECK	DATE
2	AMERICAN CANCER SOCIETY / SE DIVISION	PO BOX 5111,	ATLANTA GA 30302-5111	652	2,000.00	6/1/13
3	AMERICAN INSTITUTE FOR CANCER RESEARCH	1759 R STREET NW,	WASHINGTON, DC 20009	653	500.00	6/1/13
4	AMERICAN RADIO RELAY LEAGUE	225 MAIN ST.	NEWINGTON, CT 06111	**611**	100.00	6/1/13
5	AMERICAN RED CROSS, ATLANTA CHAPTER	POB 101508	ATLANTA, GA 30392-1508	654	2,250.00	6/1/13
6	ATLANTA BELTLINE PARTNERSHIP	POB 93351	ATLANTA, GA 30377	**655**	6,000.00	6/1/13
7	ATLANTA BICYCLE COALITION /	233 MITCHELL ST, STE 315,	ATLANTA, GA 30303	**656**	500.00	6/1/13
8	ATLANTA BOTANICAL GARDEN	1345 PIEDMONT AVE,	ATLANTA. GA 30309	**614**	250.00	6/1/13
9	ATLANTA CHAPTER, NRHS	PO BOX 1267,	DULUTH, GA 30096	**615**	6,000.00	6/1/13
10	ATLANTA CHILDREN'S SHELTER, INC.	607 PEACHTREE ST. NW,	ATLANTA, GA 30308-2226	**657**	3,500.00	6/1/13
11	ATLANTA COMMUNITY FOOD BANK	732 JOSEPH E. LOWERY BLVD.	ATLANTA, GA 30318	658	10,000.00	6/1/13
12	ATLANTA FULTON COUNTY LIBRARY ASSN	1 MARGARET MITCHELL SQUARE,	ATLANTA, GA 30303-9713	618	500.00	6/1/13
13	ATLANTA HISTORY CENTER	130 W. PACES FERRY RD.	ATLANTA, GA 30305	603	3,000.00	3/6/13
14	ATLANTA HISTORY CENTER	130 W. PACES FERRY RD.	ATLANTA, GA 30305	608	1,750.00	3/20/13
15	ATLANTA HISTORY CENTER	130 W. PACES FERRY RD.	ATLANTA, GA 30305	619	10,000.00	6/1/13
16	ATLANTA HUMANE SOCIETY	981 HOWELL MILL RD.	ATLANTA, GA 30318-5512	620	2,000.00	6/1/13
17	ATLANTA MISSION	165 ALEXANDER ST.	ATLANTA, GA. 30301	**621**	2,000.00	6/1/13
18	ATLANTA PRESERVATION CENTER	327 ST. PAUL AVE,	ATLANTA, GA30312-3129	659	500.00	6/1/13
19	ATLANTA SYMPHONY	1280 PEACHTREE ST.,	ATLANTA, GA 30309	623	**2,000.00**	6/1/13
20	BOBBY DODD INSTITUTE	2120 Marietta Blvd NW,	ATLANTA, GA 30318-2122	**624**	2,000.00	6/1/13
21	BOYS AND GIRLS CLUBS OF METRO ATLANTA	100 EDGEWOOD AVE,	ATLANTA, GA 30303	**660**	600.00	6/1/13
22	BUCKHEAD HERITAGE SOCIETY	3180 Mathieson Dr.,	ATLANTA GA 30305	**661**	1,250.00	6/1/13
23	CARE	POB 1870,	MERRIFIELD, VA 22116	**662**	3,000.00	6/1/13
24	CATHEDRAL OF ST PHILIP	2744 PEACHTREE RD.,	ATLANTA, GA 30305	602	3,000.00	12/18/12
25	CATHEDRAL OF ST PHILIP	POB 2006,	ATLANTA, GA. 30305	609	500.00	4/4/13
26	CHEROKEE GARDEN CLUB COMMUNITY FUND	130 W. PACES FERRY RD.	ATLANTA GA 30327	**663**	2,000.00	6/1/13
27	CHEROKEE GARDEN LIBRARY	130 W. PACES FERRY RD.	ATLANTA GA 30305	664	2,000.00	6/1/13
28	CHILDREN'S HEALTHCARE OF ATLANTA	1687 TULLIE CIRCLE	ATLANTA GA 30329-2320	630	1,000.00	6/1/13
29	COASTAL HERITAGE SOCIETY	303 M.L. KING BLVD,	SAVANNAH, GA 31401	**631**	100.00	6/1/13
30	DOCTORS WITHOUT BORDERS	POB 5023,	HAGERSTOIWN, MD 21741	665	1,250.00	6/1/13
31	EARTH JUSTICE LEGAL DEFENSE FUND	50 CALIFORNIA STREET, STE 500	SAN FRANCISCO CA 94111-9846	666	2,000.00	6/1/13
32	EPISCOPAL RELIEF AND DEVELOPMENT	POB 7058	MERRIFIELD, VA 22116-7058	634	**1,000.00**	6/1/13
33	EQUILIBRIUM FUND	POB 2343.	Crested Butte, CO 81224	**635**	1,000.00	6/1/13
34	FAMILIES FIRST	POB 7948, Station C,	ATLANTA, GA 30357-0948	**636**	1,000.00	6/1/13
35	FERNBANK MUSEUEM	767 CLIFTON RD.	ATLANTA, GA 30307	637	1,000.00	6/1/13

	A	B	C	D	E	F
36	FRIENDS OF THE C&TS RAILROAD	4421 McLeod Rd., NE, Ste F	ALBERQUERQUE, NM 87109	638	500.00	6/1/13
37	FRIENDS OF THE SMITHSONIAN INSTITUTION	POB 9016	PITTSFIELD, MA 01202-9915	639	2,000.00	6/1/13
38	FUGEES FAMILY, INC	POB 388	SCOTTDALE, GA 30079-0388	**667**	1,500.00	6/1/13
39	GEORGIA BATTLEFIELDS ASSOCIATION	7 CAMDEN ROAD,	ATLANTA, GA 30309	**641**	500 00	6/1/13
40	GEORGIA CONSERVANCY	817 W. Peachtree St.,Suite 200,	ATLANTA, GA 30308	642	1,000.00	6/1/13
41	GEORGIA HISTORICAL SOCIETY	501 WHITTAKER ST,	SAVANNAH, GA 31401-4830	643	1,000.00	6/1/13
42	GEORGIA PUBLIC BROADCASTING	260 14TH STREET	ATLANTA, GA 30318	**644**	2,000.00	6/1/13
43	GEORGIA TRUST FOR HISTORIC PRESERVATION	1516 PEACHTREE ST,	ATLANTA, GA 30309	668	750.00	6/1/13
44	GOOD SAMARITAN HEALTHCARE CENTER	240 IVAN ALLEN BLVD.	ATLANTA, GA 30303	**669**	1,500.00	6/1/13
45	GRADY HEALTH FOUNDATION	50 HURT PLAZA, SUITE 803,	ATLANTA, GA 30303	**647**	1,000.00	6/1/13
46	HIGH MUSEUM	1280 Peachtree St.,	ATLANTA, GA 30309-3502	648	1,000.00	6/1/13
47	HOSPICE ATLANTA	5775 GLENRIDGE DR, SUITE E200	ATLANTA, GA 30328	670	6,500.00	6/1/13
48	INTERNATIONAL WOLF CENTER	3410 WINNETKA AVE. N., STE 101	MINNEAPOLIS, MN 55427-2091	649	500.00	6/1/13
49	MARIETTA MUSEUM OF HISTORY	1 Depot Street, Ste.200	MARIETTA, GA 30060-1909	**650**	500.00	6/1/13
50	MIGHTY 8TH AIR FORCE MUSEUM	PO BOX 1992,	SAVANNAH, GA 31402	671	1,000.00	6/1/13
51	MORRIS BRANDON SCHOOL PTA		ATLANTA, GA 30327	610	500.00	4/4/13
52	NATIONAL ASSOCIATION OF RR PASSENGERS	236 MASS. AVE.	WASHINGTON, D.C. 20077-7344	672	125.00	6/1/13
53	NATIONAL D-DAY MEMORIAL FOUNDATION	POB 77,	BEDFORD VA, 24523	**673**	200.00	6/1/13
54	NATIONAL PARKS CONSERVATION ASN	POB 97202	WASHINGTON, DC 20077-7435	674	200.00	6/1/13
55	NATIONAL WWII MUSEUM	POB 97336,	WASHINGTON, DC 20090	675	200.00	6/1/13
56	NATURE CONSERVANCY	1330 W. PEACHTREE ST.	ATLANTA, GA	676	1,000.00	6/1/13
57	ODYSSEY	1424 W. PACES FERRY RD,	ATLANTA, GA 30327	**677**	2,000.00	6/1/13
58	PARK PRIDE	233 PEACHTREE ST,. NE, STE. 1600	ATLANTA, GA 30303	**678**	1,000.00	6/1/13
59	PARTNERSHIP AGAINST DOMESTIC VIOLENCE	1475 P'TREE ST., STE 400,	ATLANTA, GA	**679**	250.00	6/1/13
60	PATH FOUNDATION	PO BOX 14327,	ATLANTA, GA 30324	680	2,750.00	6/1/13
61	POTOMAC SCHOOL	1301 POTOMAC SCHOOL RD.	MCLEAN, VA 22101-9880	606	500.00	2/12/13
62	PYLE EDUCATIO FOUNDATION	POBoc 387	Cabin John, MD 20818	605	200.00	2/12/13
63	RICH MOUNTAIN CONSERVANCY	POB 127,	CEDAR MOUNTAIN, NC 28718	607	5,000.00	2/19/13
64	SALVATION ARMY	1190 WEST DRUID HILLS DR., STE 150	ATLANTA, GA 30329	681	2,000.00	6/1/13
65	SHEPHERD CENTER	2020 PEACHTREE RD.	ATLANTA, GA 30309-1465	682	250.00	6/1/13
66	SOUTHERN ARCHITECTURAL FOUNDATION	1421 PEACHTREE STREET, SUITE 410,	ATLANTA, GA	**683**	500.00	6/1/13
67	SOUTHERN ENVIRONMENTAL LAW CENTER	201 W. MAIN ST., STE 14	CHARLOTTESVILLE, VA 22902-5(	**684**	1,000.00	6/1/13
68	TREES ATLANTA	225 CHESTER AVE,	ATLANTA, GA 30316	685	1,000.00	6/1/13
69	TRUST FOR PUBLIC LAND, GEORGIA OFFICE	600 WEST PEACHTREE ST, SUITE 1840	ATLANTA, GA 30308	**686**	2,000.00	6/1/13
70	UPPER CHATTAHOOCHEE RIVERKEEPER	916 JOSEPH LOWERY BLVD	ATLANTA, GA 30318	687	500.00	6/1/13

	A	B	C	D	E	F
71	USO	PO Box 96860,	WASHINGTON, DC 20077-7677	688	1,000.00	6/1/13
72	WABE, ATLANTA PUBLIC RADIO	740 BISMARK RD.	ATLANTA, GA. 30324-4102	**689**	2,000.00	6/1/13
73	WASHINGTON NATIONAL CATHEDRAL		WASHINGTON DC, 20016	**690**	500.00	6/1/13
74	WHITE PINE HISTORICAL RR FOUNDATION	POB 150040,	ELY, NV 89315	691	100.00	6/1/13
75	WOOD ACRES ELEMENTARY SCHOOL	POB 212	GLEN ECHO, MD 20812-0212	604	300.00	2/12/13
76	WOUNDED WARRIOR PROJECT	POB 758516	TOPEKA, KS 66675-8516	693	1,000.00	6/1/13
77	YALE UNIVERSITY CLASS OF 1960	POB 205	NEW HAVEN, CT 06501-0205	694	100.00	6/1/13
78	YOSEMITE FUND CONSERVANCY	101 MONTGOMERY ST.,	SAN FRANCISCO, CA 94104	695	1,000.00	6/1/13
79	ZOO ATLANTA	800 CHEROKEE AVE,	ATLANTA, GA 30315-1440	696	2,000.00	6/1/13
80	**Total Contribiutions**			TOTAL	$125,975.00	

Realized Gain and Loss Details

June 01, 2012 - June 30, 2013

23-88565 HOWELL THE 2492 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 NORTHN FDS ULTRA SHORT FXD INC FD (NUSFX)	1 00	10 2200	03/14/13	11/02/12	10 22	10 23	(0 01)
	22 00	10 2000	06/12/13	11/02/12	224 40	225 06	(0 66)
MFC SPDR GOLD TR GOLD SHS (GLD)	34 00	153 7477	03/14/13	01/08/13	5,226 62	5,470 57	(243 95)
	176 00	153 7477	03/14/13	04/20/12	27,055 47	28,070 10	(1,014 63)
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL (PCRIX)	97 85	6 7400	01/24/13	01/08/13	659 50	643 86	15 64
	1,208 59	6 7400	01/24/13	04/20/12	8,145 87	7,928 32	217 55
	29 08	6 7400	01/24/13	12/12/12	196 00	197 16	(1 16)
	9 91	6 7400	01/24/13	01/26/12	66 79	68 50	(1 71)
	11 81	6 7400	01/24/13	12/12/12	79 60	80 04	(0 44)
Total Short Term Capital Gains and Losses							**(1,029.37)**
Long Term Capital Gains and Losses							
Trade Activity							
MFB NORTHERN FDS FIXED INCOME FD (NOFIX)	17 00	10 5200	03/14/13	11/04/11	178 84	179 35	(0 51)
	2 00	10 6000	01/24/13	11/04/11	21 20	21 10	0 10
	243 00	10 3100	06/12/13	11/04/11	2,505 33	2,563 65	(58 32)
MFB NORTHERN FDS MULTI MANAGER LARGE CAPFD (NMMLX)	605 00	9 6600	06/12/13	09/01/11	5,844 30	5,317 95	526 35
	4,565 00	9 6300	11/02/12	09/01/11	43,960 95	39,898 08	4,062 87

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

Realized Gain and Loss Details

June 01, 2012 - June 30, 2013

23-88565 HOWELL THE 2492 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 MULTI MANAGER LARGE CAPFD (NMMLX)	141 54	8 5700	12/24/12	11/19/10	1,213 00	1,227 15	(14 15)
	736 38	8 5700	12/24/12	03/17/10	6,310 78	6,030 94	279 84
	1,566 77	8 5700	12/24/12	05/08/09	13,427 22	10,152 67	3,274 55
	65 29	8 5700	12/24/12	11/04/11	559 54	596 05	(36 51)
	2,451 52	8 5700	12/24/12	09/01/11	21,009 52	21,426 27	(416 75)
	2,811 50	8 5700	12/24/12	12/19/11	24,094 55	23,504 16	590 39
	64 00	9 3300	03/14/13	09/01/11	597 12	562 56	34 56
	24 71	8 9700	01/24/13	09/01/11	221 65	217 20	4 45
	65 29	8 9700	01/24/13	11/04/11	585 65	599 31	(13 66)
MFB NORTHERN FUNDS MULTI MANAGER HIGH YIELD OPPORTUNITY FUND (NMHYX)	3,311 07	10 7700	11/02/12	01/12/10	35,660 22	34,468 24	1,191 98
	4 53	10 7700	11/02/12	12/21/10	48 79	48 15	0 64
	1,270 88	10 7700	11/02/12	04/29/11	13,687 38	14,094 00	(406 62)
	1,109 91	10 7700	11/02/12	03/17/10	11,953 73	11,587 47	366 26
	31 61	10 7700	11/02/12	12/21/10	340 44	335 96	4 48
	221 00	10 8400	06/12/13	04/20/12	2,395 64	2,302 82	92 82
	8 00	11 0200	01/24/13	01/12/10	88 16	83 28	4 88
	23 00	11 0400	03/14/13	01/12/10	253 92	239 43	14 49

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

Realized Gain and Loss Details

June 01, 2012 - June 30, 2013

23-88565 HOWELL THE 2492 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 FUNDS SMALL CAP CORE FUND (NSGRX)	3 00	18 3600	03/14/13	01/26/12	55 08	45 33	9 75
	1 00	17 3300	01/24/13	12/16/10	17 33	14 47	2 86
	24 00	18 7900	06/12/13	01/26/12	450 96	362 66	88 30
	18 00	15 8600	11/02/12	12/16/10	285 48	260 46	25 02
MFB NORTHN FDS MULTI-MANAGER EMERGING MKTS EQTY FD (NMMEX)	15 00	19 1000	03/14/13	09/01/11	286 50	315 00	(28 50)
	9 00	19 4100	01/24/13	09/01/11	174 69	189 00	(14 31)
	143 00	17 6100	06/12/13	09/01/11	2,518 23	3,003 01	(484 78)
MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD (NMMGX)	9 00	18 7200	01/24/13	12/21/10	168 48	156 60	11 88
	6 38	18 1900	12/24/12	12/21/10	116 05	111 01	5 04
	76 62	18 1900	12/24/12	09/01/11	1,393 72	1,334 72	59 00
	5 59	18 0000	06/12/13	12/21/10	100 62	97 26	3 36
	56 41	18 0000	06/12/13	12/21/10	1,015 38	981 52	33 86
	14 00	18 5400	11/02/12	09/01/11	259 56	243 88	15 68
	6 00	19 0200	03/14/13	12/21/10	114 12	104 40	9 72
MFB NORTHN MULTI-MANAGER INTL EQTY FD (NMIEX)	241 00	9 2300	11/02/12	10/14/09	2,224 43	2,209 97	14 46
	28 21	9 9800	03/14/13	09/01/11	281 54	258 40	23 14
	2,416 79	9 9800	03/14/13	10/14/09	24,119 56	22,161 95	1,957 61

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Realized Gain and Loss Details

June 01, 2012 - June 30, 2013

23-88565 HOWELL THE 2492 FUND

Description	Shares/ Par/Units	Trade Pnce	Date Sold	Date Acquired	Sale Proceeds	Cost Basis	Gain (Loss)
Long Term Capital Gains and Losses							
Trade Activity							
MFB NORTHN MULTI-MANAGER INTL EQTY FD (NMIEX)	21 00	9 8100	01/24/13	10/14/09	206 01	192 57	13 44
	313 00	9 8100	06/12/13	09/01/11	3,070 53	2,867 08	203 45
MFB NORTHN MULTI-MANAGER MID CAP FD (NMMCX)	53 00	11 8600	12/24/12	09/01/11	628 58	584 59	43 99
	7 00	13 4000	03/14/13	09/01/11	93 80	77 21	16 59
	9 00	12 5800	01/24/13	09/01/11	113 22	99 27	13 95
	61 00	13 5000	06/12/13	09/01/11	823 50	672 83	150 67
	46 00	12 1300	11/02/12	09/01/11	557 98	507 38	50 60
MFB NORTHN MULTI-MANAGER SMALL CAP FD (NMMSX)	4 00	10 8200	03/14/13	04/26/10	43 28	38 16	5 12
	2 00	10 2800	01/24/13	04/26/10	20 56	19 08	1 48
	39 00	11 1900	06/12/13	04/26/10	436 41	372 06	64 35
	30 00	9 5900	11/02/12	04/26/10	287 70	286 20	1.50
MFC FLEXSHARES TR IBOXX 5 YR TARGET DURATION TIPS INDEX FD (TDTF)	8 00	25 3700	06/12/13	04/20/12	202 80	206 73	(3 93)
	6 00	26 3000	11/02/12	10/04/11	157 61	150 05	7 56
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD (GUNR)	14 00	32 9600	06/12/13	01/26/12	461 15	502 88	(41 73)
	18 00	32 9600	06/12/13	04/20/12	592 91	626 71	(33 80)
	5 00	32 9600	06/12/13	11/04/11	164 70	174 81	(10 11)
	4 00	35 2300	11/02/12	09/29/11	140 83	125 74	15 09

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Realized Gain and Loss Details

June 01, 2012 - June 30, 2013

23-88565 HOWELL THE 2492 FUND

Description	Shares/ Par/Units	Trade Pnce	Date Sold	Date Acquired	Sale Proceeds	Cost Basis	Gain (Loss)
Long Term Capital Gains and Losses							
Trade Activity							
MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD (TDTT)	26 00	25 0100	06/12/13	04/20/12	649 73	661 42	(11 69)
	6 00	25 4300	11/02/12	09/29/11	152 39	149 45	2 94
MFC SPDR GOLD TR GOLD SHS (GLD)	220 00	153 7477	03/14/13	04/20/09	33,819 34	19,023 92	14,795 42
	58 00	153 7477	03/14/13	03/17/10	8,916 00	6,369 63	2,546 37
	20 00	153 7477	03/14/13	01/26/12	3,074 49	3,353 20	(278 71)
	6 00	162 6000	11/02/12	11/19/10	975 39	789 39	186 00
	149 00	161 7274	01/24/13	11/19/10	24,092 37	19,603 21	4,489 16
	191 00	161 7274	01/24/13	05/10/10	30,883 52	22,383 44	8,500 08
	172 00	161 7274	01/24/13	03/17/10	27,811 33	18,889 25	8,922 08
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL (PCRIX)	16 00	6 7500	11/02/12	09/04/09	108 00	118 88	(10 88)
	12 46	6 7400	01/24/13	12/07/11	83 98	94 59	(10 61)
	673 97	6 7400	01/24/13	09/04/09	4,542 54	5,007 60	(465 06)
	1,709 40	6 7400	01/24/13	05/08/09	11,521 31	12,000 00	(478 69)
	52 38	6 7400	01/24/13	12/07/11	353 04	397 56	(44 52)
	329 04	6 7400	01/24/13	05/13/09	2,217 73	2,300 00	(82 27)
Capital Gains Distribution							
MFB NORTHERN FDS FIXED INCOME FD (NOFIX)		0 0000	12/20/12				999 52

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

Realized Gain and Loss Details

June 01, 2012 - June 30, 2013

23-88565 HOWELL THE 2492 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	12/20/12				80,288 95
MFB NORTHERN FUNDS MULTI MANAGER HIGH YIELD OPPORTUNITY FUND (NMHYX)		0 0000	12/20/12				2,407 32
MFB NORTHERN FUNDS SMALL CAP CORE FUND (NSGRX)		0 0000	12/20/12				90 67
MFB NORTHN FDS MULTI-MANAGER GLOBAL REALESTATE FD (NMMGX)		0 0000	12/20/12				5,403 39
MFB NORTHN FDS ULTRA SHORT FXD INC FD (NUSFX)		0 0000	12/20/12				17 55
MFB NORTHN MULTI-MANAGER MID CAP FD (NMMCX)		0 0000	12/20/12				3,870 65
MFB NORTHN MULTI-MANAGER SMALL CAP FD (NMMSX)		0 0000	12/20/12				928 73
MFC FLEXSHARES TR IBOXX 5 YR TARGET DURATION TIPS INDEX FD (TDTF)		0 0000	01/03/13				1 16
MFC FLEXSHARES TR TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD (TDTT)		0 0000	01/03/13				0 37
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL (PCRIX)		0 0000	12/12/12				80 04
Wash Sales Adjustments							
MFB NORTHERN FDS MULTI MANAGER LARGE CAPFD (NMMLX)		0 0000	12/24/12	11/19/10			14 15
		0 0000	12/24/12	11/04/11			36 51
		0 0000	12/24/12	09/01/11			416 75
Total Long Term Capital Gains and Losses							**144,347.83**
Total Capital Gains and Losses for Account 23-88565							**143,318.46**

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

Realized Gain and Loss Details

June 01, 2012 - June 30, 2013

23-88565 HOWELL THE 2492 FUND

Description	Shares/ Par/Units	Trade Price	Date Sold	Date Acquired	Sale Proceeds	Cost Basis	Gain (Loss)
Total Capital Gains and Losses for all Accounts							**143,318.46**

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