Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning JUL 1, 2016 , and ending JUN 30, 2017

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): 2525 PEACHTREE RD. #23 | Room/suite

B Telephone number: 404-233-0323

City or town, state or province, country, and ZIP or foreign postal 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: ☒ 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)* ▶$ 2,964,832.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received			N/A	
2 Check ▶ ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	10,140.	10,140.		STATEMENT 1
4 Dividends and interest from securities	61,444.	61,444.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-33,359.			
b Gross sales price for all assets on line 6a 674,521.				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	144.	144.		STATEMENT 3
12 **Total.** Add lines 1 through 11	38,369.	71,728.		
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 4	2,005.	0.		2,005.
c Other professional fees STMT 5	12,331.	12,331.		0.
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	153.	0.		153.
24 **Total operating and administrative expenses.** Add lines 13 through 23	14,489.	12,331.		2,158.
25 Contributions, gifts, grants paid	132,150.			132,150.
26 **Total expenses and disbursements.** Add lines 24 and 25	146,639.	12,331.		134,308.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-108,270.			
b **Net investment income** (if negative, enter -0-)		59,397.		
c **Adjusted net income** (if negative, enter -0-)			N/A	

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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	37,466.	24,501.	24,501.
	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			
	b Investments - corporate stock STMT 7	2,540,041.	2,444,736.	2,940,331.
	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 - see the instructions. Also, see page 1, item I)	2,577,507.	2,469,237.	2,964,832.
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	2,577,507.	2,469,237.	
	30 **Total net assets or fund balances**	2,577,507.	2,469,237.	
	31 **Total liabilities and net assets/fund balances**	2,577,507.	2,469,237.	

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	2,577,507.
2 Enter amount from Part I, line 27a	2	-108,270.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,469,237.
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	2,469,237.

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 PUBLICLY LISTED SECURITIES	P		
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	674,521.		707,880.	-33,359.
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				-33,359.
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 -33,359.

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))
2015	145,250.	2,711,600.	.053566
2014	138,229.	2,976,969.	.046433
2013	136,477.	2,903,103.	.047011
2012	125,947.	2,751,723.	.045770
2011	106,352.	2,614,966.	.040671

2 **Total** of line 1, column (d)	2	.233451
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	.046690
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	2,862,244.
5 Multiply line 4 by line 3	5	133,638.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	594.
7 Add lines 5 and 6	7	134,232.
8 Enter qualifying distributions from Part XII, line 4	8	134,308.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	594.
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	594.
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	594.
6 Credits/Payments:				
a 2016 estimated tax payments and 2015 overpayment credited to 2016	6a	3,687.		
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	3,687.
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	3,093.
11 Enter the amount of line 10 to be: **Credited to 2017 estimated tax** ▶		3,093. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? 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 2016 or the taxable year beginning in 2016 (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 ▶ 2525 PEACHTREE RD. #23, 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 2016, 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 FinCEN Form 114. 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 2016?	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 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016? ☐ 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 2016 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 2016.)* 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 2016?	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 4945(d)(4)(A)? (see instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	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 2525 PEACHTREE RD. #23 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.

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	2,849,996.
b	Average of monthly cash balances	1b	55,835.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,905,831.
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	2,905,831.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	43,587.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,862,244.
6	**Minimum investment return** Enter 5% of line 5	6	143,112.

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	143,112.
2a	Tax on investment income for 2016 from Part VI, line 5 — 2a: 594.		
b	Income tax for 2016 (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	594.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	142,518.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	142,518.
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	142,518.

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	134,308.
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	134,308.
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	594.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	133,714.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				142,518.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only			132,035.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2016:				
a From 2011				
b From 2012				
c From 2013				
d From 2014				
e From 2015				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2016 from Part XII, line 4: ▶ $ 134,308.				
a Applied to 2015, but not more than line 2a			132,035.	
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 2016 distributable amount				2,273.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2016 (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 2015. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017				140,245.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2017.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2012				
b Excess from 2013				
c Excess from 2014				
d Excess from 2015				
e Excess from 2016				

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 2016, 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) 2016	(b) 2015	(c) 2014	(d) 2013	(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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address 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				132,150.
Total ▶ 3a				132,150.
b *Approved for future payment*				
NONE				
Total ▶ 3b				0.

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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	10,140.	
4 Dividends and interest from securities			14	61,444.	
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			14	144.	
8 Gain or (loss) from sales of assets other than inventory			18	-33,359.	
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.		38,369.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 38,369.

(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 Hamill | 10/2/17 ▶ 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, CPA	09/14/17		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	

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
NORTHERN TRUST	10,140.	10,140.	
TOTAL TO PART I, LINE 3	10,140.	10,140.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
NORTHERN TRUST	61,444.	0.	61,444.	61,444.	
TO PART I, LINE 4	61,444.	0.	61,444.	61,444.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER VIA NORTHERN TR	144.	144.	
TOTAL TO FORM 990-PF, PART I, LINE 11	144.	144.	

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 AND ASSOC	2,005.	0.		2,005.
TO FORM 990-PF, PG 1, LN 16B	2,005.	0.		2,005.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NORTHERN TRUST INV FEES	12,331.	12,331.		0.
TO FORM 990-PF, PG 1, LN 16C	12,331.	12,331.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INTUIT-SOFTWARE	153.	0.		153.
TO FORM 990-PF, PG 1, LN 23	153.	0.		153.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST-FUNDS	2,444,736.	2,940,331.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,444,736.	2,940,331.

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

NAME OF MANAGER

HENRY L. HOWELL

THE [illegible] FUND YE 6/30/17 EIN **-***-8800 CONTRIBUTIONS

	A	B	C	D	I
1	BENEFICIARY	STREET /POB	CITY STATE ZIP	ECK #	TOTAL
2	A WIDER CIRCLE	9159 BROOKVILLE RD.	SILVER SPRING, MD 20910	1201	1000
3	A.G. RHODES HOME	2801 BUFORD HIGHWAY, #500	ATLANYA, GA 30329	1202	500
4	AMERICAN CANCER SOCIETY / SE DIVISION	PO BOX 5111,	ATLANTA GA 30302-5111	1203	500
5	AMERICAN INSTITUTE FOR CANCER RESEARCH	1759 R STREET NW,	WASHINGTON, DC 20009	1204	1000
6	AMERICAN RADIO RELAY LEAGUE	225 MAIN ST.	NEWINGTON, CT 06111		0
7	AMERICAN RED CROSS, ATLANTA CHAPTER	1955 Monroe Drive	ATLANTA, GA 30324	1205	1500
8	Atlanta Bicycle Coalition	889 Wylie Street	Atlanta, GA 30316	1195	5000
9	ATLANTA BELTLINE PARTNERSHIP	POB 93351	ATLANTA, GA 30377	1206	2000
10	ATLANTA BOTANICAL GARDEN	1345 PIEDMONT AVE,	ATLANTA. GA 30309	1207	500
11	ATLANTA CHAPTER, NRHS	PO BOX 1267,	DULUTH, GA 30096	1208	500
12	ATLANTA CHILDREN'S SHELTER, INC.	607 PEACHTREE ST. NW,	ATLANTA, GA 30308-2226	1209	4000
13	ATLANTA COMMUNITY FOOD BANK	732 JOSEPH E. LOWERY BLVD.	ATLANTA, GA 30318	1210	5000
14	ATLANTA FULTON COUNTY LIBRARY ASSN	1 MARGARET MITCHELL SQUARE,	ATLANTA, GA 30303-9713	1211	1000
15	ATLANTA HISTORY CENTER	130 W. PACES FERRY RD.	ATLANTA, GA 30305	1212	4500
16	ATLANTA HUMANE SOCIETY	981 HOWELL MILL RD.	ATLANTA, GA 30318-5512	1213	3400
17	ATLANTA MEMORIAL PARK CONSERVANCY	POB 11609	ATLANTA, GA 30355	1214	1500
18	ATLANTA MISSION	PO BOX 1807	ATLANTA, GA. 30301	1215	2000
19	ATLANTA PRESERVATION CENTER	327 ST. PAUL AVE,	ATLANTA, GA30312-3129	1216	1000
20	ATLANTA SYMPHONY	1280 PEACHTREE ST.,	ATLANTA, GA 30309	1217	1000
21	BOBBY DODD INSTITUTE	2120 Marietta Blvd NW,	ATLANTA, GA 30318-2122	1218	1000
22	BOYS AND GIRLS CLUBS OF METRO ATLANTA	1275 Peachtree Street Suite 500	ATLANTA, GA 30309	1219	500
23	BUCKHEAD HERITAGE SOCIETY	3180 Mathieson Dr.,	ATLANTA GA 30305	1220	1000
24	CARE	POB 1870,	MERRIFIELD, VA 22116	1221	3000
25	CATHEDRAL OF ST PHILIP	2744 PEACHTREE RD.,	ATLANTA, GA. 30305	1222	1000
26	CATHEDRAL OF ST PHILIP-PRESCHOOL	2744 PEACHTREE RD.,	ATLANTA, GA. 30305	1193	500
27	CHARITY NAVIGATOR	POB 6002	Bellmawr, NJ 08099-6002	1223	250
28	CHATTAHOOCHEE RIVERKEEPER	916 JOSEPH LOWERY BLVD,#3	ATLANTA GA 30318	1224	3500
29	CHEROKEE GARDEN CLUB COMMUNITY FUND		ATLANTA GA 30327	1225	500
30	CHEROKEE GARDEN LIBRARY	130 W. PACES FERRY RD.	ATLANTA GA 30305	1226	3000
31	CHILDREN'S HEALTHCARE OF ATLANTA	1687 TULLIE CIRCLE	ATLANTA GA 30329-2320	1227	1000
32	CORNERSTONE SOCIETY, ATLANTA PUBLIC RADIO	740 BISMARK RD.	ATLANTA, GA. 30324-4102	1228	2500
33	DOCTORS WITHOUT BORDERS	POB 5030	HAGERSTOIWN, MD 21741	1229	2500
34	EARTH JUSTICE LEGAL DEFENSE FUND	50 CALIFORNIA STREET, STE 500	SAN FRANCISCO CA 94111-9846	1230	4000
35	EPISCOPAL SCHOOL OF KNOXVILLE	950 EPISCOPAL SCHOOL WAY	KNOXVILLE, TN 37932-0379	1231	1000
36	FAMILIES FIRST	80 Joseph E. Lowery Boulevard	ATLANTA, GA 30314	1232	1000

	A	B	C	D	I
1	BENEFICIARY	STREET /POB	CITY STATE ZIP	IECK #	TOTAL
37	FERNBANK MUSEUEM	767 CLIFTON RD.	ATLANTA, GA 30307		0
38	FRIENDS OF THE C&TS RAILROAD	4421 McLeod Rd., NE, Ste F	ALBERQUERQUE, NM 87109	1233	500
39	FRIENDS OF THE SMITHSONIAN INSTITUTION	POB 9016	PITTSFIELD, MA 01202-9915	1234	1000
40	FUGEES FAMILY, INC	POB 388	SCOTTDALE, GA 30079-0388	1235	2500
41	GEORGIA BATTLEFIELDS ASSOCIATION	PO Box 589	Tate, GA 30177-0589	1236	1000
42	GEORGIA CONSERVANCY	817 W. Peachtree St.,Suite 200,	ATLANTA, GA 30308	1237	1500
43	GEORGIA HISTORICAL SOCIETY	501 WHITTAKER ST,	SAVANNAH, GA 31401-4830	1238	1500
44	GEORGIA PUBLIC BROADCASTING	260 14TH STREET	ATLANTA, GA 30318	1239	2000
45	GEORGIA TRUST FOR HISTORIC PRESERVATION	1516 PEACHTREE ST,	ATLANTA, GA 30309	1240	1000
46	GLOBAL GROWERS NETWORK	POB 276	AVONDALE ESTATES, GA 30002	1241	1000
47	GOOD SAMARITAN HEALTHCARE CENTER	1015 Donald Lee Hollowell Pkwy	ATLANTA, GA 30318	1242	2500
48	GRADY HEALTH FOUNDATION	191 PEACHTREE ST. STE 820	ATLANTA, GA 30303	1243	1000
49	HIGH MUSEUM	1280 Peachtree St.,	ATLANTA, GA 30309-3502		0
50	HISTORIC WESTVILLE	POB 1850	LUMPKIN, GA 31815		0
51	HOSPICE ATLANTA	5775 GLENRIDGE DR, SUITE E200	ATLANTA, GA 30328	1244	1500
52	The Innocence Project	Attn.: Development Office, 40 Worth Street, Suite 701	New York, NY 10013	1245	1500
53	INTERNATIONAL WOLF CENTER	7100 Northland Circle N, Suite 205	MINNEAPOLIS, MN 55428	1246	500
54	LADIES OF THE LAKE FOUNDATION	PO BOX 14942	ATLANTA, GA 30324	1247	500
55	THE LOVETT SCHOOL		ATLANTA, GA 30327	1192	1500
56	MARIETTA MUSEUM OF HISTORY	1 Depot Street, Ste.200	MARIETTA, GA 30060-1909		0
57	Martha's Table	PO BOX 97260	WASHINGTON, DC 20090-7260	1248	1000
58	MIGHTY 8TH AIR FORCE MUSEUM	PO BOX 1992	SAVANNAH, GA 31402	1249	500
59	MORRIS BRANDON FOUNDATION	2741 Howell Mill Rd NW	ATLANTA, GA 30327	1250	250
60	MORRIS BRANDON EDUCATIONAL FOUNDATION	2741 Howell Mill Rd NW	ATLANTA, GA 303027	1194	750
61	MUSEUM OF AVIATION FOUNDATION, INC.	POB 2469	WARNER ROBINS, GA 31099	1251	500
62	MUSEUM OF THE AMERICAN REVOLUTION	123 CHESNUT ST, SUITE 401	PHILADELPHIA, PA 19106	1252	1000
63	NATIONAL ASSOCIATION OF RR PASSENGERS	505 Capitol Court NE, Suite 300	WASHINGTON, D.C. 20012	1253	200
64	NATIONAL D-DAY MEMORIAL FOUNDATION	POB 77,	BEDFORD VA, 24523	1254	250
65	NATIONAL PARKS CONSERVATION assoc.	POB 97202	WASHINGTON, DC 20077-7435	1255	250
66	NATIONAL WWII MUSEUM	PO BOX 97336	WASHINGTON, DC 20090	1256	500
67	NATURE CONSERVANCY	Gift Processing Center, PO BOX 6081	Alberta Lea, MN 56007	1257	2000
68	Natural Resources Defense Fund	40 West 20th Street	New York, NY 10011	1258	1500
69	PARK PRIDE	233 PEACHTREE ST. #1600	ATLANTA, GA 30303	1259	1500
70	PARTNERSHIP AGAINST DOMESTIC VIOLENCE	POB 170225	ATLANTA, GA 30317	1260	500
71	PATH FOUNDATION	POB 14327	ATLANTA, GA 30324	1261	2000

	A	B	C	D	I
1	BENEFICIARY	STREET /POB	CITY STATE ZIP	ECK #	TOTAL
72	PUBLIC BROADCASTING ATLANTA	740 BISMARK ROAD NE	ATLANTA, GA 30324	1262	1000
73	Sarah Duke Gardens	Attn.: Kate Senner, 420 Anderson Street	Durham, NC 27705	1196	1500
74	SAINT ALBANS	MOUNT ST. ALBANS	WASHINGTON DC, 20016	1198	1500
75	SALVATION ARMY	Metro Command Center, PO BOX 930188	ATLANTA, GA 30003	1263	3000
76	SHEPHERD CENTER	2020 PEACHTREE RD.	ATLANTA, GA 30309-1465	1264	2500
77	SIERRA CLUB	POB 421042	PALM COAST, FL 32142-6419	1265	3000
78	SOUTHERN ARCHITECTURE FOUNDATION	1421 PEACHTREE STREET, # 410,	ATLANTA, GA 30309	1266	400
79	SOUTHERN ENVIRONMENTAL LAW CENTER	201 W. MAIN ST., STE 14	CHARLOTTESVILLE, VA 22902-5065	1267	1000
80	THE POTOMAC SCHOOL	1301 POTOMAC SCHOOL ROAD	MCLEAN, VA 22010	1197	1500
81	TREES ATLANTA	225 CHESTER AVE,	ATLANTA, GA 30316	1268	2000
82	TRUST FOR PUBLIC LAND, GEORGIA OFFICE	600 WEST PEACHTREE ST, # 1840	ATLANTA, GA 30308	1269	5000
83	Union of Concerned Scientists	Two Brattle Square, Suite 6	Cambridge, MA 02138	1270	1000
84	USO	PO Box 96860,	WASHINGTON, DC 20077-7677	1271	1000
85	VISITING NURSE HEALTH SYSTEM	5775 GLENRIDGE DR, SUITE E200	ATLANTA, GA 30328	1272	500
86	WASHINGTON ANIMAL RESCUE LEAGUE	71 Oglethorpe St. NW	Washington, DC 20011	1200	500
87	WASHINGTON NATIONAL CATHEDRAL	MOUNT ST. ALBANS	WASHINGTON DC, 20016	1199	4000
88	WESTMINSTER FUND	1424 WEST PACES FERRY RD.	ATLANTA, GA 30327	1273	1000
89	WOOD ACRES ELEMENTARY SCHOOL	POB 212	GLEN ECHO, MD 20812-0212		0
90	WOUNDED WARRIOR PROJECT	POB 758516	TOPEKA, KS 66675-8516	1274	3400
91	YALE UNIVERSITY CLASS OF 1960	POB 205	NEW HAVEN, CT 06501-0205	1275	1000
92	YOSEMITE FUND CONSERVANCY	101 MONTGOMERY ST.,	SAN FRANCISCO, CA 94104	1276	500
93	ZOO ATLANTA	800 CHEROKEE AVE,	ATLANTA, GA 30315-1440	1277	1000
94	ZZ NICHOLS, CAULEY AND ASSOCIATES	2800 CENTURY PKWY, STE 900	ATLANTA, GA 30329		0
95			TO DATE CHECKS ISSUED		132150
96			TOTAL CHECKS ISSUED		
97					0
98					0