

Taxpayer Copy

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**.
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number
	FERNBANK, INC	58-6028607
	Number, street, and room or suite no. If a P.O. box, see instructions.	For IRS use only
	767 CLIFTON ROAD, NE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	ATLANTA, GA 30307-1221	

Check type of return to be filed (File a separate application for each return):

<input checked="" type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

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

- The books are in the care of CATHERINE NOWELL
 Telephone No. 404 929-6344 FAX No. 404 929-6405
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until 11/15/2009.
- For calendar year 2008, or other tax year beginning _____, and ending _____.
- If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO GATHER INFORMATION FROM A THIRD PARTY IN ORDER TO PREPARE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	NONE
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	NONE
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	NONE

Signature and Verification

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

Signature <input type="checkbox"/>	Title <input type="checkbox"/>	Date <input type="checkbox"/>
SMITH & HOWARD, P.C. 171 17TH STREET, SUITE 900 ATLANTA, GA 30363		Form 8868 (Rev. 4-2009)

INSTRUCTIONS FOR FILING
FERNBANK, INC
FORM 990 - EXEMPT ORGANIZATION
FOR THE PERIOD ENDED DECEMBER 31, 2008

SIGNATURE...

THE ORIGINAL RETURN SHOULD BE SIGNED (USING FULL NAME AND TITLE)
AND DATED BY AN AUTHORIZED OFFICER OF THE ORGANIZATION.

FILING...

THE SIGNED RETURN SHOULD BE FILED ON OR BEFORE DECEMBER 17, 2009
WITH...

DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE CENTER
OGDEN, UT 84201-0027

PAYMENT OF TAX...

NO PAYMENT OF TAX IS REQUIRED.

THE RETURN SHOULD BE SENT CERTIFIED MAIL, RETURN RECEIPT REQUESTED.

AN ADDITIONAL COPY OF THE RETURN SHOULD BE FILED WITH:
GEORGIA DEPARTMENT OF REVENUE
P.O. BOX 740395
ATLANTA, GA 30374-0395

INSTRUCTIONS FOR FILING
FERNBANK, INC
FORM 990T - EXEMPT ORGANIZATION BUSINESS RETURN
FOR THE PERIOD ENDED DECEMBER 31, 2008

SIGNATURE...

THE ORIGINAL RETURN SHOULD BE SIGNED (USING FULL NAME AND TITLE)
AND DATED ON PAGE 2 BY AN AUTHORIZED OFFICER OF THE ORGANIZATION.

FILING...

THE SIGNED RETURN SHOULD BE FILED ON OR BEFORE DECEMBER 17, 2009
WITH...

DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE CENTER
OGDEN, UT 84201-0027

PAYMENT OF TAX...

NO PAYMENT OF TAX IS REQUIRED.

THE RETURN SHOULD BE SENT CERTIFIED MAIL, RETURN RECEIPT REQUESTED.

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Department of the Treasury
Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2008 calendar year, or tax year beginning, 2008, and ending, 20

B Check if applicable: Address change, Name change, Initial return, Termination, Amended return, Application pending. C Name of organization: FERNBANK, INC. Doing Business As: FERNBANK MUSEUM OF NATURAL HISTORY. D Employer identification number: 58-6028607. E Telephone number: (404) 929-6344. F Name and address of principal officer: CATHERINE A. NOWELL. G Gross receipts \$: 13,462,261. H(a) Is this a group return for affiliates? Yes [X] No []. H(b) Are all affiliates included? Yes [] No []. I Tax-exempt status: X 501(c) (3) (insert no.) 4947(a)(1) or 527. J Website: WWW.FERNBANKMUSEUM.ORG. K Type of organization: X Corporation. L Year of formation: 1939. M State of legal domicile: GA.

Part I Summary

Table with 3 columns: Description, Prior Year, Current Year. Rows include: 1 Briefly describe the organization's mission... 2 Check this box... 3-7a Activities & Governance. 8-12 Revenue. 13-19 Expenses. 20-22 Net Assets or Fund Balances.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge. Sign Here: Signature of officer, Date, Type or print name and title. Paid Preparer's Use Only: Preparer's signature, Date, Check if self-employed, Preparer's identifying number, Firm's name (or yours if self-employed), address, and ZIP + 4, EIN, Phone no.

May the IRS discuss this return with the preparer shown above? (See instructions) [X] Yes [] No

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions. Form 990 (2008)

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission:

SEE STATEMENT 1

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes" describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses.

Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: _____) (Expenses \$ 5,672,503. including grants of \$ NONE) (Revenue \$ 4,628,762.)

EXHIBITIONS AND FILMS, SEE SCHEDULE O FOR DESCRIPTION.

4b (Code: _____) (Expenses \$ 1,141,156. including grants of \$ NONE) (Revenue \$ NONE)

EDUCATIONAL PROGRAMS, SEE SCHEDULE O FOR DESCRIPTION.

4c (Code: _____) (Expenses \$ 920,886. including grants of \$ NONE) (Revenue \$ NONE)

STRATEGIC INITIATIVES, SEE SCHEDULE O FOR DESCRIPTION.

4d Other program services. (Describe in Schedule O.)

(Expenses \$ _____ including grants of \$ _____) (Revenue \$ _____)

4e Total program service expenses ► \$ 7,734,545. (Must equal Part IX, Line 25, column (B).)

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	<input checked="" type="checkbox"/>	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	<input checked="" type="checkbox"/>	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		<input checked="" type="checkbox"/>
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>		<input checked="" type="checkbox"/>
5	Sections 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>		
6	Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		<input checked="" type="checkbox"/>
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		<input checked="" type="checkbox"/>
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>	<input checked="" type="checkbox"/>	
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		<input checked="" type="checkbox"/>
10	Did the organization hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	<input checked="" type="checkbox"/>	
11	Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? <i>If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	<input checked="" type="checkbox"/>	
12	Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	<input checked="" type="checkbox"/>	
13	Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		<input checked="" type="checkbox"/>
14a	Did the organization maintain an office, employees, or agents outside of the U.S.?		<input checked="" type="checkbox"/>
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? <i>If "Yes," complete Schedule F, Part I</i>		<input checked="" type="checkbox"/>
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i>		<input checked="" type="checkbox"/>
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i>		<input checked="" type="checkbox"/>
17	Did the organization report more than \$15,000 on Part IX, column (A), line 11e? <i>If "Yes," complete Schedule G, Part I</i>	<input checked="" type="checkbox"/>	
18	Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	<input checked="" type="checkbox"/>	
19	Did the organization report more than \$15,000 on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		<input checked="" type="checkbox"/>
20	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		<input checked="" type="checkbox"/>
21	Did the organization report more than \$5,000 on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		<input checked="" type="checkbox"/>
22	Did the organization report more than \$5,000 on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		<input checked="" type="checkbox"/>
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? <i>If "Yes," complete Schedule J</i>	<input checked="" type="checkbox"/>	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25</i>		<input checked="" type="checkbox"/>
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		<input checked="" type="checkbox"/>
b	Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? <i>If "Yes," complete Schedule L, Part I</i>		<input checked="" type="checkbox"/>
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		<input checked="" type="checkbox"/>
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		<input checked="" type="checkbox"/>

Part IV Checklist of Required Schedules (continued)

		Yes	No
28	During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
a	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i>		X
b	Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		X
c	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations section 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>		X
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X

Part V Statements Regarding Other IRS Filings and Tax Compliance

Table with columns for question number, question text, and Yes/No response boxes. Includes questions 1a through 12b regarding IRS filings and tax compliance.

Part VI Governance, Management, and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows 1a-11b covering governing body details, relationships, and documentation.

Section B. Policies

Table with 3 columns: Question, Yes, No. Rows 12a-16b covering conflict of interest, whistleblower, document retention, and compensation policies.

Section C. Disclosure

Table with 2 columns: Question, Answer. Rows 17-20 covering state filing requirements, public inspection, and organizational information.

Part VIII Statement of Revenue

58-6028607

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a Federated campaigns	1a						
	b Membership dues	1b	904,818.					
	c Fundraising events	1c	498,870.					
	d Related organizations	1d						
	e Government grants (contributions) . .	1e						
	f All other contributions, gifts, grants, and similar amounts not included above .	1f	5,895,971.					
	g Noncash contributions included in lines 1a-1f: \$		80,642.					
	h Total. Add lines 1a-1f ▶			7,299,659.				
	Program Service Revenue	Business Code						
		2a MUSEUM ADMISSIONS			1,862,674.	1,862,674.		
b IMAX ADMISSIONS			713990	1,558,608.	1,501,073.	57,535.		
c								
d								
e								
f All other program service revenue								
g Total. Add lines 2a-2f ▶			3,421,282.					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) STMT 3 . . ▶			42,403.			42,403.	
	4 Income from investment of tax-exempt bond proceeds . . . ▶			NONE				
	5 Royalties ▶			NONE				
	6a Gross Rents	(i) Real	(ii) Personal					
	b Less: rental expenses							
	c Rental income or (loss)							
	d Net rental income or (loss) ▶				NONE			
	7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other					
	b Less: cost or other basis and sales expenses							
	c Gain or (loss)							
	d Net gain or (loss) ▶				1,500.		1,500.	
	8a Gross income from fundraising events (not including \$ 498,870. of contributions reported on line 1c). See Part IV, line 18. a		STMT 4		76,335.			
	b Less: direct expenses b				105,162.			
	c Net income or (loss) from fundraising events STMT 5 . . ▶				-28,827.		-28,827.	
	9a Gross income from gaming activities. See Part IV, line 19. a							
	b Less: direct expenses b							
	c Net income or (loss) from gaming activities ▶				NONE			
10a Gross sales of inventory, less returns and allowances a				2,522,478.				
b Less: cost of goods sold b				736,432.				
c Net income or (loss) from sales of inventory. STMT 6 . . ▶				1,820,043.	1,207,480.	612,563.		
Miscellaneous Revenue			Business Code					
11a OTHER REVENUE				64,607.	64,607.			
b								
c								
d All other revenue								
e Total. Add lines 11a-11d ▶				64,607.				
12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e ▶				12,620,667.	4,635,834.	670,098.	15,076.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 . . .	NONE			
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	NONE			
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	NONE			
4 Benefits paid to or for members	NONE			
5 Compensation of current officers, directors, trustees, and key employees	1,010,818.	591,567.	400,729.	18,522.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . .	NONE			
7 Other salaries and wages	3,432,963.	2,471,164.	528,466.	433,333.
8 Pension plan contributions (include section 401 (k) and section 403(b) employer contributions) . .	288,799.	201,675.	57,063.	30,061.
9 Other employee benefits	284,723.	214,243.	50,687.	19,793.
10 Payroll taxes	403,241.	288,325.	76,376.	38,540.
11 Fees for services (non-employees):				
a Management	NONE			
b Legal	NONE			
c Accounting	NONE			
d Lobbying	NONE			
e Professional fundraising services. See Part IV, line 17	28,848.			28,848.
f Investment management fees	NONE			
g Other	NONE			
12 Advertising and promotion	894,510.	894,510.		
13 Office expenses	309,606.	54,129.	245,207.	10,270.
14 Information technology	57,078.		57,078.	
15 Royalties	NONE			
16 Occupancy	903,589.	903,589.		
17 Travel	NONE			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	NONE			
19 Conferences, conventions, and meetings	NONE			
20 Interest	NONE			
21 Payments to affiliates	NONE			
22 Depreciation, depletion, and amortization	615,919.	610,517.	905.	4,497.
23 Insurance	143,411.	143,411.		
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a EXHIBITS _____	549,295.	549,295.		
b IMAX FILMS _____	399,620.	399,620.		
c MEMBERSHIP DEVELOPMENT _____	148,139.			148,139.
d PROGRAMS & ACTIVITIES _____	330,282.	296,691.	1,664.	31,927.
e SPECIAL EVENTS _____	115,809.	115,809.		
f All other expenses _____				
25 Total functional expenses. Add lines 1 through 24f	9,916,650.	7,734,545.	1,418,175.	763,930.
26 Joint Costs. Check here <input type="checkbox"/> If following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	2,056,296.	1	2,028,821.
	2 Savings and temporary cash investments	698,245.	2	264,451.
	3 Pledges and grants receivable, net	2,231,600.	3	4,117,778.
	4 Accounts receivable, net	64,267.	4	37,561.
	5 Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sales or use	246,478.	8	259,147.
	9 Prepaid expenses and deferred charges SFMT: 7	34,150.	9	45,832.
	10a Land, buildings, and equipment: cost basis 10a 37,552,112.			
	b Less: accumulated depreciation. Complete Part VI of Schedule D. 10b 17,687,901.	18,950,468.	10c	19,864,211.
	11 Investments - publicly traded securities. SFMT: 8	674,600.	11	303,679.
	12 Investments - other securities. See Part IV, line 11	NONE	12	137,500.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	719,619.	15	718,817.
16 Total assets. Add lines 1 through 15 (must equal line 34)	25,675,723.	16	27,777,797.	
Liabilities	17 Accounts payable and accrued expenses	1,485,287.	17	1,279,505.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable.		24	
	25 Other liabilities. Complete Part X of Schedule D	412,000.	25	222,000.
	26 Total liabilities. Add lines 17 through 25.	1,897,287.	26	1,501,505.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	19,906,646.	27	20,334,227.
	28 Temporarily restricted net assets	3,561,271.	28	5,627,614.
	29 Permanently restricted net assets	310,519.	29	314,451.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	23,778,436.	33	26,276,292.
	34 Total liabilities and net assets/fund balances	25,675,723.	34	27,777,797.

Part XI Financial Statements and Reporting

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b	Were the organization's financial statements audited by an independent accountant?	X	
c	If "Yes" to lines 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b	If "Yes," did the organization undergo the required audit or audits?		

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

Section A. Public Support

Table with 7 columns: (a) 2004, (b) 2005, (c) 2006, (d) 2007, (e) 2008, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total. Add lines 1-3; 5 The portion of total contributions by each person; 6 Public support. Subtract line 5 from line 4.

Section B. Total Support

Table with 7 columns: (a) 2004, (b) 2005, (c) 2006, (d) 2007, (e) 2008, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income; 11 Total support. Add lines 7 through 10; 12 Gross receipts from related activities; 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2008 (77.76%); 15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f (90.00%); 16a 33 1/3% support test - 2008; 16b 33 1/3% support test - 2007; 17a 10%-facts-and-circumstances test - 2008; 17b 10%-facts-and-circumstances test - 2007; 18 Private foundation.

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Table with 7 columns: Calendar year (or fiscal year beginning in), (a) 2004, (b) 2005, (c) 2006, (d) 2007, (e) 2008, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: Calendar year (or fiscal year beginning in), (a) 2004, (b) 2005, (c) 2006, (d) 2007, (e) 2008, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 13 Total support. (Add lines 9, 10c, 11, and 12.); 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, Line number, Percentage. Row 15: Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2007 Schedule A, Part IV-A, line 27g.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, Line number, Percentage. Row 17: Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2007 Schedule A, Part IV-A, line 27h.

19a 33 1/3% support tests - 2008. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

b 33 1/3% support tests - 2007. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions.

Schedule of Contributors

2008

▶ Attach to Form 990, 990-EZ, and 990-PF.

Name of the organization

FERNBANK, INC

Employer identification number

58-6028607

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

General Rule

For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33¹/₃% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$ _____

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2008

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

Name of the organization

Employer identification number

FERNBANK, INC

58-6028607

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), Aggregate value at end of year, and two questions about donor informed consent.

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

Form for Part II Conservation Easements. Includes checkboxes for purposes (land for public use, natural habitat, open space, historically important land area, certified historic structure), a table for 'Held at the End of the Year' (2a-2d), and questions 3-9 regarding monitoring, expenses, and reporting.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Includes questions 1a-1b and 2a-2b regarding reporting requirements and amounts.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a Public exhibition, b Scholarly research, c Preservation for future generations, d Loan or exchange programs, e Other

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

Part IV Trust, Escrow and Custodial Arrangements. Complete if organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

b If "Yes," explain the arrangement in Part XIV and complete the following table:

Table with columns for Amount and rows for 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance.

2a Did the organization include an amount on Form 990, Part X, line 21?

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if organization answered "Yes" to Form 990, Part IV, line 10.

Table with columns (a) Current Year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back and rows for 1a-1g balance and contributions.

2 Provide the estimated percentage of the year end balance held as:

- a Board designated or quasi-endowment, b Permanent endowment, c Term endowment

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

Small table with Yes/No columns and rows 3a(i), 3a(ii), 3b.

- (i) unrelated organizations, (ii) related organizations, b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Table with columns (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Depreciation, (d) Book value and rows for 1a Land, b Buildings, c Leasehold improvements, d Equipment, e Other, and Total.

Part XIV Supplemental Information (continued)

SCHEDULE D, PART III, QUESTION 4

FERNBANK MUSEUM WAS CREATED TO ENCOURAGE AND ADVANCE THE STUDY AND UNDERSTANDING OF NATURAL HISTORY BY DISSEMINATING KNOWLEDGE OF THE EARTH AND LIFE UPON IT. WE SEEK TO DEVELOP A COMPREHENSIVE COLLECTION OF VALUE FOR EXHIBITION AND EDUCATION FOR STUDENTS AND VISITORS, AND AVAILABLE FOR RESEARCH BY CURATORS AND VISITING SCHOLARS. AS A NATURAL HISTORY MUSEUM, WE WILL COLLECT AND MAINTAIN A REPOSITORY OF BIOLOGICAL, ANTHROPOLOGICAL, GEOLOGICAL AND PALEONTOLOGICAL SPECIMENS. WE WILL USE THESE TO DEVELOP ENGAGING EXHIBITS, EDUCATIONAL PROGRAMS AND RESOURCES THAT WILL PROVIDE OUR VISITORS OPPORTUNITIES TO EXPERIENCE AUTHENTIC CULTURAL MATERIALS, ARTIFACTS AND SPECIMENS REPRESENTATIVE OF THE EARTH'S HISTORY AND ITS VARIETY OF LIFE.

SCHEDULE D, PART V, QUESTION 4

THE OVERALL FINANCIAL OBJECTIVES OF THE ENDOWMENT ARE TO SUPPORT THE CURRENT AND FUTURE OPERATIONS OF THE MUSEUM AND TO PRESERVE AND ENHANCE THE PURCHASING POWER OF THE ENDOWMENT. THE INVESTMENT OBJECTIVES ARE TO BE ACHIEVED THROUGH A THREE-TIERED INVESTMENT STRATEGY. TIERS I & II INCORPORATE ENDOWMENT GROWTH THROUGH REINVESTED EARNINGS WITH NO PRINCIPAL SPENDING. THE ENDOWMENT IS CURRENTLY IN ITS TIER II PHASE. IN 2008, ALL EARNINGS WERE REINVESTED; NO PRINCIPAL OR EARNINGS WERE EXPENDED.

Part XIV Supplemental Information (continued)

SCHEDULE D, PART XII, QUESTION 2D

THE \$105,162 AMOUNT IS DUE TO FUNDRAISING EXPENSES.

SCHEDULE D, PART XIII, QUESTION 2D

\$105,162 OF THIS AMOUNT IS DUE TO FUNDRAISING EXPENSES. THE OTHER \$150,000 IS THE AMOUNT OF UNREALIZED LOSSES RECOGNIZED ON THE EXPENSE SIDE OF THE FINANCIALS.

SCHEDULE D, PART III, QUESTION 1A

IN ACCORDANCE WITH SFAS 116, THE ORGANIZATION HAS CHOSEN THE OPTION OF RECORDING COLLECTIONS ACQUIRED SUBSEQUENT TO THE ADOPTION OF SFAS 116. DONATED COLLECTIONS ARE RECORDED AT COMMERCIAL MARKET VALUE, DETERMINED BY INDEPENDENT APPRAISAL. PURCHASED COLLECTION ITEMS ARE RECORDED AT COST. COLLECTIONS ARE NOT DEPRECIATED.

THE VALUE OF COLLECTIONS DONATED BY INDIVIDUALS PRIOR TO THE ADOPTION OF SFAS 116, INCLUDING THE GEM STONE COLLECTION AND OTHER WORKS OF ART, ARE NOT RECORDED. HOWEVER, THE ORGANIZATION'S GEM STONE COLLECTION IS EXTENSIVE AND HAS SUBSTANTIAL VALUE BASED UPON APPRAISALS OF THE ITEMS AT THE TIME OF THEIR DONATION.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events (Add col. (a) through col. (c))
		LOST OASIS (event type)	TIMELESS (event type)	NONE (total number)	
Revenue	1 Gross receipts	165,655.	409,550.		575,205.
	2 Less: Charitable contributions	133,320.	365,550.		498,870.
	3 Gross revenue (line 1 minus line 2)	32,335.	44,000.		76,335.
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes				
	6 Rent/facility costs				
	7 Other direct expenses	26,326.	78,836.		105,162.
	8 Direct expense summary. Add lines 4 through 7 in column (d)				(105,162.)
9 Net income summary. Combine lines 3 and 8 in column (d)					-28,827.

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col. (a) through col. (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
7 Direct expense summary. Add lines 2 through 5 in column (d)					()
8 Net gaming income summary. Combine lines 1 and 7 in column (d)					

	Yes	No
9 Enter the state(s) in which the organization operates gaming activities: _____		
a Is the organization licensed to operate gaming activities in each of these states?	9a	
b If "No," Explain: _____		
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?	10a	
b If "Yes," Explain: _____		
11 Does the organization operate gaming activities with nonmembers?	11	
12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?	12	

			Yes	No
13	Indicate the percentage of gaming activity operated in:			
a	The organization's facility	13a	%	
b	An outside facility	13b	%	
14	Provide the name and address of the person who prepares the organization's gaming/special event books and records:			
	Name ▶ _____			
	Address ▶ _____			
15a	Does the organization have a contract with a third party from whom the organization receives gaming revenue?	15a		
b	If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.			
c	If "Yes," enter name and address:			
	Name ▶ _____			
	Address ▶ _____			
16	Gaming manager information:			
	Name ▶ _____			
	Gaming manager compensation ▶ \$ _____			
	Description of services provided ▶ _____			
	<input type="checkbox"/> Director/officer <input type="checkbox"/> Employee <input type="checkbox"/> Independent contractor			
17	Mandatory distributions:			
a	Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?	17a		
b	Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____			

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 23.

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization

FERNBANK, INC

Employer identification number

58-6028607

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | | | |
|--------------------------|---|--------------------------|---|
| <input type="checkbox"/> | First-class or charter travel | <input type="checkbox"/> | Housing allowance or residence for personal use |
| <input type="checkbox"/> | Travel for companions | <input type="checkbox"/> | Payments for business use of personal residence |
| <input type="checkbox"/> | Tax indemnification and gross-up payments | <input type="checkbox"/> | Health or social club dues or initiation fees |
| <input type="checkbox"/> | Discretionary spending account | <input type="checkbox"/> | Personal services (e.g., maid, chauffeur, chef) |

b If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- | | | | |
|-------------------------------------|-------------------------------------|-------------------------------------|---|
| <input checked="" type="checkbox"/> | Compensation committee | <input checked="" type="checkbox"/> | Written employment contract |
| <input checked="" type="checkbox"/> | Independent compensation consultant | <input checked="" type="checkbox"/> | Compensation survey or study |
| <input type="checkbox"/> | Form 990 of other organizations | <input checked="" type="checkbox"/> | Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a:

- a** Receive a severance payment or change of control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only 501(c)(3) and 501(c)(4) organizations must complete lines 5-8.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

	Yes	No
1b		
2		
4a		X
4b	X	
4c		X
5a		X
5b		X
6a		X
6b		X
7	X	
8		X

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2008

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
SUSAN NEUGENT	(i)	259,518.	40,000.	NONE	47,497.	3,631.	350,646.	
	(ii)							
ANELI NUGTEREN	(i)	157,487.	NONE	NONE	12,807.	16,468.	186,762.	
	(ii)							
CATHERINE NOWELL	(i)	163,062.	NONE	NONE	12,700.	9,458.	185,220.	
	(ii)							
JENNIFER GRANT-WARNER	(i)	144,460.	NONE	NONE	10,938.	4,571.	159,969.	
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
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	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

SCHEDULE J, PART I, QUESTION 7

BASED ON VARIOUS CRITERIA SUSAN NEUGENT RECEIVED A BONUS IN THE AMOUNT OF

\$40,000 RELATED TO HER 2007 PERFORMANCE.

SCHEDULE J, PART I, QUESTION 4B

SUSAN NEUGENT RECEIVED \$25,000 IN DEFERRED CONTRIBUTIONS TO A

NONQUALIFIED PLAN.

**SCHEDULE J-2
(Form 990)**

Continuation Sheet for Form 990

OMB No. 1545-0047

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ **Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.**

Name of the Organization

Employer Identification number

FERNBANK, INC

58-6028607

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
RONALD B. BOBO		X								
ERIC K. BUSKO		X								
TIM CARSSOW		X								
ERIC W. CASH		X								
SHERRI CRAWFORD		X								
STEVEN J. DE GROOT		X								
PETER EVANS		X								
TERANCE F. FOWLER		X								
DARRELL A. FITZGERALD		X								
RICK FRAZIER		X								
NELL F. HALL		X								
DEBORAH HODGE HARRISON		X								
WILLEM O. HATTINK		X								
EDWARD S. HEYS, JR.		X								
DOROTHY S. HINES		X								
FAY S. HOWELL		X								
DAVID B. KAHN		X								
RAYMOND B. KING		X								
ROBIN L. KING		X								
DAVID W. LEEDS		X								
KEVIN A. MAXIM		X								

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J-2 (Form 990) 2008

**SCHEDULE J-2
(Form 990)**

Continuation Sheet for Form 990

OMB No. 1545-0047

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.

Name of the Organization

Employer Identification number

FERNBANK, INC

58-6028607

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
W. HAMPTON MORRIS		X								
CINDY K. PATRICK		X								
HAPPY R. PERKINS		X								
MELANIE M. PLATT		X								
H. PALMER PROCTOR, JR.		X								
KRISTINE PETERSON RUDOLPH		X								
EVE MCCLATCHEY SAUNDERS		X								
REBECCA S. SHEPHERD		X								
CHARLES U. SLICK		X								
CARYL G. SMITH		X								
MICHAEL L. STARR		X								
MONA E. WARWAR		X								
D. RICHARD WILLIAMS		X								
JUDGE ALVIN T. WONG		X								
JOHN B. ZELLARS, JR.		X								
SUSAN NEUGENT PRESIDENT & CEO	55.			X			299,518.		51,128.	
ANELI NUGTEREN EXEC VP & COO	50.			X			157,487.		29,275.	
CATHERINE NOWELL SR. VP & CFO	50.			X			163,062.		22,158.	
JENNIFER GRANT-WARNER SR. VP & CPO	50.			X			144,460.		15,509.	
DANA HARVEY VP & CTO	50.			X			110,036.		18,185.	

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Non-Cash Contributions

▶ **To be completed by organizations that answered
"Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.**

OMB No. 1545-0047

2008

**Open To Public
Inspection**

Name of the organization

FERNBANK, INC

Employer identification number

58-6028607

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art-Works of art				
2 Art-Historical treasures				
3 Art-Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities-Publicly traded	X	12	80,642.	STOCK QUOTE
10 Securities-Closely held stock				
11 Securities-Partnership, LLC, or trust interests				
12 Securities-Miscellaneous				
13 Qualified conservation contribution (historic structures)				
14 Qualified conservation contribution (other)				
15 Real estate-Residential				
16 Real estate-Commercial				
17 Real estate-Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29**

	Yes	No
30 a During the year, did the organization receive by contribution any property reported in Part I, line 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	X	
32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	X	
b If "Yes," describe in Part II.		
33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II.		

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) 2008

JSA

8E1298 1.000

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

SCHEDULE M, PART I, QUESTION 32B

SUNTRUST SECURITIES RECEIVES ANY STOCK GIFTS AND SELLS THEM IMMEDIATELY

UPON RECEIPT.

**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

FERNBANK, INC

Supplemental Information to Form 990

▶ **Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.**

OMB No. 1545-0047

2008

**Open to Public
Inspection**

Employer identification number

58-6028607

PART VI, SECTION A, QUESTION 2

TWO TRUSTEES ARE SERVING AS CO-DIRECTORS IN AN INVESTMENT COMPANY.

TWO TRUSTEES ON THE BOARD ARE MARRIED.

Name of the organization

Employer identification number

FERNBANK, INC

58-6028607

PART VI, SECTION A, QUESTION 10

AS STATED IN THE FINANCE & AUDIT COMMITTEE CHARTER ADOPTED ON AUGUST 3,

2006, THE FORM 990 IS REVIEWED BY THE FINANCE & AUDIT COMMITTEE, A

SUB-COMMITTEE OF THE BOARD OF TRUSTEES PRIOR TO FILING WITH THE IRS. THE

REVIEW WAS CONDUCTED BY THE FINANCE COMMITTEE ON DECEMBER 9, 2009. A

COMPLETE COPY OF THE FORM 990 IS THEN PROVIDED TO EACH BOARD TRUSTEE ON

DECEMBER 9, 2009.

Name of the organization

Employer identification number

FERNBANK, INC

58-6028607

PART VI, SECTION A, QUESTION 4

ON NOVEMBER 20, 2008, THE BOARD OF TRUSTEES OF FERNBANK MUSEUM PASSED A

BY-LAWS CHANGE TO INCREASE THE NUMBER OF VOTING MEMBERS FROM 40 TO 48.

THIS ACTION WAS TAKEN TO BUILD A BROADER BASE OF SUPPORT FOR FUNDRAISING

AND COMMUNITY SUPPORT.

Name of the organization FERNBANK, INC	Employer identification number 58-6028607
---	--

PART VI, SECTION B, QUESTION 12C

A FULL COPY OF THE CONFLICT OF INTEREST STATEMENT IS PROVIDED TO EACH TRUSTEE AT THE FIRST BOARD MEETING OF THE YEAR. EACH TRUSTEE IS REQUIRED TO SIGN AN ACKNOWLEDGEMENT OF RECEIPT AND RETURN IT TO THE MUSEUM. A CONTROL LIST IS MAINTAINED TO ENSURE ALL ACKNOWLEDGEMENTS ARE RETURNED.

THE MUSEUM RECOGNIZES A CONFLICT OF INTEREST AS OCCURRING WHEN AN INTERESTED PERSON DEFINED AS ANY TRUSTEE, PRINCIPAL OFFICER OR MEMBER OF A COMMITTEE WITH BOARD-DELEGATED POWERS HAS A DIRECT OR INDIRECT FINANCIAL INTEREST OR COMPENSATION ARRANGEMENT THROUGH BUSINESS, INVESTMENT OR FAMILY. COMPENSATION INCLUDES DIRECT AND INDIRECT REMUNERATION AS WELL AS GIFTS OR FAVORS THAT ARE SUBSTANTIAL IN NATURE. ALL POTENTIAL CONFLICTS ARE REVIEWED BY A COMMITTEE OF THE BOARD TO DETERMINE WHETHER THE TRANSACTION OR ARRANGEMENT IS IN THE MUSEUM'S BEST INTEREST AND FOR ITS OWN BENEFIT AND WHETHER THE TRANSACTION IS FAIR AND REASONABLE TO THE MUSEUM AND SHALL MAKE ITS DECISION AS TO WHETHER TO ENTER INTO THE TRANSACTION OR ARRANGEMENT IN CONFORMITY WITH SUCH DETERMINATION. IF THE BOARD COMMITTEE DETERMINES A CONFLICT OF INTEREST DOES EXIST, IT SHALL TAKE APPROPRIATE DISCIPLINARY AND CORRECTIVE ACTION.

Name of the organization

Employer identification number

FERNBANK, INC

58-6028607

PART VI, SECTION B, QUESTION 15A

COMPENSATION FOR THE PRESIDENT/CEO IS DETERMINED BY THE EXECUTIVE

COMMITTEE OF THE BOARD OF TRUSTEES. COMPENSATION AND BENEFIT INFORMATION

IS GATHERED FROM HUMAN RESOURCE CONSULTANTS PERTAINING TO BOTH MUSEUMS OF

COMPARABLE SIZE AND NATURE AND OTHER REGIONAL CULTURAL INSTITUTIONS. THE

INFORMATION IS REVIEWED BY THE EXECUTIVE COMMITTEE AND A COMPENSATION

PACKAGE IS DEVELOPED AND APPROVED. THE MINUTES OF THE EXECUTIVE

COMMITTEE DATED JANUARY 17, 2006 REFLECT THE PROCESS OBSERVED IN

DETERMINING THE COMPENSATION ARRANGEMENT UNDER SIGNED CONTRACT THROUGH

DECEMBER 31, 2009.

Name of the organization FERNBANK, INC	Employer identification number 58-6028607
---	--

PART VI, SECTION C, QUESTION 19

THE MUSEUM'S GOVERNING DOCUMENTS INCLUDING FERNBANK'S CHARTER AND ARTICLES OF INCORPORATION, ITS MISSION STATEMENT AND STRATEGIC PLAN, ETHICS POLICY, COLLECTIONS POLICY, PRIVACY POLICY, GIFT POLICY, INVESTMENT POLICY, ENDOWMENT POLICY, CONFLICT OF INTEREST POLICY, WHISTLE BLOWER POLICY, FINANCE COMMITTEE CHARTER AND AUDITED FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST THROUGH THE FINANCE DEPARTMENT AT 767 CLIFTON ROAD, NE, ATLANTA, GEORGIA, 30307 FOR A NOMINAL FEE. THE MUSEUM'S FORM 990 IS AVAILABLE AT THE SAME LOCATION OR THROUGH THE GEORGIA SECRETARY OF STATE OR ON-LINE THROUGH GUIDE STAR OR CHARITY NAVIGATOR.

Name of the organization FERNBANK, INC	Employer identification number 58-6028607
---	--

PART III, QUESTION 4A

EXHIBITIONS AND FILMS: IN 2008, FERNBANK MUSEUM PRESENTED TWO SPECIAL EXHIBITIONS, TWO PHOTOGRAPHY SHOWS AND THIRTEEN FILMS IN THE IMAX® THEATRE. BY INTRODUCING VISITORS TO CULTURES FROM AROUND THE GLOBE, HIGHLIGHTING IMPORTANT ENVIRONMENTAL ISSUES FACING THE WORLD TODAY AND PROVIDING OPPORTUNITIES FOR INTERACTIVE LEARNING BY ALL AGES, THESE EXHIBITIONS AND FILMS ARE CENTRAL TO FERNBANK'S MISSION TO INSPIRE LIFELONG LEARNING OF OUR PLANET AND ITS PEOPLE. THESE PROGRAMS ALSO PROVIDE A PLATFORM FOR THE MUSEUM TO DEVELOP COMPLEMENTARY PROGRAMMING FOR SCHOOLCHILDREN, ADULTS AND FAMILIES THROUGHOUT THE YEAR. THE CONTINUAL ROTATION OF EXHIBITIONS AND FILMS ALSO SERVES TO ACHIEVE THE MUSEUM'S GOAL OF OFFERING SOMETHING NEW WITH EACH VISIT.

Name of the organization FERNBANK, INC	Employer identification number 58-6028607
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PART III, QUESTION 4B

EDUCATIONAL PROGRAMS: THE MUSEUM IS COMMITTED TO OFFERING THE HIGHEST QUALITY EDUCATIONAL PROGRAMMING DESIGNED TO COMPLEMENT THE VISITOR'S EXPERIENCE AT THE MUSEUM AS WELL AS IN-SCHOOL LEARNING. PROGRAMS ARE DESIGNED FOR A VARIETY OF AUDIENCES INCLUDING FAMILIES, CHILDREN AND SCHOOLCHILDREN. FERNBANK MUSEUM OFFERS NEARLY 750 EDUCATIONAL PROGRAMS EACH YEAR AND DELIVERS ENHANCED, ON-SITE LABORATORY AND CLASSROOM PROGRAMS TO ROUGHLY 17,000 OF THE 80,000 SCHOOLCHILDREN WHO VISIT ANNUALLY AND OUTREACH PROGRAMS TO ANOTHER 2,700. ALL MUSEUM PROGRAMS ARE DESIGNED TO MEET OR EXCEED STATE AND NATIONAL STANDARDS, ENHANCING THE CURRICULUM AND PARTNERING WITH TEACHERS TO BRING SCIENCE TO LIFE.

ADDITIONALLY, THE MUSEUM PRESENTS TWO SIGNATURE ENVIRONMENTAL PROGRAMS, URBANWATCH ATLANTA AND CITY SCIENTISTS THAT SERVE SCHOOLS, INCLUDING THOSE THAT EDUCATE STUDENTS FROM UNDERSERVED POPULATIONS. FERNBANK'S URBANWATCH PROGRAM, WHICH REACHES MORE THAN 3,000 STUDENTS ANNUALLY, SHOWS TEACHERS AND STUDENTS HOW TO OBSERVE THEIR LOCAL GREEN SPACES AS A SCIENTIST WOULD AND IDENTIFY THE ANIMALS AND PLANTS THAT INHABIT THEM, THE INTENT BEING THAT EACH PARTICIPANT HAS AN ENGAGING EXPERIENCE WITH THE NATURAL WORLD THAT FOSTERS THEIR INTEREST IN ENVIRONMENTAL STEWARDSHIP AND SCIENCE. CITY SCIENTISTS, AN AFTER-SCHOOL PROGRAM, SERVES 300 3RD, 4TH AND 5TH GRADERS ATTENDING ATLANTA'S TITLE I SCHOOLS. THIS HIGHLY-INTERACTIVE PROGRAM INTRODUCES UNDERSERVED STUDENTS TO REGIONAL ECOLOGY, GEOLOGY AND NATURAL HISTORY THEMES, PROVIDING THEM WITH MEANINGFUL CHALLENGES IN EDUCATION AND THE ENHANCED FOUNDATION TO PERFORM WELL IN SCIENCE.

Name of the organization FERNBANK, INC	Employer identification number 58-6028607
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PART III, QUESTION 4C

STRATEGIC INITIATIVES: FERNBANK'S STRATEGIC PLAN CALLS INTRODUCING NEW PERMANENT GALLERIES, PROGRAMS AND EXHIBITIONS TO ENSURE THE MUSEUM REMAINS EXCITING AND RELEVANT TO THE NEXT GENERATION OF VISITORS AND TO MEET THE GROWING NEED TO PROVIDE MEANINGFUL OPPORTUNITIES FOR CHILDREN AND THEIR FAMILIES TO CONNECT WITH SCIENCE AND THE NATURAL WORLD AND ENHANCE SCIENCE EDUCATION IN GEORGIA. THE MUSEUM HAS COMPLETED SOME AND PLANS FURTHER NEW PERMANENT EXHIBITIONS AND EXPERIENCES THAT WILL EDUCATE AND INSPIRE A PASSION FOR SCIENCE, NATURE AND HUMAN CULTURE AMONG VISITORS LONG AFTER THEIR VISIT HAS CONCLUDED. IN 2008, THE MUSEUM OPENED A NEW PERMANENT EXHIBITION HIGHLIGHTING THE ST. CATHERINES ISLAND ARCHAEOLOGICAL COLLECTION; CONTINUED ITS ARCHAEOLOGY FIELD RESEARCH PROGRAM; BEGAN WORK ON A NEW DINOSAUR ENTRANCE PLAZA WITH EXCITING NEW SPACES FOR OUTDOOR PROGRAMMING AND ENVIRONMENTAL EDUCATION; AND COMPLETED PLANS FOR A NEW CHILDREN'S EXHIBITION.

Name of the organization

Employer identification number

FERNBANK, INC

58-6028607

PART VI, SECTION B, QUESTION 15B

ALL OTHER OFFICERS' COMPENSATION IS DETERMINED IN A SIMILAR PROCESS AS TO

THAT OF THE PRESIDENT/CEO; HOWEVER, THE PROCESS IS PERFORMED BY HUMAN

RESOURCES STAFF AND ALL OTHER OFFICERS ARE NOT UNDER CONTRACT.

FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION
=====

FERNBANK MUSEUM OF NATURAL HISTORY IS DEDICATED TO STIMULATING AN INTEREST IN SCIENCE, THE ENVIRONMENT AND HUMAN CULTURE, RECONNECTING PEOPLE TO NATURE AND RESTORING A SENSE OF WONDER IN THE NATURAL WORLD.

THE MUSEUM'S MISSION IS TO INSPIRE LIFELONG LEARNING OF NATURAL HISTORY THROUGH DYNAMIC PROGRAMMING TO ENCOURAGE A GREATER APPRECIATION OF OUR PLANET AND ITS PEOPLE. FERNBANK VIEWS NATURAL HISTORY AS A STARTLINGLY CONTEMPORARY SUBJECT MATTER ENCOMPASSING TWO OF THE MOST SIGNIFICANT ISSUES OF OUR TIME—THE DIVERSITY OF OUR ENVIRONMENT AND THE DIVERSITY OF HUMAN CULTURE.

FERNBANK EXECUTES THIS MISSION BY PRESENTING THE HIGHEST QUALITY PROGRAMMING IN AN EXCITING, HANDS-ON ENVIRONMENT THAT PROVIDES OPPORTUNITIES FOR VISITORS TO EXPLORE ENVIRONMENTAL, SCIENTIFIC AND CULTURAL CONNECTIONS. AS AN EDUCATIONAL INSTITUTION, FERNBANK SUPPORTS A VISITOR'S INTRINSIC DESIRE TO LEARN. OUR GOAL IS TO BUILD A MORE INFORMED CITIZENRY, SCIENTIFICALLY AND CULTURALLY, THAT PLACES A HIGH VALUE ON LEARNING AND EXPANDING THEIR VIEW OF THE WORLD. WITH EVERY PROGRAM ROOTED IN SCIENCE, FERNBANK OFFERS NUMEROUS EDUCATIONAL EXPERIENCES FOR PERSONS OF ALL AGES AND COGNITIVE LEVELS.

990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

=====

NAME AND ADDRESS	DESCRIPTION OF SERVICES	COMPENSATION
-----	-----	-----
THINKWELL DESIGN & PROD. 695 S. GLENWOOD PL. BURBANK, CA 91506	EXHIBIT DEV.	629,231.
SCAPES 670 POWERS FERRY RD. MARIETTA, GA 30067	EXHIBIT DESIGN	142,821.
KAISER PERMANENTE PO BOX 403012 ATLANTA, GA 30384-3012	HEALTH INSURANCE	296,428.
CHOE'S BUILDING MAINTENANCE 2244 NORTHWEST PARKWAY, SUITE A MARIETTA, GA 30067	CUSTODIAL MAINT.	207,621.
SHAMROCK PRINTING, INC. 4211, JVL INDUSTRIAL PARK DR. MARIETTA, GA 30066	PRINTING SERVICES	200,037.
TOTAL COMPENSATION		----- 1,476,138. =====

FORM 990, PART VIII - INVESTMENT INCOME

=====

DESCRIPTION -----	(A) TOTAL REVENUE -----	(B) RELATED OR EXEMPT REVENUE -----	(C) UNRELATED BUSINESS REV. -----	(D) EXCLUDED REVENUE -----
INTEREST INCOME	42,403.			42,403.
TOTALS	42,403.			42,403.
	=====	=====	=====	=====

FORM 990, PART VIII - EXCLUDED CONTRIBUTIONS

=====

DESCRIPTION	AMOUNT
-----	-----
LOST OASIS EVENT	133,320.
TIMELESS EVENT	365,550.

TOTAL	498,870.
	=====

FORM 990, PART VIII - FUNDRAISING EVENTS

=====

DESCRIPTION -----	GROSS INCOME -----	DIRECT EXPENSES -----	NET INCOME -----
LOST OASIS EVENT	32,335.	26,326.	6,009.
TIMELESS EVENT	44,000.	78,836.	-34,836.
TOTALS	76,335.	105,162.	-28,827.
	=====	=====	=====

FORM 990, PART VIII - GROSS SALES AND COST OF GOODS SOLD

=====

GROSS SALES LESS RETURNS AND ALLOWANCES	2,522,478.
INVENTORY AT BEGINNING OF YEAR	246,478.
PURCHASES	749,101.
SALARIES AND WAGES	NONE
OTHER COSTS	NONE

SUBTOTAL	995,579.
MINUS ENDING INVENTORY	259,147.

COST OF GOODS SOLD	736,432.
	=====

FORM 990, PART X - PREPAID EXPENSES AND DEFERRED CHARGES

=====

DESCRIPTION	ENDING BOOK VALUE
-----	-----
PREPAID EXPENSES	39,358.
PREPAID POSTAGE	2,574.
DEPOSITS	3,900.
TOTALS	----- 45,832. =====

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

=====

DESCRIPTION	ENDING BOOK VALUE	COST OR FMV
-----	-----	-----
STOCKS	303,679.	FMV
TOTALS	----- 303,679. =====	

Sales of Business Property (Also Involuntary Conversions and Recapture Amounts Under Sections 179 and 280F(b)(2))

Attach to your tax return. See separate instructions.

Name(s) shown on return

Identifying number

FERNBANK, INC

58-6028607

1 Enter the gross proceeds from sales or exchanges reported to you for 2008 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20 (see instructions)

1

Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft - Most Property Held More Than 1 Year (see instructions)

Table with 7 columns: (a) Description of property, (b) Date acquired, (c) Date sold, (d) Gross sales price, (e) Depreciation allowed, (f) Cost or other basis, (g) Gain or loss.

3 Gain, if any, from Form 4684, line 45
4 Section 1231 gain from installment sales from Form 6252, line 26 or 37
5 Section 1231 gain or (loss) from like-kind exchanges from Form 8824
6 Gain, if any, from line 32, from other than casualty or theft
7 Combine lines 2 through 6. Enter the gain or (loss) here and on the appropriate line as follows:

3
4
5
6
7

Partnerships (except electing large partnerships) and S corporations. Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 10, or Form 1120S, Schedule K, line 9. Skip lines 8, 9, 11, and 12 below.

Individuals, partners, S corporation shareholders, and all others. If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9. If line 7 is a gain and you did not have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below.

8 Nonrecaptured net section 1231 losses from prior years (see instructions)
9 Subtract line 8 from line 7. If zero or less, enter -0-. If line 9 is zero, enter the gain from line 7 on line 12 below. If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on the Schedule D filed with your return (see instructions)

8
9

Part II Ordinary Gains and Losses (see instructions)

10 Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less):

Table with 7 columns: (a) Description of property, (b) Date acquired, (c) Date sold, (d) Gross sales price, (e) Depreciation allowed, (f) Cost or other basis, (g) Gain or loss.

11 Loss, if any, from line 7
12 Gain, if any, from line 7 or amount from line 8, if applicable
13 Gain, if any, from line 31
14 Net gain or (loss) from Form 4684, lines 37 and 44a
15 Ordinary gain from installment sales from Form 6252, line 25 or 36
16 Ordinary gain or (loss) from like-kind exchanges from Form 8824
17 Combine lines 10 through 16

11 ()
12
13 1,500.
14
15
16
17 1,500.

18 For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below. For individual returns, complete lines a and b below:

a If the loss on line 11 includes a loss from Form 4684, line 41, column (b)(ii), enter that part of the loss here. Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 28, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 23. Identify as from "Form 4797, line 18a." See instructions

18a

b Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a. Enter here and on Form 1040, line 14

18b

For Paperwork Reduction Act Notice, see separate instructions.

Part III Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255 (see instructions)

Table with columns for (a) Description of section 1245, 1250, 1252, 1254, or 1255 property; (b) Date acquired; (c) Date sold. Includes rows for Property A, B, C, D and various depreciation and gain calculations (lines 20-29b).

Summary of Part III Gains. Complete property columns A through D through line 29b before going to line 30.

Summary table with 3 columns: Description, Line number, and Amount. Includes lines 30 (Total gains), 31 (Add property columns), and 32 (Subtract line 31).

Part IV Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less (see instructions)

Table with 3 columns: Description, Line number, and Amount. Includes lines 33 (Section 179 expense), 34 (Recomputed depreciation), and 35 (Recapture amount).

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

For calendar year 2008 or other tax year beginning _____, 2008, and ending _____, 2008. See separate instructions.

A Check box if address changed

B Exempt under section
 501(c)(3) 220(e) 530(a) 529(a)

C Book value of all assets at end of year

27,777,797.

Name of organization (Check box if name changed and see instructions.)
FERNBANK, INC
Number, street, and room or suite no. If a P.O. box, see page 9 of instructions.
767 CLIFTON ROAD, NE
City or town, state, and ZIP code
ATLANTA, GA 30307-1221

Print or Type

D Employer identification number
(Employees' trust, see instructions for Block D on page 9.)

58-6028607

E Unrelated business activity codes
(See instructions for Block E on page 9.)

722320 722410

F Group exemption number (See instructions for Block F on page 9.)

G Check organization type 501(c) corporation 501(c) trust 401(a) trust Other trust

H Describe the organization's primary unrelated business activity. **DINING SERVICES AND SPECIAL EVENTS**

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No
If "Yes," enter the name and identifying number of the parent corporation.

J The books are in care of **CATHERINE NOWELL**

Telephone number **404-929-6344**

Part I Unrelated Trade or Business Income		(A) Income	(B) Expenses	(C) Net
1a Gross receipts or sales	854,800.			
b Less returns and allowances		1c 854,800.		
2 Cost of goods sold (Schedule A, line 7)		2 184,702.		
3 Gross profit. Subtract line 2 from line 1c		3 670,098.		670,098.
4a Capital gain net income (attach Schedule D)		4a		
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)		4b		
c Capital loss deduction for trusts		4c		
5 Income (loss) from partnerships and S corporations (attach statement)		5		
6 Rent income (Schedule C)		6		
7 Unrelated debt-financed income (Schedule E)		7		
8 Interest, annuities, royalties, and rents from controlled organizations (Schedule F)		8		
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)		9		
10 Exploited exempt activity income (Schedule I)		10		
11 Advertising income (Schedule J)		11		
12 Other income (See page 11 of the instructions; attach schedule.)		12		
13 Total. Combine lines 3 through 12		13 670,098.		670,098.

Part II Deductions Not Taken Elsewhere (See page 11 of the instructions for limitations on deductions.)
(Except for contributions, deductions must be directly connected with the unrelated business income.)

14 Compensation of officers, directors, and trustees (Schedule K)	14	18,218.
15 Salaries and wages	15	517,718.
16 Repairs and maintenance	16	7,977.
17 Bad debts	17	
18 Interest (attach schedule)	18	
19 Taxes and licenses	19	10,028.
20 Charitable contributions (See page 13 of the instructions for limitation rules.)	20	
21 Depreciation (attach Form 4562)	21	43,730.
22 Less depreciation claimed on Schedule A and elsewhere on return	22a	
	22b	43,730.
23 Depletion	23	
24 Contributions to deferred compensation plans	24	
25 Employee benefit programs	25	
26 Excess exempt expenses (Schedule I)	26	
27 Excess readership costs (Schedule J)	27	
28 Other deductions (attach schedule)	28	SEE STATEMENT 1
29 Total deductions. Add lines 14 through 28	29	873,930.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30	-203,832.
31 Net operating loss deduction (limited to the amount on line 30)	31	NONE
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32	-203,832.
33 Specific deduction (Generally \$1,000, but see line 33 instructions for exceptions.)	33	1,000.
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	34	-203,832.

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation on page 15.
 Controlled group members (sections 1561 and 1563) check here See instructions and:

a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):
 (1) _____ (2) _____ (3) _____

b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) _____
 (2) Additional 3% tax (not more than \$100,000) _____

c Income tax on the amount on line 34 **35c**

36 Trusts Taxable at Trust Rates. See instructions for tax computation on page 16. Income tax on the amount on line 34 from: Tax rate schedule or Schedule D (Form 1041) **36**

37 Proxy tax. See page 16 of the instructions **37**

38 Alternative minimum tax **38**

39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies **39**

Part IV Tax and Payments

40 a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) **40a**

b Other credits (see page 17 of the instructions) **40b**

c General business credit. Attached Form 3800 **40c**

d Credit for prior year minimum tax (attach Form 8801 or 8827) **40d**

e Total credits. Add lines 40a through 40d **40e**

41 Subtract line 40e from line 39 **41**

42 Other taxes. Check if from: Form 4255 Form 8611 Form 8697 Form 8866 Other (attach schedule) **42**

43 Total tax. Add lines 41 and 42 **43**

44 a Payments: A 2007 overpayment credited to 2008 **44a**

b 2008 estimated tax payments **44b**

c Tax deposited with Form 8868 **44c**

d Foreign organizations: Tax paid or withheld at source (see instructions) **44d**

e Backup withholding (see instructions) **44e**

f Other credits and payments: Form 2439 _____ Form 4136 _____ Other _____ **Total** **44f**

45 Total payments. Add lines 44a through 44f **45**

46 Estimated tax penalty (see page 4 of the instructions). Check if Form 2220 is attached **46**

47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed **47** NONE

48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid **48** NONE

49 Enter the amount of line 48 you want: **Credited to 2009 estimated tax** **Refunded** **49** NONE

Part V Statements Regarding Certain Activities and Other Information (see instructions on page 18)

1 At any time during the 2008 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here _____ X

2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? _____ X
 If YES, see page 5 of the instructions for other forms the organization may have to file.

3 Enter the amount of tax-exempt interest received or accrued during the tax year \$ _____

Schedule A - Cost of Goods Sold. Enter method of inventory valuation **COST**

1 Inventory at beginning of year 1	61,620.	6 Inventory at end of year 6	64,788.
2 Purchases 2	187,870.	7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2 7	184,702.
3 Cost of labor 3		8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? <input checked="" type="checkbox"/> X	Yes <input type="checkbox"/> No <input type="checkbox"/>
4 a Additional section 263A costs (attach schedule) 4a			
b Other costs (attach schedule) 4b			
5 Total. Add lines 1 through 4b 5	249,490.		

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.

Sign Here Signature of officer Date Title

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

Paid Preparer's Use Only

Preparer's signature _____ Date _____ Check if self-employed Preparer's SSN or PTIN P00746804

Firm's name (or yours if self-employed), address, and ZIP code **SMITH & HOWARD, P.C.** EIN 58-1250486
 171 17TH STREET, SUITE 900 Phone no. 404-874-6244
 ATLANTA, GA 30363

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)

(see instructions on page 19)

1 Description of property

Table with 4 rows for property description (1-4).

2 Rent received or accrued

Table with 3 columns: (a) From personal property, (b) From real and personal property, and 3(a) Deductions directly connected with the income.

(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A).

Schedule E - Unrelated Debt-Financed Income (see instructions on page 19)

Table with 5 columns: 1 Description of debt-financed property, 2 Gross income, 3 Deductions, 4 Amount of average acquisition debt, 5 Average adjusted basis, 6 Column 4 divided by column 5, 7 Gross income reportable, 8 Allocable deductions.

Totals Total dividends-received deductions included in column 8

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions on page 20)

Table with 6 columns: 1 Name of controlled organization, 2 Employer identification number, 3 Net unrelated income, 4 Total of specified payments made, 5 Part of column 4 that is included in the controlling organization's gross income, 6 Deductions directly connected with income in column 5.

Nonexempt Controlled Organizations

Table with 5 columns: 7 Taxable Income, 8 Net unrelated income, 9 Total of specified payments made, 10 Part of column 9 that is included in the controlling organization's gross income, 11 Deductions directly connected with income in column 10.

Totals

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization (see instructions on page 21)

Table with 5 columns: 1 Description of income, 2 Amount of income, 3 Deductions directly connected, 4 Set-asides, 5 Total deductions and set-asides. Includes a Totals row at the bottom.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income (see instructions on page 21)

Table with 7 columns: 1 Description of exploited activity, 2 Gross unrelated business income, 3 Expenses directly connected, 4 Net income (loss), 5 Gross income from activity, 6 Expenses attributable, 7 Excess exempt expenses. Includes a Totals row at the bottom.

Schedule J - Advertising Income (see instructions on page 21)

Part I Income From Periodicals Reported on a Consolidated Basis

Table with 7 columns: 1 Name of periodical, 2 Gross advertising income, 3 Direct advertising costs, 4 Advertising gain or (loss), 5 Circulation income, 6 Readership costs, 7 Excess readership costs. Includes a Totals row at the bottom.

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

Table with 7 columns: 1 Name of periodical, 2 Gross advertising income, 3 Direct advertising costs, 4 Advertising gain or (loss), 5 Circulation income, 6 Readership costs, 7 Excess readership costs. Includes a Totals row at the bottom.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions on page 22)

Table with 4 columns: 1 Name, 2 Title, 3 Percent of time devoted to business, 4 Compensation attributable to unrelated business. Includes a Total row at the bottom.

FORM 990T - PART II - LINE 28 - TOTAL OTHER DEDUCTIONS

=====

ADVERTISING / MARKETING	85,429.
CREDIT CARD SERVICE FEES	13,873.
CUSTODIAN	39,781.
DECORATIONS	55.
ENTERTAINMENT	43,307.
INSURANCE	10,182.
KITCHEN SUPPLIES	25,296.
LINENS	9,617.
OFFICE EXPENSE	2,392.
PROFESSIONAL FEES	5,360.
SECURITY	5,674.
TEMPORARY ASSISTANCE	2,946.
UNIFORMS	422.
UTILITIES	31,925.

 276,259.
 =====

PART II - LINE 28 - OTHER DEDUCTIONS

INSTRUCTIONS FOR FILING
FERNBANK, INC
GA FORM 600T
GEORGIA 600T - EXEMPT ORG. UNRELATED BUS. INC. TAX
FOR THE PERIOD ENDED DECEMBER 31, 2008

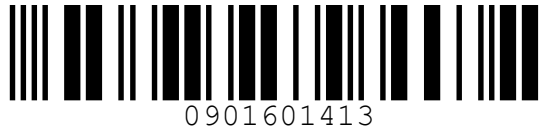
SIGNATURE...

THE ORIGINAL RETURN SHOULD BE DATED AND SIGNED BY AN OFFICER OF
THE ORGANIZATION IF APPLICABLE.

FILING...

THE SIGNED RETURN SHOULD BE FILED ON OR BEFORE DECEMBER 17, 2009
WITH...

GEORGIA DEPARTMENT OF REVENUE
PROCESSING CENTER
P.O. BOX 740397
ATLANTA, GA 30374-0397



Change of Address

Exempt Organization Unrelated Business Income Tax Return (Under Georgia Code Section 48-7-25)	20 <u>08</u>
---	--------------

For the taxable year beginning 01/01, 20 08 and ending 12/31, 20 08

Name of Organization <u>FERNBANK, INC</u>	Federal Employer ID No. (in case of employees' trust described in section 401 (a) and exempt under section 501 (a), insert the trust's identification number.) <u>58-6028607</u>
Number and Street <u>767 CLIFTON ROAD, NE</u>	
City or Town, State and Zip Code <u>ATLANTA, GA 30307-1221</u>	Date of current exemption letter and IRS code section under which you are exempt. <u>SEC. 501 (C)(3)</u>
Name and Address of Trust's Fiduciary	SCHEDULE 1

1. Unrelated business taxable income from Federal Form 990-T (attach copy)	-203,832.
2. Additions ▶	
3. Total (add line 1 and line 2) ▶	-203,832.
4. Subtractions ▶	
5. Georgia unrelated business taxable income (line 3 less line 4) ▶	-203,832.

COMPUTATION OF GEORGIA UNRELATED BUSINESS INCOME TAX		SCHEDULE 2
1. Line 5, above, multiplied by 6% ▶		NONE
2. Less: Credits and Payments ▶		
3. Withholding Credits (G2-A and/or G-2RP) ▶		
4. Balance of tax due OR overpayment ▶		NONE
5. Interest due (see instructions) ▶		
6. Penalties due (see instructions) ▶		
7. Balance of tax, interest and penalties due with return ▶		NONE
8. If line 4 is an overpayment, amount is to be credited on 20 <u>09</u>		
Estimated Tax ▶ _____	Refunded ▶ _____	NONE

A COPY OF THE FEDERAL 990-T AND SUPPORTING SCHEDULES (AND ANY EXTENSION) MUST BE ATTACHED TO THIS RETURN
 DECLARATION: I/We declare, under penalty of perjury that I/we have examined this return (including accompanying schedules and statements) and to the best of our knowledge and belief it is true, correct and complete. If prepared by a person other than a taxpayer, his/her declaration is based on all information of which s/he has any knowledge.

SMITH & HOWARD, P.C.

 Signature of Officer

 Signature of Individual or Firm Preparing Return

 Title

 Date

P00746804

 Employee ID or Social Security Number

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

For calendar year 2008 or other tax year beginning _____, 2008, and ending _____, 20. See separate instructions.

A Check box if address changed

B Exempt under section
 501(c)(3) 220(e) 530(a) 529(a)

C Book value of all assets at end of year

27,777,797.

Name of organization (Check box if name changed and see instructions.)
FERNBANK, INC
Number, street, and room or suite no. If a P.O. box, see page 9 of instructions.
767 CLIFTON ROAD, NE
City or town, state, and ZIP code
ATLANTA, GA 30307-1221

Print or Type

D Employer identification number
(Employees' trust, see instructions for Block D on page 9.)

58-6028607

E Unrelated business activity codes
(See instructions for Block E on page 9.)

722320 722410

F Group exemption number (See instructions for Block F on page 9.)

G Check organization type 501(c) corporation 501(c) trust 401(a) trust Other trust

H Describe the organization's primary unrelated business activity. **DINING SERVICES AND SPECIAL EVENTS**

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No
If "Yes," enter the name and identifying number of the parent corporation.

J The books are in care of **CATHERINE NOWELL**

Telephone number **404-929-6344**

Part I Unrelated Trade or Business Income

	(A) Income	(B) Expenses	(C) Net
1a Gross receipts or sales 854,800.			
b Less returns and allowances c Balance	1c 854,800.		
2 Cost of goods sold (Schedule A, line 7)	2 184,702.		
3 Gross profit. Subtract line 2 from line 1c	3 670,098.		670,098.
4a Capital gain net income (attach Schedule D)	4a		
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b		
c Capital loss deduction for trusts	4c		
5 Income (loss) from partnerships and S corporations (attach statement)	5		
6 Rent income (Schedule C)	6		
7 Unrelated debt-financed income (Schedule E)	7		
8 Interest, annuities, royalties, and rents from controlled organizations (Schedule F)	8		
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9		
10 Exploited exempt activity income (Schedule I)	10		
11 Advertising income (Schedule J)	11		
12 Other income (See page 11 of the instructions; attach schedule.)	12		
13 Total. Combine lines 3 through 12	13 670,098.		670,098.

Part II Deductions Not Taken Elsewhere (See page 11 of the instructions for limitations on deductions.)

(Except for contributions, deductions must be directly connected with the unrelated business income.)

14 Compensation of officers, directors, and trustees (Schedule K)	14	18,218.
15 Salaries and wages	15	517,718.
16 Repairs and maintenance	16	7,977.
17 Bad debts	17	
18 Interest (attach schedule)	18	
19 Taxes and licenses	19	10,028.
20 Charitable contributions (See page 13 of the instructions for limitation rules.)	20	
21 Depreciation (attach Form 4562)	21	43,730.
22 Less depreciation claimed on Schedule A and elsewhere on return	22a	
	22b	43,730.
23 Depletion	23	
24 Contributions to deferred compensation plans	24	
25 Employee benefit programs	25	
26 Excess exempt expenses (Schedule I)	26	
27 Excess readership costs (Schedule J)	27	
28 Other deductions (attach schedule) SEE STATEMENT 1	28	276,259.
29 Total deductions. Add lines 14 through 28	29	873,930.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30	-203,832.
31 Net operating loss deduction (limited to the amount on line 30)	31	NONE
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32	-203,832.
33 Specific deduction (Generally \$1,000, but see line 33 instructions for exceptions.)	33	1,000.
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	34	-203,832.

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation on page 15.
 Controlled group members (sections 1561 and 1563) check here See instructions and:

a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):
 (1) _____ (2) _____ (3) _____

b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) _____
 (2) Additional 3% tax (not more than \$100,000) _____

c Income tax on the amount on line 34 **35c**

36 Trusts Taxable at Trust Rates. See instructions for tax computation on page 16. Income tax on the amount on line 34 from: Tax rate schedule or Schedule D (Form 1041) **36**

37 Proxy tax. See page 16 of the instructions **37**

38 Alternative minimum tax **38**

39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies **39**

Part IV Tax and Payments

40 a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) **40a**

b Other credits (see page 17 of the instructions) **40b**

c General business credit. Attached Form 3800 **40c**

d Credit for prior year minimum tax (attach Form 8801 or 8827) **40d**

e Total credits. Add lines 40a through 40d **40e**

41 Subtract line 40e from line 39 **41**

42 Other taxes. Check if from: Form 4255 Form 8611 Form 8697 Form 8866 Other (attach schedule) **42**

43 Total tax. Add lines 41 and 42 **43**

44 a Payments: A 2007 overpayment credited to 2008 **44a**

b 2008 estimated tax payments **44b**

c Tax deposited with Form 8868 **44c**

d Foreign organizations: Tax paid or withheld at source (see instructions) **44d**

e Backup withholding (see instructions) **44e**

f Other credits and payments: Form 2439 _____ Form 4136 _____ Other _____ **Total** **44f**

45 Total payments. Add lines 44a through 44f **45**

46 Estimated tax penalty (see page 4 of the instructions). Check if Form 2220 is attached **46**

47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed **47** NONE

48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid **48** NONE

49 Enter the amount of line 48 you want: **Credited to 2009 estimated tax** **Refunded** **49** NONE

Part V Statements Regarding Certain Activities and Other Information (see instructions on page 18)

1 At any time during the 2008 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here _____ X

2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? _____ X
 If YES, see page 5 of the instructions for other forms the organization may have to file.

3 Enter the amount of tax-exempt interest received or accrued during the tax year **\$** _____

Schedule A - Cost of Goods Sold. Enter method of inventory valuation **COST**

1 Inventory at beginning of year 1	61,620.	6 Inventory at end of year 6	64,788.
2 Purchases 2	187,870.	7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2 7	184,702.
3 Cost of labor 3		8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? <input checked="" type="checkbox"/> X	Yes <input type="checkbox"/> No <input type="checkbox"/>
4 a Additional section 263A costs (attach schedule) 4a			
b Other costs (attach schedule) 4b			
5 Total. Add lines 1 through 4b 5	249,490.		

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.

Sign Here Signature of officer Date Title

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

Paid Preparer's Use Only

Preparer's signature _____ Date _____ Check if self-employed Preparer's SSN or PTIN P00746804

Firm's name (or yours if self-employed), address, and ZIP code **SMITH & HOWARD, P.C.** EIN 58-1250486
 171 17TH STREET, SUITE 900 Phone no. 404-874-6244
 ATLANTA, GA 30363

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)

(see instructions on page 19)

1 Description of property

Table with 4 rows for property description (1-4).

2 Rent received or accrued

Table with 3 columns: (a) From personal property, (b) From real and personal property, and 3(a) Deductions directly connected with the income.

(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A).

Schedule E - Unrelated Debt-Financed Income (see instructions on page 19)

Table with 5 columns: 1 Description of debt-financed property, 2 Gross income, 3 Deductions, 4 Amount of average acquisition debt, 5 Average adjusted basis, 6 Column 4 divided by column 5, 7 Gross income reportable, 8 Allocable deductions.

Totals Total dividends-received deductions included in column 8

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions on page 20)

Table for Exempt Controlled Organizations with 6 columns: 1 Name of controlled organization, 2 Employer identification number, 3 Net unrelated income, 4 Total of specified payments made, 5 Part of column 4, 6 Deductions directly connected with income.

Nonexempt Controlled Organizations

Table for Nonexempt Controlled Organizations with 5 columns: 7 Taxable Income, 8 Net unrelated income, 9 Total of specified payments made, 10 Part of column 9, 11 Deductions directly connected with income.

Totals

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Table with 5 columns: 1 Description of income, 2 Amount of income, 3 Deductions directly connected, 4 Set-asides, 5 Total deductions and set-asides. Includes a Totals row at the bottom.

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Table with 7 columns: 1 Description of exploited activity, 2 Gross unrelated business income, 3 Expenses directly connected, 4 Net income (loss), 5 Gross income from activity, 6 Expenses attributable, 7 Excess exempt expenses. Includes a Totals row at the bottom.

Schedule J - Advertising Income (see instructions on page 21)

Part I Income From Periodicals Reported on a Consolidated Basis

Table with 7 columns: 1 Name of periodical, 2 Gross advertising income, 3 Direct advertising costs, 4 Advertising gain or (loss), 5 Circulation income, 6 Readership costs, 7 Excess readership costs. Includes a Totals row at the bottom.

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

Table with 7 columns: 1 Name of periodical, 2 Gross advertising income, 3 Direct advertising costs, 4 Advertising gain or (loss), 5 Circulation income, 6 Readership costs, 7 Excess readership costs. Includes a Totals row at the bottom.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions on page 22)

Table with 4 columns: 1 Name, 2 Title, 3 Percent of time devoted to business, 4 Compensation attributable to unrelated business. Includes a Total row at the bottom.

FORM 990T - PART II - LINE 28 - TOTAL OTHER DEDUCTIONS

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SECURITY	5,674.
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UNIFORMS	422.
UTILITIES	31,925.

PART II - LINE 28 - OTHER DEDUCTIONS

276,259.
=====