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Form 990

Return of Organization Exempt From Income Tax

2012

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

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

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 01-01-2012, 2012, and ending 12-31-2012

B Check if applicable

Address change

Name change

Initial return

Terminated

Amended return

Application pending

C Name of organization
ATLANTA FULTON COUNTY ZOO INC

Doing Business As

Number and street (or P O box if mail is not delivered to street address)
800 CHEROKEE AVE SECity or town, state or country, and ZIP + 4
ATLANTA, GA 30315

D Employer identification number

58-1655184

E Telephone number

(404) 624-5919

G Gross receipts \$ 27,329,520

F Name and address of principal officer
KATHLEEN HEAGNEY WILLIAMS
800 CHEROKEE AVE SE
ATLANTA, GA 30315H(a) Is this a group return for affiliates?
 Yes NoH(b) Are all affiliates included?
 Yes No
If "No," attach a list (see instructions)

H(c) Group exemption number ►

I Tax-exempt status 501(c)(3) 501(c) () (insert no) 4947(a)(1) or 527

J Website: ► WWW ZOO ATLANTA.ORG

K Form of organization Corporation Trust Association Other ►

L Year of formation 1985

M State of legal domicile GA

Part I Summary

1 Briefly describe the organization's mission or most significant activities

ZOO ATLANTA STRIVES TO INSPIRE THE CITIZENS OF ATLANTA AND GEORGIA AND ALL VISITORS TO THE ZOO TO VALUE WILDLIFE ON EARTH AND TO HELP SAFEGUARD EXISTING SPECIES THROUGH CONSERVATION. WE DO THIS BY PROVIDING AN INFORMATIVE, EDUCATIONAL AND ENGAGING EXPERIENCE, BEING RESPECTFUL AND RESPONSIBLE STEWARDS OF THE ANIMALS AND THE PHYSICAL AND FINANCIAL ASSETS ENTRUSTED TO US, AND ENGAGING IN RELATED CONSERVATION ACTIVITIES AND RESEARCH. ZOO ATLANTA SEEKS TO MAKE A MEANINGFUL, DEMONSTRABLE IMPACT ON CONSERVATION OF ENDANGERED SPECIES AND PRESERVATION OF BIODIVERSITY, BECOMING GEORGIA'S LEADER IN USING A LIVING COLLECTION TO ENHANCE FORMAL AND LIFELONG SCIENCE EDUCATION, AND CONTRIBUTE TO THE CULTURAL LIFE OF THE COMMUNITY BY EXPANDING AND DIVERSIFYING A GLOBAL COLLECTION OF WILDLIFE

2 Check this box ► if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)	3	48
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	48
5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	343
6 Total number of volunteers (estimate if necessary)	6	1,099
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	165,464
b Net unrelated business taxable income from Form 990-T, line 34	7b	12,769

		Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	10,525,108	14,078,604	
9 Program service revenue (Part VIII, line 2g)	7,933,918	8,717,451	
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	111,166	113,556	
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,434,106	2,600,230	
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	21,004,298	25,509,841	

		Prior Year	Current Year
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	34,000	49,861	
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0	
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	9,078,725	9,487,280	
16a Professional fundraising fees (Part IX, column (A), line 11e)	135,744	145,771	
b Total fundraising expenses (Part IX, column (D), line 25) ► 713,836			
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	8,684,434	9,000,426	
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	17,932,903	18,683,338	
19 Revenue less expenses Subtract line 18 from line 12	3,071,395	6,826,503	

		Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	37,212,210	44,297,431	
21 Total liabilities (Part X, line 26)	2,190,790	2,069,388	
22 Net assets or fund balances Subtract line 21 from line 20	35,021,420	42,228,043	

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	2013-05-09
	KATHLEEN HEAGNEY WILLIAMS CFO Type or print name and title	Date

Paid Preparer Use Only	Print/Type preparer's name CARLYE W BUCHANAN	Preparer's signature	Date 2013-05-09	Check <input type="checkbox"/> if self-employed	PTIN P00292964
	Firm's name ► WINDHAM BRANNON PC			Firm's EIN ► 58-1763439	
	Firm's address ► 3630 PEACHTREE RD NE SUITE 600 ATLANTA, GA 30326			Phone no (404) 898-2000	

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

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III **1 Briefly describe the organization's mission**

ZOO ATLANTA STRIVES TO INSPIRE THE CITIZENS OF ATLANTA AND GEORGIA AND ALL VISITORS TO THE ZOO TO VALUE WILDLIFE ON EARTH AND TO HELP SAFEGUARD EXISTING SPECIES THROUGH CONSERVATION WE DO THIS BY PROVIDING AN INFORMATIVE, EDUCATIONAL AND ENGAGING EXPERIENCE, BEING RESPECTFUL AND RESPONSIBLE STEWARDS OF THE ANIMALS AND THE PHYSICAL AND FINANCIAL ASSETS ENTRUSTED TO US, AND ENGAGING IN RELATED CONSERVATION ACTIVITIES AND RESEARCH

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 organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations 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 \$	6,068,000 including grants of \$) (Revenue \$)
THE ANIMAL COLLECTION AND SUCCESS WITH ENDANGERED SPECIES AMPHIBIANS & REPTILES BORN IN 2012 TWENTY DIFFERENT SPECIES, INCLUDING THE CRITICALLY ENDANGERED GUATEMALAN BEADED LIZARD, WERE BORN IN 2012 ZOO ATLANTA CURRENTLY HOLDS THE NATION'S ONLY ZOOLOGICAL COLLECTION OF GUATEMALAN BEADED LIZARDS, WHICH HAVE NOT REPRODUCED IN CAPTIVITY IN MORE THAN FIVE YEARS, AND BECAME THE SECOND INSTITUTION TO SUCCESSFULLY REPRODUCE THE SPECIES THE NEW HATCHLING IS ONE OF ONLY SEVEN KNOWN TO HAVE BEEN BORN IN CAPTIVITY WORLDWIDE OTHER SPECIES INCLUDED SEVERAL CRITICALLY ENDANGERED ANIMALS, SUCH AS THE ARAKAN FOREST TURTLE, THE TENTACLE SNAKE AND THE BURMESE BLACK TORTOISE MAMMALS ONE OF THE MOST EXCITING PIECES OF NEWS WAS THE CONFIRMED PREGNANCY OF THE FEMALE EASTERN BLACK RHINO BIRTH IS EXPECTED IN LATE SUMMER 2013, AND WILL BE THE FIRST RHINO CALF BORN AT ZOO ATLANTA EASTERN BLACK RHINOS ARE A SPECIES IN DIRE NEED OF TARGETED CONSERVATION EFFORTS HUNTED ALMOST TO EXTINCTION IN THE 1980S, THEIR POPULATIONS HAVE EXPERIENCED NEAR-CATASTROPHIC DECLINE IN RECENT DECADES, LARGE AS A RESULT OF POACHING FOR THEIR HORNS, SKIN AND BODILY FLUIDS, WHICH ARE BELIEVED BY SOME CULTURES TO HAVE CURATIVE PROPERTIES CONSERVATION PROGRAMS AND STRINGENT PATROLLING OF RHINO HABITATS HAVE HELPED POPULATIONS INCREASE TO AROUND 4,800 IN THE WILD, BUT THE SPECIES REMAINS CRITICALLY ENDANGERED THE EASTERN BLACK RHINO'S RELATIVE, THE WESTERN BLACK RHINO, WAS DECLARED EXTINCT IN 2011 OTHER MAMMAL BIRTHS WERE LOW IN 2012, IN COMPLIANCE WITH THE AZA BREEDING GUIDELINES SET FOR THOSE IN THE SPECIES SURVIVAL PLANS ALSO CRITICALLY ENDANGERED, AN EASTERN BONGO CALF WAS BORN IN DECEMBER, 2012 A SCHMIDT'S MONKEY WAS BORN IN SEPTEMBER, AND SEVERAL OTHER PRIMATE BIRTHS ARE EXPECTED IN 2013, INCLUDING 2 ORANGUTAN AND 2 WESTERN LOWLAND GORILLAS BIRDS SIXTEEN BIRD SPECIES REPRODUCED AT THE ZOO IN 2012 IN ADDITION TO THE TOCO TOUCAN WHO WAS SUCCESSFULLY HAND-READED, HATCHLINGS INCLUDED A WREATHED HORNBILL CHICK, VERREAUX'S EAGLE OWL, VICTORIA CROWNED PIGEON AND VIOLET TURACO					

4b	(Code	) (Expenses \$	4,629,000 including grants of \$	) (Revenue \$	0)
ENVIRONMENTAL RESPONSIBILITIES AND DIVERSITY EFFORTS ZOO ATLANTA'S SUPPLIER DIVERSITY PROGRAM REMAINED STRONG IN 2012, BUSINESS WAS CONDUCTED WITH 80 WOMEN AND MINORITY-OWNED BUSINESSES, FOR A TOTAL OF \$1,455,000 THE ZOO ALSO ENDEAVORED TO IMPROVE DIVERSITY REPRESENTATION ON THE BOARD OF DIRECTORS, AND CURRENTLY HAS 34% FEMALE AND 30% ETHNIC INCLUDED IN THE 44 MEMBERS OF THE BOARD ZOO ATLANTA'S GREEN TEAM EXISTS TO SUPPORT THE ZOO'S MISSION OF CONSERVATION THROUGH EDUCATION BY INVESTIGATING AND IMPLEMENTING METHODS TO REDUCE, REUSE, AND RECYCLE WASTE GREEN TEAM PROJECTS ENCOURAGE PARTICIPATION FROM ZOO STAFF, VOLUNTEERS, VISITORS, AND CORPORATE PARTNERS DEPARTMENTS ARE REQUIRED TO SELECT GREEN GOALS AS PART OF THEIR ANNUAL REVIEW PROCESS, WHICH PROMOTES STAFF AWARENESS AND INVOLVEMENT IN GREEN INITIATIVES IN THE WORKPLACE THANKS TO THE EFFORTS OF THE GREEN TEAM, ZOO ATLANTA ONCE AGAIN RANKED IN THE TOP TEN U.S. ZOOS FOR CELL PHONE RECYCLING IN 2012, RECYCLING A TOTAL OF 2,531 OLD AND UNUSED PHONES AND SMALL ELECTRONICS, WITH PROCEEDS DIRECTLY BENEFITTING THE CONSERVATION OF GORILLAS AND THEIR HABITAT IN AFRICA					

4c	(Code	) (Expenses \$	2,672,000 including grants of \$	49,861) (Revenue \$	1,103,300)
EDUCATION AND CONSERVATION AWARD-WINNING EDUCATION PROGRAMS MAKE ZOO ATLANTA AN UNUSUAL HYBRID IN THE CITY OVER 126,000 PARTICIPANTS BENEFITED FROM THE WIDE VARIETY OF PROGRAMS THE WILD ENCOUNTERS PROGRAM DEBUTED IN MARCH 2012 AND ALLOWS GUESTS AN OPPORTUNITY FOR A BEHIND-THE-SCENES EXPERIENCE WITH SEVERAL DIFFERENT SPECIES, INCLUDING ELEPHANT, KOMODO DRAGON AND GIANT PANDA THE WILD ENCOUNTERS PROGRAM PROVED TO BE SO POPULAR AND SUCCESSFUL THAT THERE ARE PLANS TO EXPAND INTO OTHER ANIMAL AREAS IN 2013 IN ADDITION, TWIGA TERRACE, A NEW UP-CLOSE-AND-PERSONAL GIRAFFE FEEDING EXPERIENCE OPENED IN MARCH 2012 IN SEPTEMBER OF 2012, ZOO ATLANTA RECEIVED A PRESTIGIOUS GRANT FROM THE FEDERAL INSTITUTE OF MUSEUM AND LIBRARY SERVICES (IMLS) THAT WILL SUPPORT THE GREAT APE HEART PROJECT THIS NEARLY \$500,000 GRANT IS THE LARGEST AWARD ZOO ATLANTA HAS RECEIVED FOR ANIMAL HEALTHCARE CARDIOVASCULAR DISEASE IS A LEADING CAUSE OF MORTALITY AMONG GREAT APES LIVING IN ZOOLOGICAL SETTINGS THE GREAT APE HEART PROJECT IS A MULTI-INSTITUTIONAL COLLABORATION THAT SEEKS TO UNDERSTAND, DIAGNOSE, AND TREAT CARDIAC DISEASE ACROSS ALL FOUR NON-HUMAN GREAT APE TAXA (GORILLAS, ORANGUTANS, CHIMPANZESES AND BONOBOS) THE HOME OF THE NATION'S LARGEST COLLECTION OF WESTERN LOWLAND GORILLAS AND THE LARGEST ZOOLOGICAL COLLECTION OF ORANGUTANS IN THE U.S., ZOO ATLANTA IS ALSO THE LEADER OF A PROJECT THAT WILL BENEFIT ALL GREAT APES LIVING IN ZOOS AND SANCTUARIES THE MABEL DORN REEDER CONSERVATION ENDOWMENT FUND AWARDED SIX GRANTS IN EXCESS OF \$26,000 THE CONSERVATION ENDOWMENT FUND HAS ALLOWED ZOO ATLANTA TO BROADEN ACTIVITIES TO INCLUDE DIRECT CONSERVATION ACTION TARGETED AT ENDANGERED SPECIES CURRENTLY OUTSIDE THE SCOPE OF OUR CENTERS OF EXCELLENCE, ENABLING THE ZOO TO HAVE A SIGNIFICANT IMPACT ON SPECIES IN THEIR NATIVE COUNTRIES THROUGH PARTNERSHIPS WITH A VARIETY OF ESTABLISHED ORGANIZATIONS					

	(Code	) (Expenses \$	3,180,754 including grants of \$	) (Revenue \$	10,110,257)
THE VISITOR EXPERIENCE AND PUBLIC EVENTS ATTENDANCE IN 2012 AGAIN EXCEEDED PLAN IN A BIG WAY, WITH MORE THAN 800,000 GUESTS COMING THROUGH THE GATES FOR CALENDAR 2012, ATTENDANCE CLOSED WITH 866,425 GUESTS 19% AHEAD OF PLAN AND 7% AHEAD OF PRIOR YEAR CALENDAR 2012 WILL BE RECORDED AS THE SECOND HIGHEST ATTENDANCE YEAR SINCE THE PANDAS ARRIVED IN 2000 WHEN WE TALLIED JUST OVER 1 MILLION GUESTS PART OF THE ATTENDANCE SUCCESS CAME FROM MANY OF ZOO ATLANTA'S PUBLIC EVENTS HELD THROUGHOUT THE YEAR SEVERAL FOCUSED ON ANIMAL AND CONSERVATION THEMES, INCLUDING "PARTY FOR THE PLANET" WHICH WAS HELD IN APRIL ON EARTH DAY AND "PLAY THE ANIMAL WAY" WHICH KICKS OFF THE FALL SEASON BY HIGHLIGHTING ALL OF THE VARIOUS WAYS THE KEEPER STAFF PROVIDE ENRICHMENT TO THE ANIMALS THE ZOO'S FALL SIGNATURE EVENT IS "BOO AT THE ZOO", HELD ON THE LAST TWO WEEKENDS OF OCTOBER THIS POPULAR EVENT PROVIDES FAMILIES WITH A SAFE AND FUN ALTERNATIVE TO TRADITIONAL HALLOWEEN ACTIVITIES WHILE INCORPORATING A UNIQUE ZOO EXPERIENCE THE ZOO ALSO EXPANDED PUBLIC EVENTS IN TO THE EVENINGS WITH ACTIVITIES DESIGNED FOR THE AUDIENCE WHO IS LEAST REPRESENTED AT THE ZOO THE YOUNG PROFESSIONAL THIS INCLUDES A SERIES KNOWN AS "WILD ON THE ROCKS" WHICH INCORPORATES KEEPER AND CURATOR TALKS WITH SPECIAL ANIMAL ENCOUNTERS IN KEEPING WITH THE CORE GOALS OF OUR STRATEGIC PLAN, ZOO ATLANTA CONTINUED TO PROVIDE PROGRAMS WHICH PROVIDE FREE OR REDUCED COST ADMISSIONS, ESPECIALLY TO UNDERREPRESENTED POPULATIONS "FAMILY FREE DAYS" ALLOWS RESIDENTS OR EMPLOYEES OF THE CITY OF ATLANTA AND/OR FULTON COUNTY FREE ADMISSION TO THE ZOO WITH PROOF OF RESIDENCY IN 2012, THE ZOO WELCOMED OVER 16,000 GUESTS THROUGH THIS OPPORTUNITY FIESTA DE LA FAMILIA CELEBRATES HISPANIC HERITAGE MONTH AND OFFERS DISCOUNTED TICKETS AS WELL AS SPECIAL EXPERIENCES FOR SPANISH-SPEAKING GUESTS THE ZOO WORKS CLOSELY WITH THE LATIN AMERICAN ASSOCIATION OF ATLANTA TO PLAN AND PROMOTE THIS DAY IN ORDER TO REACH OUT TO ONE OF THE CITY'S MOST QUICKLY GROWING POPULATIONS ANOTHER ATTENDANCE BOOST WAS SEEN THROUGH A PARTNERSHIP WITH THE GEORGIA PUBLIC LIBRARY SYSTEM, WHICH ALLOWS ANY ACTIVE CARDHOLDER IN THE STATE OF GEORGIA TO CHECK OUT A FAMILY PASS FOR UP TO TWO ADULTS AND FOUR CHILDREN TO ATTEND THE ZOO AT NO COST OVER 56,500 VISITORS FROM ALL OVER THE STATE TOOK ADVANTAGE OF THIS PROGRAM, REFLECTING A 12% INCREASE FROM PRIOR YEAR OVER THE COURSE OF THE YEAR, 438 ACTIVE ZOO VOLUNTEERS AND 571 CORPORATE VOLUNTEERS CONTRIBUTED A TOTAL OF 38,362 HOURS EQUALLY ACTIVE ON ZOO GROUNDS WERE VOLUNTEERS, DOCENTS AND EXHIBIT INTERPRETERS, WHO DEVOTED MORE THAN 29,000 HOURS TO INTERACTIONS WITH GUESTS THE COMBINED SERVICE OF THESE HIGHLY COMMITTED INDIVIDUALS CAN BE VALUED AT APPROXIMATELY \$1.4 MILLION DOLLARS (BASED ON THE INDEPENDENT SECTOR'S VALUE OF VOLUNTEER TIME FOR 2012) OTHER PROGRAM SERVICES SUPPORT FROM THE PRIVATE AND CORPORATE SECTORS MAINTAINS WORLD-CLASS ANIMAL STEWARDSHIP AND EXPANDS ACCESSIBILITY FOR THOUSANDS OF PERSONS WHO MIGHT OTHERWISE BE UNABLE TO BENEFIT FROM ZOO PROGRAMS AND OFFERINGS THROUGH THE SPONSORED ADMISSIONS PROGRAM, QUALIFYING SCHOOLS CAN APPLY TO EXPERIENCE A ZOO FIELD TRIP AT NO COST THROUGH THE ZOO ACCESS (ATLANTA'S COMMITMENT TO COMMUNITY EDUCATION AND SPECIES SURVIVAL) PROGRAM, ZOO ATLANTA DISTRIBUTES FREE ZOO TICKETS TO UNDERSERVED FAMILIES THROUGH PARTNERSHIPS WITH OTHER NONPROFIT ORGANIZATIONS CURRENTLY WORKING WITH THOSE FAMILIES JAZZOO 2012, ONE OF THE ZOO'S NEWEST FUNDRAISERS, RAISED NEARLY \$101,000 IN ITS FIFTH YEAR IN ADDITION TO INCREASED ATTENDANCE, CORPORATE SUPPORT FOR THE EVENT ALSO CONTINUES TO GROW, AND IN 2012 JAZZOO SECURED ITS FIRST PRESENTING SPONSOR ZOO ATLANTA'S SIGNATURE BLACK-TIE GALA, THE BEASTLY FEAST, IS ONE OF THE SOUTHEAST'S MOST SUCCESSFUL PHILANTHROPIC EVENTS ZOOTOPIA, THE 2012 BEASTLY FEAST, RAISED NEARLY \$900,000 FORD MOTOR COMPANY RETURNED AS PRESENTING SPONSOR FOR ITS 27TH CONSECUTIVE YEAR ZOO ATLANTA'S CAPITAL CAMPAIGN ENDED 2012 WITH COMMITMENTS AMOUNTING TO 88% OF THE OVERALL GOAL, AND GROUNDBREAKING IS SCHEDULED FOR THE FIRST HALF OF 2013					

4d	Other program services (Describe in Schedule O)	(Expenses \$	3,180,754 including grants of \$) (Revenue \$	10,110,257)
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4e	Total program service expenses ►	16,549,754
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Part IV Checklist of Required Schedules

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A

2 Is the organization required to complete Schedule B, *Schedule of Contributors* (see instructions)?

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I

4 **Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II

5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III

6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III

9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV

10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V

11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable

a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI

b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII

c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII

d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX

e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X

f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part XI

12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII

b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV

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? If "Yes," complete Schedule F, Parts II and IV

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? If "Yes," complete Schedule F, Parts III and IV

17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III

20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H

b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?

	Yes	No
1	Yes	
2	Yes	
3		No
4	Yes	
5		No
6		No
7		No
8		No
9		No
10	Yes	
11a	Yes	
11b		No
11c		No
11d		No
11e	Yes	
11f	Yes	
12a		No
12b	Yes	
13		No
14a		No
14b		No
15	Yes	
16		No
17	Yes	
18	Yes	
19		No
20a		No
20b		

Part IV Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21		No
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J	23	Yes	
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? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
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?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
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? If "Yes," complete Schedule L, Part I	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)	28a		No
a	A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		No
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28c		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV	29	Yes	
29	Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	30		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	31		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	32		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II	33		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? If "Yes," complete Schedule R, Part I	34	Yes	
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1	35a		No
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35b		
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	36		No
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	37		No
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? If "Yes," complete Schedule R, Part VI	38	Yes	
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?			
	Note. All Form 990 filers are required to complete Schedule O			

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1a Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable	1a	24	
b Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	2	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?			
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	343	
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?			
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O			
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?			
b If "Yes," enter the name of the foreign country See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?			
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?			
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T?			
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?			
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?			
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?			
b If "Yes," did the organization notify the donor of the value of the goods or services provided?			
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?			
d If "Yes," indicate the number of Forms 8282 filed during the year	7d		
e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?			
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?			
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?			
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?			
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?			
b Did the organization make a distribution to a donor, donor advisor, or related person?			
10 Section 501(c)(7) organizations. Enter			
a Initiation fees and capital contributions included on Part VIII, line 12	10a		
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b		
11 Section 501(c)(12) organizations. Enter			
a Gross income from members or shareholders	11a		
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b		
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?			
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O			
b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b		
c Enter the amount of reserves on hand	13c		
14a Did the organization receive any payments for indoor tanning services during the tax year?			
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O			
			No
			14b

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

			Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	1a	48		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O				
b Enter the number of voting members included in line 1a, above, who are independent	1b	48		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	Yes		
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	No		
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4	No		
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5	No		
6 Did the organization have members or stockholders?	6	No		
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a	No		
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b	No		
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following	8a	Yes		
a The governing body?	8b	Yes		
b Each committee with authority to act on behalf of the governing body?	9	No		
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O				

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a Did the organization have local chapters, branches, or affiliates?	10a	No	
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b		
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	No	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	Yes	
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	Yes	
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	Yes	
13 Did the organization have a written whistleblower policy?	13	Yes	
14 Did the organization have a written document retention and destruction policy?	14	Yes	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?	15a	Yes	
a The organization's CEO, Executive Director, or top management official	15b	Yes	
b Other officers or key employees of the organization			
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	No	
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b		

Section C. Disclosure

- 17 List the States with which a copy of this Form 990 is required to be filed GA
- 18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c) (3)s only) available for public inspection. Indicate how you made these available. Check all that apply
 Own website Another's website Upon request Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization
 KATHLEEN HEAGNEY WILLIAMS 800 CHEROKEE AVE ATLANTA, GA (404) 624-5919

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VIII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)**

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
THE ROYAL GROUP INC PO BOX 44406 ATLANTA GA 30336	JANITORIAL SERVICES	296,854
SOTERIA FORCE LP INC 2001 MARTIN LUTHER KING JR DRIVE ATLANTA GA 30310	LOSS PREVENTION SERVICES	253,588
SODEXHO INC & AFFILIATES 800 CHEROKEE AVENUE SE ATLANTA GA 30315	EVENT MANAGEMENT & CATERING SERVICES	165,201
MILES RIVER DIRECT 19 BOARDMAN LANE HAMILTON MA 01982	DIRECT MAILHOUSE	143,178
3. Total number of independent contractors (including but not limited to those listed above) who received more than		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **►4**

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

		(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 2,942,908			
	c Fundraising events	1c 614,910			
	d Related organizations	1d			
	e Government grants (contributions)	1e 145,747			
	f All other contributions, gifts, grants, and similar amounts not included above	1f 10,375,039			
	g Noncash contributions included in lines 1a-1f \$	85,687			
	h Total. Add lines 1a-1f		14,078,604		
Program Service Revenue	2a ADMISSIONS	Business Code 712130	7,080,879	7,080,879	
	b EDUCATION	712130	1,103,305	1,103,305	
	c GROUP SALES	712130	373,366	317,919	55,447
	d OTHER	722320	159,901	159,901	
	e				
	f All other program service revenue				
	g Total. Add lines 2a-2f		8,717,451		
	3 Investment income (including dividends, interest, and other similar amounts)		113,763		113,763
4 Income from investment of tax-exempt bond proceeds					
5 Royalties					
6a Gross rents	(i) Real	(ii) Personal			
b Less rental expenses					
c Rental income or (loss)					
d Net rental income or (loss)					
7a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
b Less cost or other basis and sales expenses	569,147				
c Gain or (loss)	569,354				
d Net gain or (loss)	-207				
8a Gross income from fundraising events (not including \$ 614,910 of contributions reported on line 1c) See Part IV, line 18	a	379,451			
b Less direct expenses	b	440,791			
c Net income or (loss) from fundraising events			-61,340		-61,340
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					
10a Gross sales of inventory, less returns and allowances	a	2,176,865			
b Less cost of goods sold	b	809,534			
c Net income or (loss) from sales of inventory			1,367,331	1,257,314	110,017
Miscellaneous Revenue		Business Code			
11a RIDES & ATTRACTIONS	712130	701,212	701,212		
b SODEXHO FOOD SERVICE C	712130	592,459	592,459		
c K-1 INCOME - NANCY F	900099	568	568		
d All other revenue					
e Total. Add lines 11a-11d		1,294,239			
12 Total revenue. See Instructions		25,509,841	11,213,557	165,464	52,216

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)

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(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 United States See Part IV, line 21	2,000	2,000		
2 Grants and other assistance to individuals in the United States See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16	47,861	47,861		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees . . .	1,310,844	825,414	349,018	136,412
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . .				
7 Other salaries and wages	6,852,713	5,995,645	562,601	294,467
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) . . .	14,868	13,262	814	792
9 Other employee benefits . . .	658,015	615,496	33,241	9,278
10 Payroll taxes . . .	650,840	560,526	58,955	31,359
11 Fees for services (non-employees)				
a Management . . .				
b Legal . . .	5,871	4,110	1,761	
c Accounting . . .	53,768		53,768	
d Lobbying . . .	86,000	60,200	25,800	
e Professional fundraising services See Part IV, line 17	145,771			145,771
f Investment management fees . . .				
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O) . . .	209,202	147,807	23,795	37,600
12 Advertising and promotion . . .	546,757	545,221	1,536	
13 Office expenses . . .	798,852	732,201	55,746	10,905
14 Information technology . . .	115,499	38,437	77,062	
15 Royalties . . .				
16 Occupancy . . .				
17 Travel . . .	141,757	135,618	3,166	2,973
18 Payments of travel or entertainment expenses for any federal, state, or local public officials . . .				
19 Conferences, conventions, and meetings . . .	11,785	7,952	3,557	276
20 Interest . . .	32	32		
21 Payments to affiliates . . .				
22 Depreciation, depletion, and amortization . . .	2,831,727	2,719,220	112,507	
23 Insurance . . .	353,453	353,453		
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a PANDA & OTHER CONSERVAT	957,000	957,000		
b OUTSIDE CONTRACTS	782,150	758,928	22,247	975
c UTILITIES	730,275	730,275		
d ANIMAL FOOD & HUSBANDRY	433,202	433,202		
e All other expenses	943,096	865,894	34,174	43,028
25 Total functional expenses. Add lines 1 through 24e	18,683,338	16,549,754	1,419,748	713,836
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ► if following SOP 98-2 (ASC 958-720)				

Part X Balance SheetCheck if Schedule O contains a response to any question in this Part X

		(A) Beginning of year	(B) End of year
Assets	1 Cash—non-interest-bearing	2,847,435	1 9,259,585
	2 Savings and temporary cash investments	2	
	3 Pledges and grants receivable, net	2,080,873	3 4,496,087
	4 Accounts receivable, net	216,521	4 230,109
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L	6	
	7 Notes and loans receivable, net	7	
	8 Inventories for sale or use	225,907	8 253,089
	9 Prepaid expenses and deferred charges	261,716	9 306,436
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 76,277,676	
	b Less accumulated depreciation	10b 52,132,110	10c 24,145,566
	11 Investments—publicly traded securities	3,982,093	11 4,447,844
	12 Investments—other securities See Part IV, line 11	12	
	13 Investments—program-related See Part IV, line 11	13	
	14 Intangible assets	14	
	15 Other assets See Part IV, line 11	1,158,715	15 1,158,715
	16 Total assets. Add lines 1 through 15 (must equal line 34)	37,212,210	16 44,297,431
Liabilities	17 Accounts payable and accrued expenses	1,884,496	17 1,814,647
	18 Grants payable	18	
	19 Deferred revenue	269,467	19 204,274
	20 Tax-exempt bond liabilities	20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D	21	
	22 Loans and other 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 to unrelated third parties	24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	36,827	25 50,467
	26 Total liabilities. Add lines 17 through 25	2,190,790	26 2,069,388
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
	27 Unrestricted net assets	18,441,076	27 17,343,631
	28 Temporarily restricted net assets	12,599,608	28 20,522,764
	29 Permanently restricted net assets	3,980,736	29 4,361,648
	Organizations that do not follow SFAS 117 (ASC 958), 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	35,021,420	33 42,228,043
	34 Total liabilities and net assets/fund balances	37,212,210	34 44,297,431

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	25,509,841
2	Total expenses (must equal Part IX, column (A), line 25)	2	18,683,338
3	Revenue less expenses Subtract line 2 from line 1	3	6,826,503
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	35,021,420
5	Net unrealized gains (losses) on investments	5	446,364
6	Donated services and use of facilities	6	-65,677
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-567
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	42,228,043

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII

	Yes	No
1 Accounting method used to prepare the Form 990 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2a	No
2b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input checked="" type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	2b	Yes
2c If "Yes," to line 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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	Yes
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?	3a	No
3b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits	3b	

SCHEDULE A
(Form 990 or 990EZ)**Public Charity Status and Public Support****2012****Open to Public
Inspection**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Department of the Treasury
Internal Revenue Service**Name of the organization**
ATLANTA FULTON COUNTY ZOO INC**Employer identification number**

58-1655184

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.

2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E)

3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.

4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state _____

5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II)

6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.

7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II)

8 A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)

9 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2)**. (Complete Part III)

10 An organization organized and operated exclusively to test for public safety See **section 509(a)(4)**.

11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h

e a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated

f By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

g If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

h Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

i Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?	(v) Did you notify the organization in col (i) of your support?	(vi) Is the organization in col (i) organized in the U S ?	(vii) Amount of monetary support
Total						

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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
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, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (see instructions)					12	
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

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	
15 Public support percentage for 2011 Schedule A, Part II, line 14	15	
16a 33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		►
b 33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		►
17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		►
b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		►
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		►

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 or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants")	8,070,226	8,673,041	9,647,138	10,404,476	14,078,604	50,873,485
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	8,515,281	8,064,489	7,948,200	9,171,768	10,023,442	43,723,180
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	16,585,507	16,737,530	17,595,338	19,576,244	24,102,046	94,596,665
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b						0
8 Public support. (Subtract line 7c from line 6.)						94,596,665

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6	16,585,507	16,737,530	17,595,338	19,576,244	24,102,046	94,596,665
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	132,849	89,029	83,842	94,924	113,763	514,407
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	132,849	89,029	83,842	94,924	113,763	514,407
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)	16,718,356	16,826,559	17,679,180	19,671,168	24,215,809	95,111,072

14 **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**

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	99 460 %
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	99 340 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	0 540 %
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	0 660 %
19a 33 1/3% support tests—2012. 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—2011. 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		

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE C
(Form 990 or 990-EZ)**Political Campaign and Lobbying Activities****2012****Open to Public
Inspection****For Organizations Exempt From Income Tax Under section 501(c) and section 527**

► Complete if the organization is described below. ► Attach to Form 990 or Form 990-EZ.

► See separate instructions.

If the organization answered "Yes" to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes" to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered "Yes" to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of the organization ATLANTA FULTON COUNTY ZOO INC	Employer identification number 58-1655184
---	--

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV
- 2 Political expenditures ► \$ _____
- 3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ► \$ _____
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ► \$ _____
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? Yes No
- 4a Was a correction made? Yes No
- b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ► \$ _____
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ► \$ _____
- 3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ► \$ _____
- 4 Did the filing organization file **Form 1120-POL** for this year? Yes No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

A Check if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

B Check if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)			
b Total lobbying expenditures to influence a legislative body (direct lobbying)		93,513	
c Total lobbying expenditures (add lines 1a and 1b)		93,513	
d Other exempt purpose expenditures		18,589,825	
e Total exempt purpose expenditures (add lines 1c and 1d)		18,683,338	
f Lobbying nontaxable amount Enter the amount from the following table in both columns		1,000,000	
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:		
Not over \$500,000	20% of the amount on line 1e		
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000		
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000		
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000		
Over \$17,000,000	\$1,000,000		
g Grassroots nontaxable amount (enter 25% of line 1f)		250,000	
h Subtract line 1g from line 1a If zero or less, enter -0-		0	
i Subtract line 1f from line 1c If zero or less, enter -0-		0	
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?			<input type="checkbox"/> Yes <input type="checkbox"/> No

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount	1,000,000	1,000,000	1,000,000	1,000,000	4,000,000
b Lobbying ceiling amount (150% of line 2a, column(e))					6,000,000
c Total lobbying expenditures	165,712	150,866	108,180	93,513	518,271
d Grassroots nontaxable amount	250,000	250,000	250,000	250,000	1,000,000
e Grassroots ceiling amount (150% of line 2d, column (e))					1,500,000
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

	(a)		(b)	
	Yes	No	Amount	
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of				
a Volunteers?				
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?				
c Media advertisements?				
d Mailings to members, legislators, or the public?				
e Publications, or published or broadcast statements?				
f Grants to other organizations for lobbying purposes?				
g Direct contact with legislators, their staffs, government officials, or a legislative body?				
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?				
i Other activities?				
j Total Add lines 1c through 1i				
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?				
b If "Yes," enter the amount of any tax incurred under section 4912				
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912				
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?				

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).	2a	
a Current year	2b	
b Carryover from last year	2c	
c Total	3	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	4	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	5	
5 Taxable amount of lobbying and political expenditures (see instructions)		

Part IV Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, line 2, and Part II-B, line 1. Also, complete this part for any additional information

Identifier	Return Reference	Explanation
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SCHEDULE D
(Form 990)**Supplemental Financial Statements****2012****Open to Public
Inspection**

► Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
 ► Attach to Form 990. ► See separate instructions.

Department of the Treasury
Internal Revenue Service

Employer identification number
58-1655184

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.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? Yes No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? Yes No

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

1 Purpose(s) of conservation easements held by the organization (check all that apply)	<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) <input type="checkbox"/> Preservation of an historically important land area
	<input type="checkbox"/> Protection of natural habitat <input type="checkbox"/> Preservation of a certified historic structure
	<input type="checkbox"/> Preservation of open space
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year	
a Total number of conservation easements	Held at the End of the Year
b Total acreage restricted by conservation easements	2a
c Number of conservation easements on a certified historic structure included in (a)	2b
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2c
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► _____	2d
4 Number of states where property subject to conservation easement is located ► _____	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? <input type="checkbox"/> Yes <input type="checkbox"/> No	
6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► _____	
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ _____	
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? <input type="checkbox"/> Yes <input type="checkbox"/> No	
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements	

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.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1	► \$ _____
(ii) Assets included in Form 990, Part X	► \$ _____
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items	
a Revenues included in Form 990, Part VIII, line 1	► \$ _____
b Assets included in Form 990, Part X	► \$ _____

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

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

a <input type="checkbox"/> Public exhibition	d <input type="checkbox"/> Loan or exchange programs
b <input type="checkbox"/> Scholarly research	e <input type="checkbox"/> Other
c <input type="checkbox"/> Preservation for future generations	

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

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? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the 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? Yes No

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

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	16,580,348	12,439,369	9,498,697	5,859,324	3,678,203
b Contributions	8,903,635	5,461,919	4,040,343	4,119,196	2,957,445
c Net investment earnings, gains, and losses	545,003	-14,263	269,379	125,566	-30,947
d Grants or scholarships					
e Other expenditures for facilities and programs	1,144,570	1,306,677	1,369,050	605,389	745,377
f Administrative expenses					
g End of year balance	24,884,416	16,580,348	12,439,369	9,498,697	5,859,324

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

a Board designated or quasi-endowment

b Permanent endowment 17 530 %

c Temporarily restricted endowment 82 470 %

The percentages in lines 2a, 2b, and 2c should equal 100%

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

(i) unrelated organizations

3a(i)	<input type="checkbox"/> Yes	<input type="checkbox"/> No
3a(ii)	<input type="checkbox"/>	<input type="checkbox"/>
3b	<input type="checkbox"/>	<input type="checkbox"/>

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

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

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

	Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land					
b Buildings		63,947,622		44,027,441	19,920,181
c Leasehold improvements					
d Equipment					
e Other		12,330,054		8,104,669	4,225,385
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)					24,145,566

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		
Total. (Column (b) must equal Form 990, Part X, col (B) line 12.) ►		

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	27,668,873
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	446,364
b	Donated services and use of facilities	2b	462,911
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	1,249,757
e	Add lines 2a through 2d	2e	2,159,032
3	Subtract line 2e from line 1	3	25,509,841
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	0
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)	5	25,509,841

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	20,462,250
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	528,588
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII)	2d	1,250,324
e	Add lines 2a through 2d	2e	1,778,912
3	Subtract line 2e from line 1	3	18,683,338
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII)	4b	
c	Add lines 4a and 4b	4c	0
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)	5	18,683,338

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	ZOO ATLANTA UTILIZES THE ENDOWMENT FUNDS TO SUPPORT CONSERVATION INITIATIVES AND RESEARCH PROJECTS TO PRESERVE SPECIES CURRENTLY REPRESENTED IN ZOO ATLANTA'S ANIMAL COLLECTION
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X, LINE 2	ZOO ATLANTA IS A NONPROFIT ORGANIZATION AND IS EXEMPT, UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE (THE CODE), FROM FEDERAL, STATE AND LOCAL INCOME TAXES, WHEREBY ONLY UNRELATED BUSINESS INCOME, IF ANY, AS DEFINED BY SECTION 512 (A)(1) OF THE CODE, IS SUBJECT TO FEDERAL INCOME TAX. ZOO ATLANTA DID NOT HAVE ANY MATERIAL UNRELATED BUSINESS INCOME TAX FOR DECEMBER 31, 2012 AND 2011. MANAGEMENT OF THE ZOO CONSIDERS THE LIKELIHOOD OF CHANGES BY TAXING AUTHORITIES IN ITS FILED INCOME TAX RETURNS AND RECOGNIZES A LIABILITY FOR OR DISCLOSES POTENTIAL SIGNIFICANT CHANGES THAT MANAGEMENT BELIEVES ARE MORE LIKELY THAN NOT TO OCCUR, INCLUDING CHANGES TO THE ZOO'S STATUS AS A NOT-FOR-PROFIT ENTITY. MANAGEMENT BELIEVES THE ZOO MET THE REQUIREMENTS TO MAINTAIN ITS TAX-EXEMPT STATUS AND HAS NO INCOME SUBJECT TO UNRELATED BUSINESS INCOME TAX, THEREFORE NO PROVISION FOR INCOME TAXES HAS BEEN PROVIDED IN THESE FINANCIAL STATEMENTS. THE ZOO'S INCOME TAX RETURNS FOR THE PAST THREE YEARS ARE SUBJECT TO EXAMINATION BY TAX AUTHORITIES, AND MAY CHANGE UPON EXAMINATION
PART XI, LINE 2D - OTHER ADJUSTMENTS		COST OF GOODS SOLD ON CONCESSIONS 809,534 DIRECT FUNDRAISING EXPENSES 440,790 K-1 INCOME - NANCY F NOBLIN CHARITABLE REMAINDER UNITRUST DTD 7-30-1998 -568 ROUNDING 1
PART XII, LINE 2D - OTHER ADJUSTMENTS		COST OF GOODS SOLD ON CONCESSIONS 809,534 DIRECT FUNDRAISING EXPENSES 440,790

Statement of Activities Outside the United States

- Complete if the organization answered "Yes" to Form 990, Part IV, line 14b, 15, or 16.
- Attach to Form 990. ► See separate instructions.

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

Name of the organization

ATLANTA FULTON COUNTY ZOO INC

Employer identification number

58-1655184

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 **For grantmakers.** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No

2 **For grantmakers.** Describe in Part V the organization's procedures for monitoring the use of grant funds outside the United States.

3 Activities per Region (The following Part I, line 3 table can be duplicated if additional space is needed)

Part II Grants and Other Assistance to Organizations or Entities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than \$5,000. Part II can be duplicated if additional space is needed.

2 Enter total number of recipient organizations listed above that are recognized as charities by the foreign country, recognized as tax-exempt by the IRS, or for which the grantee or counsel has provided a section 501(c)(3) equivalency letter . . . ►

4

4

Part III Grants and Other Assistance to Individuals Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 16. Part III can be duplicated if additional space is needed.

Part IV Foreign Forms

1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* Yes No

2 Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A)* Yes No

3 Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with Respect to Certain Foreign Corporations. (see Instructions for Form 5471)* Yes No

4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621)* Yes No

5 Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with Respect to Certain Foreign Partnerships. (see Instructions for Form 8865)* Yes No

6 Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713).* Yes No

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method; amounts of investments vs. expenditures per region); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information (see instructions).

2012

Open to Public
InspectionSCHEDULE G
(Form 990 or 990-EZ)Supplemental Information Regarding
Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a. Form 990-EZ filers are not required to complete this part.

► Attach to Form 990 or Form 990-EZ. ► See separate instructions.

Department of the Treasury
Internal Revenue ServiceName of the organization
ATLANTA FULTON COUNTY ZOO INC

Employer identification number

58-1655184

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.**1** Indicate whether the organization raised funds through any of the following activities Check all that apply

a <input checked="" type="checkbox"/> Mail solicitations	e <input checked="" type="checkbox"/> Solicitation of non-government grants
b <input type="checkbox"/> Internet and email solicitations	f <input checked="" type="checkbox"/> Solicitation of government grants
c <input checked="" type="checkbox"/> Phone solicitations	g <input checked="" type="checkbox"/> Special fundraising events
d <input checked="" type="checkbox"/> In-person solicitations	

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No**b** If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
COXE CURRY & ASSOCIATES 50 HURT PLAZA SE 630 ATLANTA, GA 30303	CAPITAL FUNDRAISING FOR CRITICAL PROJECTS		No	8,705,400	60,993	8,644,407
HARRIS CONNECT LLC 1511 ROUTE 22 SUITE C-25 BREWSTER, NY 10509	FUNDRAISING FOR CRITICAL PROJECTS AND ANNUAL SUPPORT		No	15,565	84,779	-69,214
Total				8,720,965	145,772	8,575,193

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing

GA

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. 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))
		<u>BEASTLY FEAST</u> (event type)	<u>JAZZOO</u> (event type)	(total number)	
1	Gross receipts . . .	908,674	85,687		994,361
2	Less Contributions . . .	593,550	21,360		614,910
3	Gross income (line 1 minus line 2) . . .	315,124	64,327		379,451
4	Cash prizes . . .				
5	Noncash prizes . . .				
6	Rent/facility costs . . .				
7	Food and beverages . . .	72,022	23,473		95,495
8	Entertainment . . .				
9	Other direct expenses . . .	290,890	54,406		345,296
10	Direct expense summary Add lines 4 through 9 in column (d)				(440,791)
11	Net income summary Combine line 3, column (d), and line 10				-61,340

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))
1	Gross revenue				
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)				

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? Yes No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," explain _____

Does the organization operate gaming activities with nonmembers? Yes No

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? Yes No

13 Indicate the percentage of gaming activity operated in

a The organization's facility	13a
b An outside facility	13b

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ► _____

Address ► _____

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

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 of the third party

Name ► _____

Address ► _____

16 Gaming manager information

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

Director/officer

Employee

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? Yes No

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 ► \$ _____

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

Identifier	Return Reference	Explanation
EXPLANATION OF FUNDRAISING PAYMENTS	SCHEDULE G, PART I, LINE 2B, COLUMN (V)	INVOICES RECEIVED BREAK DOWN COSTS BETWEEN FUNDRAISING ACTIVITIES AND EXPENSE REIMBURSEMENTS (WHICH ARE TYPICALLY LIMITED TO POSTAGE, COURIER CHARGES, COPIES, AND MILEAGE)

Schedule J
(Form 990)**Compensation Information**

OMB No 1545-0047

Department of the Treasury
Internal Revenue Service

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees
► Complete if the organization answered "Yes" to Form 990, Part IV, question 23.
► Attach to Form 990. ► See separate instructions.

2012**Open to Public Inspection**Name of the organization
ATLANTA FULTON COUNTY ZOO INC**Employer identification number**

58-1655184

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 checked="" 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 checked="" 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 any of the boxes in line 1a are 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 filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract
<input type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study
<input checked="" 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 with respect to the filing organization or a related organization

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 only must complete lines 5-9.

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 Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b	Yes	
2	Yes	
4a		No
4b		No
4c		No
5a		No
5b		No
6a		No
6b		No
7	Yes	
8		No
9		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies 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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) KATHY HEAGNEY WILLIAMS CFO & CAO	(i) 157,511 (ii) 0	(i) 19,541 (ii) 0	(i) 0 (ii) 0	(i) 62 (ii) 0	(i) 10,985 (ii) 0	(i) 188,099 (ii) 0	(i) 0 (ii) 0
(2) RAYMOND B KING CEO & PRESIDENT	(i) 245,952 (ii) 0	(i) 127,508 (ii) 0	(i) 0 (ii) 0	(i) 192 (ii) 0	(i) 12,791 (ii) 0	(i) 386,443 (ii) 0	(i) 0 (ii) 0
(3) DWIGHT LAWSON DEPUTY DIRECTOR	(i) 157,909 (ii) 0	(i) 19,801 (ii) 0	(i) 0 (ii) 0	(i) 200 (ii) 0	(i) 4,333 (ii) 0	(i) 182,243 (ii) 0	(i) 0 (ii) 0

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
	PART I, LINE 1A	FIRST CLASS TRAVEL DUE TO A PHYSICAL CONDITION AT THE TIME OF REQUIRED TRAVEL, FIRST CLASS WAS THE ONLY OPTION AVAILABLE TO ACCOMMODATE THE MEDICAL NEED. SOCIAL CLUB DUES WERE PAID ON BEHALF OF THE CEO FOR THE PURPOSE OF CONDUCTING AND DEVELOPING BUSINESS AND DONOR RELATIONS ACTIVITIES. THE AMOUNTS PAID WERE NOT TREATED AS TAXABLE COMPENSATION.
	PART I, LINE 7	THE CEO IS ELIGIBLE FOR AN ANNUAL BONUS PURSUANT TO THE TERMS OF HIS EMPLOYMENT CONTRACT. SUCH BONUS IS DISCRETIONARY BUT IS SUBJECT TO AN ANNUAL LIMITATION. THE BOARD OF DIRECTORS DETERMINES THE AMOUNT OF THE BONUS BASED ON ACHIEVEMENT OF FISCAL AND OPERATIONAL GOALS.

Noncash Contributions

OMB No 1545-0047

►Complete if the organization answered "Yes" on Form
990, Part IV, lines 29 or 30.
►Attach to Form 990.

2012

Open to Public
InspectionName of the organization
ATLANTA FULTON COUNTY ZOO INC

Employer identification number

58-1655184

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
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	5	20,010	FMV @ DATE OF DONATION
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				
EVENT				
25 Other ► (FOOD)	X	5	32,300	MARKET VALUE
26 Other ► (BAMBOO)	X	4	15,782	MARKET VALUE
DUNNAGE				
27 Other ► (RACKS)	X	1	100	MARKET VALUE
LED LIGHT				
28 Other ► (BULBS)	X	1	6,400	MARKET VALUE
LAPTOP				
Other ► (COMPUTER)	X	1	400	MARKET VALUE
ALIVECOR				
HEART				
Other ► (MONITORS)	X	1	400	MARKET VALUE
2				
ROUNDTRIP				
PLANE				
TICKETS TO				
Other ► (CHINA)	X	1	1,765	MARKET VALUE
CHRISTMAS				
Other ► (TREE)	X	1	780	MARKET VALUE
FLUKE				
FOODPRO				
PLUS				
NONCONTACT				
Other ► (THERMOMETER)	X	1	265	MARKET VALUE
WORKSTATION				
Other ► (FURNISHINGS)	X	1	6,000	MARKET VALUE
BEDS AND				
EXTRA				
PODS FOR				
Other ► (PANDAS)	X	1	1,250	MARKET VALUE
CYBER				
POWER UPS				
Other ► (SYSTEM)	X	1	125	MARKET VALUE
DISPOSABLE				
BLOOD				
PRESSURE				
Other ► (CUFFS)	X	1	110	MARKET VALUE

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 0

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 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?	30a	No
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?	31	Yes
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	32a	No
b If "Yes," describe in Part II		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II		

Part II Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
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Schedule M (Form 990) (2012)

SCHEDULE O
(Form 990 or 990-EZ)Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
► Attach to Form 990 or 990-EZ.

2012**Open to Public
Inspection**Name of the organization
ATLANTA FULTON COUNTY ZOO INC**Employer identification number**

58-1655184

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION A, LINE 1	ANNUAL BUDGET APPROVAL AUTHORITY IS DELEGATED TO AN EXECUTIVE COMMITTEE. THE GOVERNING BODY, THE BOARD OF DIRECTORS, IS PROVIDED TIMELY INFORMATION AT REGULAR BOARD MEETINGS WITH DISCUSSION AND DISSENT OPPORTUNITY PROVIDED
	FORM 990, PART VI, SECTION A, LINE 2	TWO BOARD MEMBERS - SPIKE WAHLEN AND STEPHEN JOHNSTON - WORK FOR SAME INVESTMENT PARTNERSHIP. NO BUSINESS CONDUCTED DIRECTLY WITH ZOO ATLANTA NOR DID ZOO ATLANTA PAY ANY FEES OR EXPENSES TO THESE BOARD MEMBERS OR TO THE INVESTMENT PARTNERSHIP
	FORM 990, PART VI, SECTION B, LINE 11	THE FORM 990 WAS REVIEWED BY THE AUDIT COMMITTEE OF ZOO ATLANTA'S BOARD OF DIRECTORS AT ITS MAY 7, 2013 MEETING. MEMBERS OF THE ZOO'S ACCOUNTING FIRM WERE PRESENT AT THE MAY 7 MEETING TO DISCUSS THE RETURN AND ANSWER ANY QUESTIONS POSED BY THE COMMITTEE. AUTHORITY FOR THE AUDIT COMMITTEE TO REVIEW THE RETURN WAS GRANTED BY THE EXECUTIVE COMMITTEE OF ZOO ATLANTA'S BOARD OF DIRECTORS IN ITS NOVEMBER 18, 2008 MEETING. SUCH AUTHORITY APPLIES TO ALL FUTURE TAX YEARS UNTIL THE EXECUTIVE COMMITTEE VOTES OTHERWISE. DUE TO THIS ARRANGEMENT, A COPY OF FORM 990 WAS NOT PROVIDED TO THE ENTIRE BOARD OF DIRECTORS BEFORE FILING
	FORM 990, PART VI, SECTION B, LINE 12C	THE AUDIT COMMITTEE MEETS REGULARLY TO REVIEW ANY ISSUES RAISED
	FORM 990, PART VI, SECTION B, LINE 15	THE EXECUTIVE COMPENSATION COMMITTEE OF ZOO ATLANTA'S BOARD OF DIRECTORS REVIEWED SURVEY DATA FROM COMPARABLE INDUSTRY SOURCES AND MULTIPLE INDEPENDENT SALARY SURVEYS. THE COMMITTEE AGREED THAT THE COMPARABLE DATA WAS APPROPRIATE AND THAT IT SUPPORTED THE COMPENSATION LEVEL AUTHORIZED FOR THE CEO. THE EXECUTIVE COMMITTEE APPROVED THE COMPENSATION LEVEL UPON RECOMMENDATION FROM THE EXECUTIVE COMPENSATION COMMITTEE. A WRITTEN EMPLOYMENT AGREEMENT IS DRAFTED TO DOCUMENT THE COMPENSATION ARRANGEMENT UPON APPROVAL. OTHER OFFICERS AND/OR KEY EMPLOYEES' COMPENSATION IS DETERMINED BY RECOMMENDATIONS SET FORTH BY THE SENIOR DIRECTOR OF HUMAN RESOURCES. COMPRISED OF THE RESULT OF COLLECTIVE SALARY INFORMATION PROVIDED THROUGH CONDUCTING EXTENSIVE WAGE AND SALARY SURVEYS AND DATA COMPARABLE TO PROFESSIONALS IN THE ATLANTA METROPOLITAN AREA AND BENCHMARKING OTHER SIMILAR ORGANIZATIONS AND THE AZA (AMERICAN ZOO AND AQUARIUM ASSOCIATION). EACH SALARY RECOMMENDATION IS REVIEWED AND APPROVED BY THE CEO
	FORM 990, PART VI, SECTION C, LINE 19	GOVERNING DOCUMENTS AND POLICIES ARE PROVIDED UPON ORAL OR WRITTEN REQUEST
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 9	ROUNDING 1 K-1 INCOME - NANCY F NOBLIN CHARTITABLE REMAINDER UNITRUST DTD 7-30-1998 -568

SCHEDULE R (Form 990)

Related Organizations and Unrelated Partnerships

OMB No 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization
ATLANTA FULTON COUNTY ZOO INC

Employer identification number

58-1655184

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)
- f** Dividends from related organization(s)
- g** Sale of assets to related organization(s)
- h** Purchase of assets from related organization(s)
- i** Exchange of assets with related organization(s)
- j** Lease of facilities, equipment, or other assets to related organization(s)
- k** Lease of facilities, equipment, or other assets from related organization(s)
- l** Performance of services or membership or fundraising solicitations for related organization(s)
- m** Performance of services or membership or fundraising solicitations by related organization(s)
- n** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- o** Sharing of paid employees with related organization(s)
- p** Reimbursement paid to related organization(s) for expenses
- q** Reimbursement paid by related organization(s) for expenses
- r** Other transfer of cash or property to related organization(s)
- s** Other transfer of cash or property from related organization(s)

	Yes	No
1a		No
1b		No
1c		No
1d	Yes	
1e		No
1f		No
1g		No
1h		No
1i		No
1j		No
1k		No
1l		No
1m		No
1n		No
1o	Yes	
1p		No
1q		No
1r		No
1s		No

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) ZOOLOGICAL FOUNDATION OF GEORGIA INC- THIS IS AN EXISTING LOAN FROM PRIOR	D	1,158,715	COST BASIS
(2) YEARS NOT A NEW TRANSACTION IN 2012			

Part VI Unrelated Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions)

Identifier	Return Reference	Explanation
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Software ID:

Software Version:

EIN: 58-1655184

Name: ATLANTA FULTON COUNTY ZOO INC

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Form 4562

Department of the Treasury
Internal Revenue Service (99)Depreciation and Amortization
(Including Information on Listed Property)

OMB No 1545-0172

2012

Attachment
Sequence No 179

► See separate instructions. ► Attach to your tax return.

Name(s) shown on return
ATLANTA FULTON COUNTY ZOO INCBusiness or activity to which this form relates
FORM 990 PAGE 10

Identifying number

58-1655184

Part I Election To Expense Certain Property Under Section 179*Note: If you have any listed property, complete Part V before you complete Part I.*

1 Maximum amount (see instructions)	1	500,000
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	2,000,000
4 Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5 Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
6			
7 Listed property Enter the amount from line 29	7		
8 Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8		
9 Tentative deduction Enter the smaller of line 5 or line 8	9		
10 Carryover of disallowed deduction from line 13 of your 2011 Form 4562	10		
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11		
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13 Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12 ► 13	13		

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)		
14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	2,831,727

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**Section A**

17 MACRS deductions for assets placed in service in tax years beginning before 2012	17	
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ►		

Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System

20a Class life				S/L	
b 12-year			12 yrs		S/L
c 40-year			40 yrs	MM	S/L

Part IV Summary (see instructions)

21 Listed property Enter amount from line 28	21	
22 Total Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	22	2,831,727
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V

Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A—Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? Yes No **24b** If "Yes," is the evidence written? Yes No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation/deduction	(i) Elected section 179 cost

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) **25**

	%							
	%							
	%							

	%			S/L -				
	%			S/L -				
	%			S/L -				

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 **28**

29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 **29**

Section B—Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

30 Total business/investment miles driven during the year (do not include commuting miles)	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C—Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?													Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners														
39 Do you treat all use of vehicles by employees as personal use?														
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of vehicles, and retain the information received?														
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)														

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year

42 Amortization of costs that begins during your 2012 tax year (see instructions)

43 Amortization of costs that began before your 2012 tax year **43**

44 Total. Add amounts in column (f) See the instructions for where to report **44**

Additional Data

Software ID:
Software Version:
EIN: 58-1655184
Name: ATLANTA FULTON COUNTY ZOO INC

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(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
		Or director	Individual trustee	Institutional Trustee	Officer	Key employee			
ALEX GONZALEZ DIRECTOR	1 00	X					0	0	0
ANDREA FARLEY DIRECTOR	1 00	X					0	0	0
ANDREW W EVANS DIRECTOR & CHAIR	1 00	X		X			0	0	0
ASHLEY PREISINGER DIRECTOR	1 00	X					0	0	0
BETH KYTLE DIRECTOR	1 00	X					0	0	0
BRAD BENTON DIRECTOR & TREASURER	1 00	X		X			0	0	0
CATHERINE O'NEIL DIRECTOR	1 00	X					0	0	0
CHARLES F EASLEY DIRECTOR	1 00	X					0	0	0
CHARLES SHARBAUGH DIRECTOR	1 00	X					0	0	0
D JACK SAWYER JR DIRECTOR	1 00	X					0	0	0
DAVE DORTON DIRECTOR	1 00	X					0	0	0
DEEPAK RAGHAVAN DIRECTOR	1 00	X					0	0	0
DENISE MCWILLIAMS DIRECTOR	1 00	X					0	0	0
DR DUANE JACKSON DIRECTOR & VICE CHAIR	1 00	X		X			0	0	0
DR J DAVID ALLEN DIRECTOR	1 00	X					0	0	0
DR SYLVIA WRIGHT DIRECTOR	1 00	X					0	0	0
EDWIN WAHLEN JR DIRECTOR & VICE CHAIR	1 00	X		X			0	0	0
ELIZABETH LAZARUS DIRECTOR & VICE CHAIR	1 00	X		X			0	0	0
FRANK PAYNE DIRECTOR	1 00	X					0	0	0
GORNATA ROSS DIRECTOR	1 00	X					0	0	0
JAMES CHEEKS DIRECTOR & VICE CHAIR	1 00	X		X			0	0	0
JOANNE TRUFFELMAN DIRECTOR	1 00	X					0	0	0
JOHN RI POLL DIRECTOR	1 00	X					0	0	0
KATHLEEN HILL GODDARD DIRECTOR & VICE CHAIR	1 00	X		X			0	0	0
KENDRICK SMITH DIRECTOR	1 00	X					0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)					(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
		Or director	Individual trustee	Institutional trustee	Officer	Key employee			
WILLIAM NEMETZ DIRECTOR & VICE CHAIR	1 00	X		X			0	0	0
KATHY HEAGNEY WILLIAMS CFO & CAO	40 00			X			177,052	0	11,047
RAYMOND B KING CEO & PRESIDENT	40 00			X			373,460	0	12,983
CARY BURGESS SR. VP - OPERATIONS	40 00				X		139,560	0	4,486
DR HAYLEY MURPHY DIRECTOR - VETERINARY SVCS	40 00				X		112,556	0	11,092
DWIGHT LAWSON DEPUTY DIRECTOR	40 00				X		177,710	0	4,533
MARCUS MARGERUM VP - MARKETING & SALES	40 00				X		141,679	0	8,274
MARGARET GAMMAGE-TUCKER VP - ADVANCEMENT	40 00				X		123,706	0	12,706

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)				(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
		Former Officer or director	Individual trustee	Institutional Trustee	Key employee			
LARRY WESTBROOK DIRECTOR	1 00	X				0	0	0
LOVETTE RUSSELL DIRECTOR & SECRETARY	1 00	X	X			0	0	0
MALCOLM CUNNINGHAM DIRECTOR	1 00	X				0	0	0
MARK ROBERTS DIRECTOR & VICE CHAIR	1 00	X	X			0	0	0
MARK STREET DIRECTOR & VICE CHAIR	1 00	X	X			0	0	0
MARQUETTE CHESTER DIRECTOR	1 00	X				0	0	0
MCKEE NUNNALLY DIRECTOR	1 00	X				0	0	0
MERRY CARLOS DIRECTOR	1 00	X				0	0	0
MICHAEL BROE DIRECTOR	1 00	X				0	0	0
MICHAEL E WOLLENHAUP DIRECTOR	1 00	X				0	0	0
MICHAEL K ANDERSON DIRECTOR	1 00	X				0	0	0
MOISES HUNTT DIRECTOR	1 00	X				0	0	0
NICHOLAS R FRANZ DIRECTOR	1 00	X				0	0	0
NORY LEBRUN III DIRECTOR	1 00	X				0	0	0
ORLANDO LYNCH DIRECTOR	1 00	X				0	0	0
PATRICIA DICKEY DIRECTOR	1 00	X				0	0	0
RHOM ERSKINE DIRECTOR	1 00	X				0	0	0
RICK TRAINOR DIRECTOR	1 00	X				0	0	0
SEAN MABEY DIRECTOR	1 00	X				0	0	0
SHARON J BYERS DIRECTOR	1 00	X				0	0	0
STEPHEN JOHNSTON SR DIRECTOR & VICE CHAIR	1 00	X	X			0	0	0
STEVE HUGHES DIRECTOR	1 00	X				0	0	0
TYE DARLAND DIRECTOR	1 00	X				0	0	0
WAYNE AARON DIRECTOR & VICE CHAIR	1 00	X	X			0	0	0
WILLIAM HILL DIRECTOR	1 00	X				0	0	0