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Form **990****Return of Organization Exempt From Income Tax**

OMB No. 1545-0047

**2012**Department of the Treasury  
Internal Revenue Service

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

**Open to Public Inspection**

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

**A For the 2012 calendar year, or tax year beginning****07/01, 2012, and ending****06/30, 2013****B** Check if applicable:

<input type="checkbox"/>	Address change
<input checked="" type="checkbox"/>	Name change
<input type="checkbox"/>	Initial return
<input type="checkbox"/>	Terminated
<input type="checkbox"/>	Amended return
<input type="checkbox"/>	Application pending

**C** Name of organization **FOX THEATRE, INC.**  
**F/K/A ATLANTA LANDMARKS, INC.**

Doing Business As

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

Room/suite

660 PEACHTREE STREET, NE

City, town or post office, state, and ZIP code

ATLANTA, GA 30308

**F** Name and address of principal officer: **ALLAN VELLA, PRESIDENT & CEO**  
660 PEACHTREE STREET, NE ATLANTA, GA 30308**D** Employer identification number

13-1240132

**E** Telephone number

(404) 881-2109

**G** Gross receipts \$ 24,253,073.**H(a)** Is this a group return for affiliates? ☐ Yes ☒ No**H(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.FOXTHEATRE.ORG**K** Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶ **L** Year of formation 1974 **M** State of legal domicile GA**Part I Summary**

Activities & Governance	<b>1</b>	Briefly describe the organization's mission or most significant activities TO PRESERVE AND SHARE THE FOX THEATRE	
	<b>2</b>	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets	
	<b>3</b>	Number of voting members of the governing body (Part VI, line 1a)	16
	<b>4</b>	Number of independent voting members of the governing body (Part VI, line 1b)	16
	<b>5</b>	Total number of individuals employed in calendar year 2012 (Part V, line 2a)	449
	<b>6</b>	Total number of volunteers (estimate if necessary)	2,400
	<b>7a</b>	Total unrelated business revenue from Part VIII, column (C), line 12	0
<b>7b</b>	Net unrelated business taxable income from Form 990-E, line 34	0	
Revenue	<b>8</b>	Contributions and grants (Part VIII, line 1h)	Prior Year: 291,840. Current Year: 325,846.
	<b>9</b>	Program service revenue (Part VIII, line 2g)	9,705,309. 10,751,072.
	<b>10</b>	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	159,380. 518,110.
	<b>11</b>	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	2,509,341. 2,484,944.
	<b>12</b>	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	12,665,870. 14,079,972.
Expenses	<b>13</b>	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0 0
	<b>14</b>	Benefits paid to or for members (Part IX, column (A), line 4)	0 0
	<b>15</b>	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	5,093,043. 7,023,169.
	<b>16a</b>	Professional fundraising fees (Part IX, column (A), line 11e)	0 0
	<b>b</b>	Total fundraising expenses (Part IX, column (D), line 25) ▶ 86,770.	
	<b>17</b>	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	7,398,931. 6,483,732.
	<b>18</b>	Total expenses - Add lines 13-17 (must equal Part IX, column (A), line 25)	12,491,974. 13,506,901.
<b>19</b>	Revenue less expenses - Subtract line 18 from line 12	173,896. 573,071.	
Net Assets or Fund Balances	<b>20</b>	Total assets (Part X, line 16)	Beginning of Current Year: 32,464,304. End of Year: 32,817,043.
	<b>21</b>	Total liabilities (Part X, line 26)	3,681,737. 3,079,765.
	<b>22</b>	Net assets or fund balances - Subtract line 21 from line 20	28,782,567. 29,737,278.

**Part II Signature Block**

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

**Sign Here**

Signature of officer

Date

Type or print name and title

JERRY L. QUENSENBERRY, VICE PRESIDENT &amp; CFO

**Paid Preparer Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if self-employed

PTIN

MARC AZAR

FEB 10 2014

P00746804

Firm's name ▶ SMITH &amp; HOWARD, P.C.

Firm's EIN ▶ 58-1250486

Firm's address ▶ 271 17TH STREET, SUITE 1600 ATLANTA, GA 30363

Phone no 404-874-6244

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2012)JSA  
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**Part III** Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☒ **X****1** Briefly describe the organization's mission

TO PRESERVE AND SHARE THE FOX THEATRE

**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 \$ 11,416,109 including grants of \$ \_\_\_\_\_) (Revenue \$ 4,942,649)

ATTACHMENT 1

**4b** (Code \_\_\_\_\_) (Expenses \$ 339,922 including grants of \$ \_\_\_\_\_) (Revenue \$ 5,755,924)

ATTACHMENT 2

**4c** (Code \_\_\_\_\_) (Expenses \$ 342,017 including grants of \$ \_\_\_\_\_) (Revenue \$ 52,499)

ATTACHMENT 3

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

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

**4e** Total program service expenses **▶** 12,098,048.

**Part IV Checklist of Required Schedules**

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A . . . . .	1	X
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? . . . . .	2	X
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 . . . . .	3	X
4 <b>Section 501(c)(3) organizations.</b> 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 . . . . .	4	X
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 . . . . .	5	X
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 . . . . .	6	X
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 . . . . .	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III . . . . .	8	X
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 . . . . .	9	X
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 . . . . .	10	X
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 . . . . .	11a	X
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 . . . . .	11b	X
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 . . . . .	11c	X
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 . . . . .	11d	X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X . . . . .	11e	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 X . . . . .	11f	X
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII . . . . .	12a	X
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 . . . . .	12b	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E . . . . .	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States? . . . . .	14a	X
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 . . . . .	14b	X
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 . . . . .	15	X
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 . . . . .	16	X
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) . . . . .	17	X
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 . . . . .	18	X
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 . . . . .	19	X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H . . . . .	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? . . . . .	20b	

**Part IV Checklist of Required Schedules (continued)**

	Yes	No
<b>21</b> 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? <i>If "Yes," complete Schedule I, Parts I and II.</i> . . . . .	<b>21</b>	X
<b>22</b> 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? <i>If "Yes," complete Schedule I, Parts I and III.</i> . . . . .	<b>22</b>	X
<b>23</b> 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? <i>If "Yes," complete Schedule J.</i> . . . . .	<b>23</b>	X
<b>24 a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25.</i> . . . . .	<b>24a</b>	X
<b>b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .	<b>24b</b>	
<b>c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .	<b>24c</b>	
<b>d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .	<b>24d</b>	
<b>25 a</b> <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i> . . . . .	<b>25a</b>	X
<b>b</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? <i>If "Yes," complete Schedule L, Part I.</i> . . . . .	<b>25b</b>	X
<b>26</b> Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i> . . . . .	<b>26</b>	X
<b>27</b> 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? <i>If "Yes," complete Schedule L, Part III.</i> . . . . .	<b>27</b>	X
<b>28</b> 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)		
<b>a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i> . . . . .	<b>28a</b>	X
<b>b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i> . . . . .	<b>28b</b>	X
<b>c</b> 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? <i>If "Yes," complete Schedule L, Part IV.</i> . . . . .	<b>28c</b>	X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i> . . . . .	<b>29</b>	X
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i> . . . . .	<b>30</b>	X
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i> . . . . .	<b>31</b>	X
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i> . . . . .	<b>32</b>	X
<b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i> . . . . .	<b>33</b>	X
<b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1.</i> . . . . .	<b>34</b>	X
<b>35 a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)? . . . . .	<b>35a</b>	X
<b>b</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)? <i>If "Yes," complete Schedule R, Part V, line 2.</i> . . . . .	<b>35b</b>	
<b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i> . . . . .	<b>36</b>	X
<b>37</b> Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i> . . . . .	<b>37</b>	X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .	<b>38</b>	X

Form 990 (2012)

**Part V** Statements Regarding Other IRS Filings and Tax ComplianceCheck 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 71		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. . . . .	1b 0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . . . .	1c	X	
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 449		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? . . . . .	2b	X	
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? . . . . .	3a		X
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O. . . . .	3b		
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)? . . . . .	4a		X
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? . . . . .	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? . . . . .	5b		X
c If "Yes" to line 5a or 5b, did the organization file Form 8886-T? . . . . .	5c		
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? . . . . .	6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . . . .	6b		
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? . . . . .	7a	X	
b If "Yes," did the organization notify the donor of the value of the goods or services provided? . . . . .	7b	X	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . . . .	7c		X
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? . . . . .	7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	7f		X
g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? . . . . .	7g		
h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? . . . . .	7h		
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? . . . . .	8		
9 Sponsoring organizations maintaining donor advised funds. . . . .			
a Did the organization make any taxable distributions under section 4966? . . . . .	9a		
b Did the organization make a distribution to a donor, donor advisor, or related person? . . . . .	9b		
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? . . . . .	12a		
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? . . . . .	13a		
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? . . . . .	14a		X
b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O. . . . .	14b		

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 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. ☒ X**Section A. Governing Body and Management**

	Yes	No
<b>1a</b> Enter the number of voting members of the governing body at the end of the tax year . . . . . <b>1a</b> 16		
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>b</b> Enter the number of voting members included in line 1a, above, who are independent . . . . . <b>1b</b> 16		
<b>2</b> 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? . . . . . <b>2</b>		X
<b>3</b> 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? . . . . . <b>3</b>		X
<b>4</b> Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? . . . . . <b>4</b>		X
<b>5</b> Did the organization become aware during the year of a significant diversion of the organization's assets? . . . . . <b>5</b>		X
<b>6</b> Did the organization have members or stockholders? . . . . . <b>6</b>		X
<b>7a</b> 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? . . . . . <b>7a</b>		X
<b>b</b> Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? . . . . . <b>7b</b>		X
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b> The governing body? . . . . . <b>8a</b>	X	
<b>b</b> Each committee with authority to act on behalf of the governing body? . . . . . <b>8b</b>	X	
<b>9</b> 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 . . . . . <b>9</b>		X

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

	Yes	No
<b>10a</b> Did the organization have local chapters, branches, or affiliates? . . . . . <b>10a</b>		X
<b>b</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? . . . . . <b>10b</b>		
<b>11a</b> Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? . . . . . <b>11a</b>	X	
<b>b</b> Describe in Schedule O the process, if any, used by the organization to review this Form 990		
<b>12a</b> Did the organization have a written conflict of interest policy? If "No," go to line 13 . . . . . <b>12a</b>	X	
<b>b</b> Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . . <b>12b</b>	X	
<b>c</b> Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done . . . . . <b>12c</b>	X	
<b>13</b> Did the organization have a written whistleblower policy? . . . . . <b>13</b>	X	
<b>14</b> Did the organization have a written document retention and destruction policy? . . . . . <b>14</b>	X	
<b>15</b> 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?		
<b>a</b> The organization's CEO, Executive Director, or top management official . . . . . <b>15a</b>	X	
<b>b</b> Other officers or key employees of the organization . . . . . <b>15b</b>		X
If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
<b>16a</b> Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? . . . . . <b>16a</b>		X
<b>b</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? . . . . . <b>16b</b>		

**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 Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 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 ► JEFF QUESENBERRY 660 PEACHTREE STREET, NE ATLANTA, GA 30308 404-881-2109

**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 VII ☒ X**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, and 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

(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
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) ALAN E. THOMAS TRUSTEE/ DIRECTOR	5.00	X						0	0	0
(2) EDWARD L. WHITE CHAIRMAN	10.00	X						0	0	0
(3) BEAUCHAMP C. CARR TRUSTEE/ DIRECTOR	5.00	X						0	0	0
(4) JOHN A. BUSBY, JR. TRUSTEE/ DIRECTOR	5.00	X						0	0	0
(5) EDWARD HUTCHISON TRUSTEE/ DIRECTOR	5.00	X						0	0	0
(6) ROBIN RIESER BARKIN TRUSTEE/ DIRECTOR	5.00	X						0	0	0
(7) CLARA HAYLEY AXAM TRUSTEE/ DIRECTOR	5.00	X						0	0	0
(8) WALTER R. HUNTLEY, JR. TRUSTEE/DIRECTOR	5.00	X						0	0	0
(9) KEITH O. COWAN VICE CHAIRMAN	5.00	X						0	0	0
(10) F. SHEFFIELD HALE TRUSTEE/DIRECTOR	5.00	X						0	0	0
(11) JOHN R. HOLDER TRUSTEE/DIRECTOR	5.00	X						0	0	0
(12) CRAIG B. JONES TRUSTEE/DIRECTOR	5.00	X						0	0	0
(13) JAY MYERS TRUSTEE/DIRECTOR	5.00	X						0	0	0
(14) GLENN J. ROMM TRUSTEE/DIRECTOR	5.00	X						0	0	0



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

(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
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) CAROLYN LEE WILLS TRUSTEE/DIRECTOR	5.00	X						0	0	0
(16) RENEE DYE TRUSTEE/ DIRECTOR	5.00	X						0	0	0
(17) JULIA SPRUNT GRUMBLES DIRECTOR - JUL - DEC	5.00	X						0	0	0
(18) SYLVIA E. RUSSELL DIRECTOR - JUL - DEC	5.00	X						0	0	0
(19) ADA LEE CORRELL DIRECTOR - JUL - DEC	5.00	X						0	0	0
(20) RICHARD COURTS, IV DIRECTOR - JUL - DEC	5.00	X						0	0	0
(21) ROBERT L. FOREMAN, IV DIRECTOR - JUL - DEC	5.00	X						0	0	0
(22) FLORENCE INMAN DIRECTOR - JUL - DEC	5.00	X						0	0	0
(23) STEVE KOONIN DIRECTOR - JUL - DEC	5.00	X						0	0	0
(24) CHARLES J. LAWSON DIRECTOR - JUL - DEC	5.00	X						0	0	0
(25) STARR MOORE DIRECTOR - JUL - DEC	5.00	X						0	0	0
<b>1b Sub-total</b>								0	0	0
<b>c Total from continuation sheets to Part VII, Section A</b>								559,584.	0	76,524.
<b>d Total (add lines 1b and 1c)</b>								559,584.	0	76,524.

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

- 3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

**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
ATTACHMENT 4		
<b>2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization</b>	<b>25</b>	

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

(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
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
( 26 ) JOE G. PATTEN DIRECTOR - JUL - DEC	5.00	X						17,500.	0	0
( 27 ) NANCY G. SIMMS DIRECTOR - JUL - DEC	5.00	X						0	0	0
( 28 ) CYDE G. TUGGLE DIRECTOR - JUL - DEC	5.00	X						0	0	0
( 29 ) ALLAN VELLA PRESIDENT & CEO	40.00			X				241,589.	0	29,650.
( 30 ) ADINA ALFORD ERWIN VICE PRESIDENT & GM	40.00			X				127,236.	0	21,846.
( 31 ) JEFFERY L. QUESENBERRY VICE PRESIDENT & CFO	40.00			X				97,219.	0	16,497.
( 32 ) SHELLY KLEPPSATTEL BOARD SECRETARY	40.00			X				76,040.	0	8,531.

1b Sub-total

c Total from continuation sheets to Part VII, Section A

d Total (add lines 1b and 1c)

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization 2

3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

**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

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

**Part VIII Statement of Revenue**

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

☒ X

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	1a	Federated campaigns . . . . .	1a			
	b	Membership dues . . . . .	1b			
	c	Fundraising events . . . . .	1c			
	d	Related organizations . . . . .	1d			
	e	Government grants (contributions) . .	1e	31,403		
	f	All other contributions, gifts, grants, and similar amounts not included above .	1f	294,443		
	g	Noncash contributions included in lines 1a-1f \$				
<b>h Total</b> Add lines 1a-1f . . . . .			325,846			
<b>Program Service Revenue</b>	<b>Business Code</b>					
	2a	THEATRE & BALLROOM RENTAL	531120	5,755,924	5,755,924	
	b	FILM RECEIPTS	711110	134,945	134,945	
	c	TICKETS & HANDLING FEES	711110	4,807,704	4,807,704	
	d	TUITION/ MEMBERSHIP	711110	52,499	52,499	
	e					
	f	All other program service revenue . . . . .				
<b>g Total</b> Add lines 2a-2f . . . . .			10,751,072			
<b>Other Revenue</b>	3	Investment income (including dividends, interest, and other similar amounts). ATTACHMENT 5 . . . . .		117,422		117,422
	4	Income from investment of tax-exempt bond proceeds . . . . .		0		
	5	Royalties . . . . .		0		
			(i) Real	(ii) Personal		
	6a	Gross rents . . . . .	174,408			
	b	Less rental expenses . . . . .				
	c	Rental income or (loss) . . . . .	174,408			
	d	Net rental income or (loss) . . . . .		174,408		174,408
			(i) Securities	(ii) Other		
	7a	Gross amount from sales of assets other than inventory . . . . .	10,151,366			
	b	Less cost or other basis and sales expenses . . . . .	9,750,678			
	c	Gain or (loss) . . . . .	400,688			
	d	Net gain or (loss) . . . . .		400,688		400,688
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . .	a			
	b	Less direct expenses . . . . .	b			
c	Net income or (loss) from fundraising events . . . . .		0			
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 . . . . .		0			
10a	Gross sales of inventory, less returns and allowances . . . . .	a	2,708,376			
b	Less cost of goods sold . . . . .	b	422,423			
c	Net income or (loss) from sales of inventory . . . . .		2,285,953		2,285,953	
<b>Miscellaneous Revenue</b>		<b>Business Code</b>				
11a	MISCELLANEOUS REVENUE	900099	24,583		24,583	
b						
c						
d	All other revenue . . . . .					
e	<b>Total</b> Add lines 11a-11d . . . . .		24,583			
<b>12 Total revenue.</b> See instructions . . . . .			14,079,972	10,751,072		3,003,054

**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.	0			
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.	0			
4	Benefits paid to or for members.	0			
5	Compensation of current officers, directors, trustees, and key employees.	786,586.	550,610.	212,378.	23,598.
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0			
7	Other salaries and wages.	4,826,422.	4,479,331.	329,738.	17,353.
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	107,377.	94,282.	12,441.	654.
9	Other employee benefits.	823,344.	753,299.	66,543.	3,502.
10	Payroll taxes.	479,440.	420,392.	56,096.	2,952.
11	Fees for services (non-employees):				
a	Management	49,428.	49,341.	87.	
b	Legal	37,917.		37,917.	
c	Accounting	45,237.		45,237.	
d	Lobbying	0			
e	Professional fundraising services. See Part IV, line 17.	0			
f	Investment management fees	71,123.		71,123.	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	1,685.	625.	1,060.	
12	Advertising and promotion	463,389.	460,352.	3,037.	
13	Office expenses	62,140.	34,544.	26,216.	1,380.
14	Information technology	49,292.	48,992.	300.	
15	Royalties	0			
16	Occupancy	1,424,486.	1,253,547.	142,449.	28,490.
17	Travel	87,202.	82,136.	5,066.	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	38,723.	20,935.	17,788.	
20	Interest	0			
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	1,323,349.	1,095,733.	224,969.	2,647.
23	Insurance	269,727.	237,359.	26,973.	5,395.
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	PERFORMANCE RELATED FEES	2,174,774.	2,174,774.		
b	SUPPLIES	304,621.	288,642.	15,180.	799.
c	BANK CHARGES	80,639.	53,154.	27,485.	
d					
e	All other expenses				
25	<b>Total functional expenses.</b> Add lines 1 through 24e.	13,506,901.	12,098,048.	1,322,083.	86,770.
26	<b>Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).	0			

**Part X Balance Sheet**

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

		(A) Beginning of year		(B) End of year
<b>Assets</b>	1 Cash - non-interest-bearing	952,339.	1	1,988,501.
	2 Savings and temporary cash investments	4,871,506.	2	1,709,905.
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	127,783.	4	206,970.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L	0	5	0
	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	0	6	0
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	180,187.	8	176,211.
	9 Prepaid expenses and deferred charges	109,914.	9	148,705.
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 34,660,051.		
	b Less accumulated depreciation	10b 14,326,291.	10c 20,012,542.	10c 20,333,760.
	11 Investments - publicly traded securities	6,131,665.	11	8,210,950.
	12 Investments - other securities See Part IV, line 11	0	12	0
	13 Investments - program-related See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets See Part IV, line 11	78,368.	15	42,041.
16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	32,464,304.	16	32,817,043.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses	1,169,862.	17	1,163,124.
	18 Grants payable	0	18	0
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities	0	20	0
	21 Escrow or custodial account liability Complete Part IV of Schedule D	0	21	0
	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	0	22	0
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	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	2,511,875.	25	1,916,641.
	26 <b>Total liabilities.</b> Add lines 17 through 25	3,681,737.	26	3,079,765.
<b>Net Assets or Fund Balances</b>	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	28,782,567.	27	29,737,278.
	28 Temporarily restricted net assets	0	28	0
	29 Permanently restricted net assets	0	29	0
	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 <b>Total net assets or fund balances</b>	28,782,567.	33	29,737,278.
34 <b>Total liabilities and net assets/fund balances.</b>	32,464,304.	34	32,817,043.	

Form 990 (2012)

**Part XI Reconciliation of Net Assets**Check if Schedule O contains a response to any question in this Part XI ☐

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12) . . . . .	<b>1</b>	14,079,972.
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25) . . . . .	<b>2</b>	13,506,901.
<b>3</b>	Revenue less expenses Subtract line 2 from line 1 . . . . .	<b>3</b>	573,071.
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . . . . .	<b>4</b>	28,782,567.
<b>5</b>	Net unrealized gains (losses) on investments . . . . .	<b>5</b>	381,640.
<b>6</b>	Donated services and use of facilities . . . . .	<b>6</b>	0
<b>7</b>	Investment expenses . . . . .	<b>7</b>	0
<b>8</b>	Prior period adjustments . . . . .	<b>8</b>	0
<b>9</b>	Other changes in net assets or fund balances (explain in Schedule O) . . . . .	<b>9</b>	0
<b>10</b>	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B)) . . . . .	<b>10</b>	29,737,278.

**Part XII Financial Statements and Reporting**Check if Schedule O contains a response to any question in this Part XII ☐

	Yes	No
<b>1</b> Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
<b>2a</b> 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 type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
<b>2b</b> 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 checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
<b>2c</b> 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	X	
<b>3a</b> As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? . . . . .		X
<b>3b</b> 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		

Form **990** (2012)

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Public Charity Status and Public Support**

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

OMB No 1545-0047

**2012**

**Open to Public Inspection**

Name of the organization **FOX THEATRE, INC.**  
**F/K/A ATLANTA LANDMARKS, INC.**

Employer identification number  
**13-1240132**

**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)(vii). (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.  
  - a ☐ Type I
  - b ☐ Type II
  - c ☐ Type III-Functionally integrated
  - d ☐ Type III-Non-functionally integrated
- e ☐ 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).
- f 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 ☐
- g 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? \_\_\_\_\_

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

**h Provide the following information about the supported organization(s)**

(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
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
<b>Total</b>									

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2012

**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 section 501(c)(3) organization, check this box and stop here . . . . .						<input type="checkbox"/>

**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 from 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 . . . . .		<input type="checkbox"/>
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 . . . . .		<input type="checkbox"/>
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 . . . . .		<input type="checkbox"/>
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 . . . . .		<input type="checkbox"/>
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 . . . . .		<input type="checkbox"/>



**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
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	427,372	570,717	523,400	291,840	325,846	2,139,175
<b>2</b> 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 . . . . .	11,252,862	18,125,599	11,631,607	12,662,985	13,058,150	66,731,203
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 . . . . .						0
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						0
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						0
<b>6 Total.</b> Add lines 1 through 5 . . . . .	11,680,234	18,696,316	12,155,007	12,954,825	13,383,996	68,870,378
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons . . . . .	375,720	443,400	498,400	272,920	375,155	1,965,595
<b>b</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
<b>c</b> Add lines 7a and 7b. . . . .	375,720	443,400	498,400	272,920	375,155	1,965,595
<b>8 Public support.</b> (Subtract line 7c from line 6) . . . . .						66,904,783

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
<b>9</b> Amounts from line 6. . . . .	11,680,234	18,696,316	12,155,007	12,954,825	13,383,996	68,870,378
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .	291,119	895,543	418,967	367,048	291,830	2,264,507
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 . . . . .						0
<b>c</b> Add lines 10a and 10b . . . . .	291,119	895,543	418,967	367,048	291,830	2,264,507
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on . . . . .						0
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV) <b>ATCH 1.</b> . . . .	61,767	65,019	131,141	140,062	1,648,955	2,046,944
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12) . . . . .	12,033,120	19,656,878	12,705,115	13,461,935	15,324,781	73,181,829
<b>14 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. . . . . <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

<b>15</b> Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)). . . . .	<b>15</b>	91.42 %
<b>16</b> Public support percentage from 2011 Schedule A, Part III, line 15. . . . .	<b>16</b>	93.37 %

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)) . . . . .	<b>17</b>	3.09 %
<b>18</b> Investment income percentage from 2011 Schedule A, Part III, line 17 . . . . .	<b>18</b>	3.22 %

- 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)

ATTACHMENT 1

SCHEDULE A, PART III - OTHER INCOME

DESCRIPTION	2008	2009	2010	2011	2012	TOTAL
PARKING	63,375	66,356	71,376	69,381	401,298	671,786
PARTNERSHIP LOSS	-1,608	-1,337				-2,945
OTHER REVENUE			59,765	70,681	1,247,657	1,378,103
TOTALS	<u>61,767</u>	<u>65,019</u>	<u>131,141</u>	<u>140,062</u>	<u>1,648,955</u>	<u>2,046,944</u>

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T.  
▶ Information about Schedule D (Form 1041) and its separate instructions is at  
[www.irs.gov/form1041](http://www.irs.gov/form1041).

OMB No 1545-0092

**2012**

Name of estate or trust **FOX THEATRE, INC.**  
**F/K/A ATLANTA LANDMARKS, INC.**

Employer identification number  
**13-1240132**

**Note:** Form 5227 filers need to complete *only* Parts I and II

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b>					

<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	<b>1b</b>	<b>281,758.</b>
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	<b>2</b>	
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	<b>3</b>	
<b>4</b> Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	<b>4</b>	( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back	<b>5</b>	<b>281,758.</b>

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b>					

<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	<b>6b</b>	<b>118,930.</b>
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	<b>7</b>	
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	<b>8</b>	
<b>9</b> Capital gain distributions	<b>9</b>	
<b>10</b> Gain from Form 4797, Part I	<b>10</b>	
<b>11</b> Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	<b>11</b>	( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back	<b>12</b>	<b>118,930.</b>

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D (Form 1041) 2012

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr )	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part</b>				
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		281,758.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		118,930.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst) . . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . . ▶	<b>15</b>		400,688.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

<b>Part IV Capital Loss Limitation</b>	
<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the <b>smaller</b> of a The loss on line 15, column (3) or b \$3,000 . . . . . <b>16</b> ( )

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

<b>Part V Tax Computation Using Maximum Capital Gains Rates</b>	
<b>Form 1041 filers.</b> Complete this part <b>only</b> if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero. <b>Caution:</b> Skip this part and complete the <b>Schedule D Tax Worksheet</b> in the instructions if • Either line 14b, col (2) or line 14c, col (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero	
<b>Form 990-T trusts.</b> Complete this part <b>only</b> if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the <b>Schedule D Tax Worksheet</b> in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero	

<b>17</b>	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . . .	<b>17</b>		
<b>18</b>	Enter the <b>smaller</b> of line 14a or 15 in column (2) but not less than zero . . . . . <b>18</b>			
<b>19</b>	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . . . . <b>19</b>			
<b>20</b>	Add lines 18 and 19 . . . . . <b>20</b>			
<b>21</b>	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- . . . ▶ <b>21</b>			
<b>22</b>	Subtract line 21 from line 20. If zero or less, enter -0- . . . . . <b>22</b>			
<b>23</b>	Subtract line 22 from line 17. If zero or less, enter -0- . . . . . <b>23</b>			
<b>24</b>	Enter the <b>smaller</b> of the amount on line 17 or \$2,400 . . . . . <b>24</b>			
<b>25</b>	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> <b>Yes.</b> Skip lines 25 and 26, go to line 27 and check the "No" box <input type="checkbox"/> <b>No.</b> Enter the amount from line 23 . . . . . <b>25</b>			
<b>26</b>	Subtract line 25 from line 24 . . . . . <b>26</b>			
<b>27</b>	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> <b>Yes.</b> Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> <b>No.</b> Enter the smaller of line 17 or line 22 . . . . . <b>27</b>			
<b>28</b>	Enter the amount from line 26 (if line 26 is blank, enter -0-) . . . . . <b>28</b>			
<b>29</b>	Subtract line 28 from line 27 . . . . . <b>29</b>			
<b>30</b>	Multiply line 29 by 15% ( 15) . . . . . <b>30</b>			
<b>31</b>	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . . <b>31</b>			
<b>32</b>	Add lines 30 and 31 . . . . . <b>32</b>			
<b>33</b>	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . . . <b>33</b>			
<b>34</b>	<b>Tax on all taxable income.</b> Enter the <b>smaller</b> of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . . . <b>34</b>			

Schedule D (Form 1041) 2012

Department of the Treasury  
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a

► Information about Schedule D (Form 1041) and its separate instructions is at [www.irs.gov/form1041](http://www.irs.gov/form1041).

2012

FOX THEATRE, INC.

13-1240132

(a) Description of property (Example  
100 sh 7% preferred of "Z" Co )

(b) Date  
acquired  
(mo , day, yr )

(c) Date sold  
(mo , day, yr )

**(d) Sales price**

(e) Cost or other basis  
(see instructions)

(f) Gain or (loss)  
Subtract (e) from (d)

VARIOUS ST

8,597,389.

8,315,631.

281,758.

<b>1b Total.</b> Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . .		281,758.
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

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SCHEDULE D  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Name of the organization FOX THEATRE, INC.  
F/K/A ATLANTA LANDMARKS, INC.

Supplemental Financial Statements

▶ 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.

OMB No 1545-0047

2012

Open to Public  
Inspection

Employer identification number  
13-1240132

**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? . . . . .		<input type="checkbox"/> Yes <input type="checkbox"/> 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? . . . . .		<input type="checkbox"/> Yes <input type="checkbox"/> 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

	Held at the End of the Tax Year
a Total number of conservation easements . . . . .	2a
b Total acreage restricted by conservation easements . . . . .	2b
c Number of conservation easements on a certified historic structure included in (a) . . . . .	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register . . . . .	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ \_\_\_\_\_

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? . . . . . ☐ Yes ☐ 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)? . . . . . ☐ Yes ☐ 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 . . . . . ▶ \$ \_\_\_\_\_

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

Schedule D (Form 990) 2012

**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 ☐ Public exhibition  
 b ☐ Scholarly research  
 c ☐ Preservation for future generations

- d ☐ Loan or exchange programs  
 e ☐ Other \_\_\_\_\_

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part 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
c Beginning balance . . . . .	1c
d Additions during the year . . . . .	1d
e Distributions during the year . . . . .	1e
f Ending balance . . . . .	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 . . . . .					
b Contributions . . . . .					
c Net investment earnings, gains, and losses . . . . .					
d Grants or scholarships . . . . .					
e Other expenditures for facilities and programs . . . . .					
f Administrative expenses . . . . .					
g End of year balance . . . . .					

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 ▶ \_\_\_\_\_ %

c Temporarily restricted endowment ▶ \_\_\_\_\_ %

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)	Yes	No
-------	-----	----

(ii) related organizations . . . . . 

3a(ii)	Yes	No
--------	-----	----

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

3b	Yes	No
----	-----	----

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 . . . . .		1,410,041.		1,410,041.
b Buildings . . . . .		28,824,919.	11,588,038.	17,236,881.
c Leasehold improvements . . . . .				
d Equipment . . . . .		2,654,887.	1,338,165.	1,316,722.
e Other . . . . .		1,770,204.	1,400,088.	370,116.
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)). . . . .				20,333,760.

Schedule D (Form 990) 2012



**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 . . . . .		
(3) Other _____		
(A) _____		
(B) _____		
(C) _____		
(D) _____		
(E) _____		
(F) _____		
(G) _____		
(H) _____		
(I) _____		
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
(1) _____		
(2) _____		
(3) _____		
(4) _____		
(5) _____		
(6) _____		
(7) _____		
(8) _____		
(9) _____		
(10) _____		
Total (Column (b) must equal Form 990, Part X, col (B) line 13) ►		

**Part IX Other Assets.** See Form 990, Part X, line 15

(a) Description	(b) Book value
(1) _____	
(2) _____	
(3) _____	
(4) _____	
(5) _____	
(6) _____	
(7) _____	
(8) _____	
(9) _____	
(10) _____	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15) . . . . . ►	

**Part X Other Liabilities.** See Form 990, Part X, line 25

1. (a) Description of liability	(b) Book value	
(1) Federal income taxes		
(2) BOX OFFICE & OTHER DEPOSITS	1,916,641.	
(3) _____		
(4) _____		
(5) _____		
(6) _____		
(7) _____		
(8) _____		
(9) _____		
(10) _____		
(11) _____		
Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ►		1,916,641.

2 FIN 48 (ASC 740) Footnote In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII. . . . . ☒ X

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

<b>1</b>	Total revenue, gains, and other support per audited financial statements	<b>1</b>	14,947,267.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
<b>a</b>	Net unrealized gains on investments	<b>2a</b>	381,640.
<b>b</b>	Donated services and use of facilities	<b>2b</b>	134,355.
<b>c</b>	Recoveries of prior year grants	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII)	<b>2d</b>	422,423.
<b>e</b>	Add lines 2a through 2d	<b>2e</b>	938,418.
<b>3</b>	Subtract line 2e from line 1	<b>3</b>	14,008,849.
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line 1		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	71,123.
<b>b</b>	Other (Describe in Part XIII)	<b>4b</b>	
<b>c</b>	Add lines 4a and 4b	<b>4c</b>	71,123.
<b>5</b>	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	<b>5</b>	14,079,972.

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

<b>1</b>	Total expenses and losses per audited financial statements	<b>1</b>	13,992,556.
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25		
<b>a</b>	Donated services and use of facilities	<b>2a</b>	134,355.
<b>b</b>	Prior year adjustments	<b>2b</b>	
<b>c</b>	Other losses	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII)	<b>2d</b>	422,423.
<b>e</b>	Add lines 2a through 2d	<b>2e</b>	556,778.
<b>3</b>	Subtract line 2e from line 1	<b>3</b>	13,435,778.
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	71,123.
<b>b</b>	Other (Describe in Part XIII)	<b>4b</b>	
<b>c</b>	Add lines 4a and 4b	<b>4c</b>	71,123.
<b>5</b>	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	<b>5</b>	13,506,901.

**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.

SEE PAGE 5

**Part XIII** Supplemental Information (continued)

ASC 740 FOOTNOTE

SCHEDULE D, PART X, LINE 2

NO PROVISION IS MADE FOR FEDERAL OR STATE INCOME TAXES SINCE THE ORGANIZATION IS EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(A) AS AN ORGANIZATION DESCRIBED IN SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, AND IS EXEMPT FROM STATE INCOME TAXES UNDER SECTION 48-7-25(A) OF THE GEORGIA REVENUE CODE.

THE ORGANIZATION ANNUALLY EVALUATES ALL FEDERAL AND STATE INCOME TAX POSITIONS. THIS PROCESS INCLUDES AN ANALYSIS OF WHETHER THESE INCOME TAX POSITIONS THE ORGANIZATION TAKES MEET THE DEFINITION OF AN UNCERTAIN TAX POSITION UNDER THE INCOME TAXES TOPIC OF THE FINANCIAL ACCOUNTING STANDARDS CODIFICATION. IN THE NORMAL COURSE OF BUSINESS, THE ORGANIZATION IS SUBJECT TO EXAMINATION BY THE FEDERAL AND STATE TAXING AUTHORITIES. IN GENERAL, THE ORGANIZATION IS NO LONGER SUBJECT TO TAX EXAMINATIONS FOR THE TAX YEARS ENDING BEFORE JUNE 30, 2010.

OTHER AMOUNTS INCLUDED ON LINE 1 BUT NOT ON FORM 990, PART IX, LINE 25  
SCHEDULE D, PART XI, LINE 2D

COST OF GOODS SOLD                      \$ 422,423

**Part XIII** Supplemental Information (continued)

OTHER AMOUNTS INCLUDED ON LINE 1 BUT NOT ON FORM 990, PART IX, LINE 25

SCHEDULE D, PART XII, LINE 2D

COST OF GOODS SOLD                      \$ 422,423

**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Compensation Information**

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990 ▶ See separate instructions.

OMB No 1545-0047

**2012**

**Open to Public  
Inspection**

Name of the organization **FOX THEATRE, INC.**  
**F/K/A ATLANTA LANDMARKS, INC.**

Employer identification number  
**13-1240132**

**Part I Questions Regarding Compensation**

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

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

**b** If any of the boxes on 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 checked="" 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? **4a** ☐ Yes ☒ No
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? **4b** ☒ Yes ☐ No
- c** Participate in, or receive payment from, an equity-based compensation arrangement? **4c** ☐ Yes ☒ No
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

**Only section 501(c)(3) and 501(c)(4) organizations 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? **5a** ☐ Yes ☒ No
- b** Any related organization? **5b** ☐ Yes ☒ No
- 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? **6a** ☒ Yes ☐ No
- b** Any related organization? **6b** ☐ Yes ☒ No
- 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)?

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

Schedule J (Form 990) 2012

**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				
ALLAN VELLA	(i) 215,865.	(ii) 25,204.	(iii) 520.	8,812.	24,041.	274,442.	
1 PRESIDENT & CEO	(ii) 0	(ii) 0	(iii) 0				
2	(i) -----	(ii) -----	(iii) -----	-----	-----	-----	-----
3	(i) -----	(ii) -----	(iii) -----	-----	-----	-----	-----
4	(i) -----	(ii) -----	(iii) -----	-----	-----	-----	-----
5	(i) -----	(ii) -----	(iii) -----	-----	-----	-----	-----
6	(i) -----	(ii) -----	(iii) -----	-----	-----	-----	-----
7	(i) -----	(ii) -----	(iii) -----	-----	-----	-----	-----
8	(i) -----	(ii) -----	(iii) -----	-----	-----	-----	-----
9	(i) -----	(ii) -----	(iii) -----	-----	-----	-----	-----
10	(i) -----	(ii) -----	(iii) -----	-----	-----	-----	-----
11	(i) -----	(ii) -----	(iii) -----	-----	-----	-----	-----
12	(i) -----	(ii) -----	(iii) -----	-----	-----	-----	-----
13	(i) -----	(ii) -----	(iii) -----	-----	-----	-----	-----
14	(i) -----	(ii) -----	(iii) -----	-----	-----	-----	-----
15	(i) -----	(ii) -----	(iii) -----	-----	-----	-----	-----
16	(i) -----	(ii) -----	(iii) -----	-----	-----	-----	-----

Schedule J (Form 990) 2012

**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.

## SUPPLEMENTAL NONQUALIFIED RETIREMENT PLAN

## SCHEDULE J, PART I, LINE 4B

PRESIDENT/CEO MAY RECEIVE A NONQUALIFIED 457(F) CONTRIBUTION BASED UPON

ACHIEVING CERTAIN LONG TERM STRATEGIC GOALS.

## DEFERRED COMPENSATION

## SCHEDULE J, PART I, LINE 6A

SENIOR MANAGEMENT MAY RECEIVE A BONUS BASED ON THE INCOME FROM THE FOX  
THEATRE OPERATING DIVISION.

## NON-FIXED PAYMENTS

## SCHEDULE J, PART I, LINE 7

PRESIDENT/CEO MAY RECEIVE A BONUS BASED ON THE NET INCOME FROM THE FOX  
THEATRE OPERATING DIVISION.

**SCHEDULE L**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Transactions With Interested Persons**

► **Complete if the organization answered**  
"Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c,  
or Form 990-EZ, Part V, line 38a or 40b.  
► **Attach to Form 990 or Form 990-EZ. ► See separate instructions.**

OMB No 1545-0047

**2012**

**Open To Public  
Inspection**

Name of the organization **FOX THEATRE, INC.**  
**F/K/A ATLANTA LANDMARKS, INC.**

Employer identification number  
**13-1240132**

**Part I Excess Benefit Transactions** (section 501(c)(3) and section 501(c)(4) organizations only)

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958 . . . . . ► \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization . . . . . ► \$

**Part II Loans to and/or From Interested Persons.**

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No
(1)												
(2)												
(3)												
(4)												
(5)												
(6)												
(7)												
(8)												
(9)												
(10)												

Total . . . . . ► \$

**Part III Grants or Assistance Benefiting Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 27

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				
(7)				
(8)				
(9)				
(10)				

For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule L (Form 990 or 990-EZ) 2012



**Part IV Business Transactions Involving Interested Persons.**

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) JOE G PATTEN	TRUSTEE/DIRECTOR	17,500	COMPENSATION		X
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

**Part V Supplemental Information**

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

**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 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

**2012**

**Open to Public  
Inspection**

Name of the organization **FOX THEATRE, INC.**  
**F/K/A ATLANTA LANDMARKS, INC.**

Employer identification number  
**13-1240132**

**OTHER PROGRAM SERVICES**

FORM 990, PART III, LINE 4D

GENERAL OPERATION OF A LIVE THEATRE. ACTIVITIES INCLUDE SUPPORT SERVICES  
SUCH AS CONCESSIONS, SUPPLIES, PAYROLL COST, CLEANING, MAINTENANCE AND  
OTHER COSTS TO PRESERVE THE FOX THEATRE AS A CULTURAL AND HISTORIC  
LANDMARK.

**FORM 990 REVIEW PROCESS**

FORM 990, PART VI, LINE 11B

TAX RETURN IS PREPARED BY AN OUTSIDE ACCOUNTING FIRM FROM THE AUDITED  
FINANCIAL STATEMENTS. THE RETURN IS REVIEWED BY THE AUDIT & COMPENSATION  
COMMITTEE AND SENIOR MANAGEMENT PRIOR TO FILING WITH THE IRS. IN  
ADDITION, A COPY OF THE RETURN IS ELECTRONICALLY SENT TO ALL BOARD  
MEMBERS BEFORE THE RETURN IS FILED.

**MONITORING AND ENFORCING COMPLIANCE WITH CONFLICT OF INTEREST POLICY**

FORM 990, PART VI, LINE 12C

MEMBERS OF THE ORGANIZATION'S BOARD OF TRUSTEES AND SENIOR MANAGEMENT  
MAY, FROM TIME TO TIME, BE ASSOCIATED, EITHER DIRECTLY OR INDIRECTLY,  
WITH COMPANIES DOING BUSINESS WITH THE ORGANIZATION. FOR SENIOR  
MANAGEMENT, THE ORGANIZATION REQUIRES ANNUAL DISCLOSURE OF SIGNIFICANT  
FINANCIAL INTERESTS IN, OR EMPLOYMENT OR CONSULTING RELATIONSHIPS WITH,  
ENTITIES DOING BUSINESS WITH THE THEATRE. WHEN SUCH RELATIONSHIPS EXIST,  
MEASURES ARE TAKEN TO APPROPRIATELY MANAGE THE ACTUAL OR PERCEIVED

Name of the organization FOX THEATRE, INC.  
F/K/A ATLANTA LANDMARKS, INC.

Employer identification number  
13-1240132

CONFLICT IN THE BEST INTERESTS OF THE ORGANIZATION. THE ORGANIZATION HAS A WRITTEN CONFLICT OF INTEREST POLICY THAT REQUIRES, AMONG OTHER THINGS, THAT NO MEMBER OF THE BOARD OF TRUSTEES CAN PARTICIPATE IN ANY DECISION IN WHICH HE OR SHE HAS MATERIAL FINANCIAL INTEREST. EACH TRUSTEE IS REQUIRED TO CERTIFY COMPLIANCE WITH THE CONFLICT OF INTEREST POLICY ON AN ANNUAL BASIS AND INDICATE WHETHER THE THEATRE DOES BUSINESS WITH AN ENTITY IN WHICH A TRUSTEE HAS MATERIAL FINANCIAL INTEREST. WHEN SUCH RELATIONSHIPS EXIST, MEASURES ARE TAKEN TO MITIGATE ANY ACTUAL OR PERCEIVED CONFLICT, INCLUDING REQUIRING THAT SUCH TRANSACTIONS BE CONDUCTED AT ARM'S LENGTH, FOR GOOD AND SUFFICIENT CONSIDERATION, BASED ON TERMS THAT ARE FAIR AND REASONABLE TO AND FOR BENEFIT OF THE ORGANIZATION, AND IN ACCORDANCE WITH APPLICABLE CONFLICT INTEREST LAWS. NO SUCH ASSOCIATIONS ARE CONSIDERED TO BE SIGNIFICANT.

#### COMPENSATION DETERMINATION & REVIEW

FORM 990, PART VI, LINE 15

COMPENSATION OF THE PRESIDENT/CEO IS REVIEWED EVERY THREE YEARS. AN OUTSIDE PLACEMENT COMPANY IS USED TO REVIEW COMPENSATION. CURRENT PRESIDENT/CEO'S SALARY REVIEW WAS DONE IN 2009 AND REVIEWED AGAIN IN 2012. AN OUTSIDE CONSULTING FIRM IS USED TO REVIEW THE PAY OF ALL FULL-TIME EMPLOYEES IN MID 2013 - THE HAY GROUP. THIS IS DONE AT SENIOR MANAGEMENT'S DISCRETION.

#### DOCUMENTS MADE AVAILABLE TO THE PUBLIC

FORM 990, PART VI, LINE 19

GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND AUDITED FINANCIAL

Name of the organization FOX THEATRE, INC.  
F/K/A ATLANTA LANDMARKS, INC.

Employer identification number  
13-1240132

STATEMENTS ARE AVAILABLE TO BE REVIEWED ON SITE.

DESCRIPTION OF BOARD MEMBER ARRANGEMENT

FORM 990, PART VII

A BOARD MEMBER OCCUPIES FORMERLY UNUSED SPACE IN THE FACILITY UNDER A LEASE AGREEMENT DATED 12/28/1979 BETWEEN THAT BOARD MEMBER AND THE ORGANIZATION. THE OCCUPANCY UNDER THE TERMS OF THE LEASE IS FOR THE LIFE OF THE BOARD MEMBER. UNDER THE LEASE, RENT WAS ESTABLISHED AND PAID IN THE FORM OF IMPROVEMENTS TO THE SPACE COSTING NOT LESS THAN \$50,000. THE PERIOD FOR REIMBURSEMENT TO THE BOARD MEMBER IN THE EVENT OF TERMINATION, 15 YEARS, HAS EXPIRED. THE IMPROVEMENTS BECOME THE PROPERTY OF THE ORGANIZATION UPON THE BOARD MEMBER'S DEATH OR TERMINATION OF THE LEASE. THERE WAS NO APPRAISAL OBTAINED AT THAT TIME, HOWEVER IT DOES NOT SEEM UNREASONABLE THAT THIS AGREEMENT WAS ENTERED INTO AT ARMS LENGTH AND WAS FAIR MARKET VALUE AT THE TIME. THERE IS NO CURRENT YEAR TRANSACTION OR COMPENSATION TO REPORT.

ATTACHMENT 1

FORM 990, PART III - PROGRAM SERVICE, LINE 4A

ATLANTA'S FOX THEATRE IS A WORLD-RENOWNED CONCERT AND EVENT VENUE LIKE NO OTHER. CONCEIVED AS THE HEADQUARTERS FOR THE ATLANTA SHRINER'S ORGANIZATION IN 1928, THE BUILDING WAS DESIGNED TO EVOKE THE MYSTERY AND MAGIC OF THE ANCIENT NEAR EAST. SPANISH PALACES AND EGYPTIAN TEMPLES INFLUENCED THE BUILDING'S ELABORATE AND INTENSELY ORNATE DESIGN WHICH FEATURES SOARING DOMES, SWEEPING ARCHWAYS, STUNNING GOLD LEAF, AND SUMPTUOUS INTERIOR DETAILS INCLUDING A VAST COBALT "SKY" WITH A SEA OF TWINKLING STARS. THE

Name of the organization FOX THEATRE, INC.  
F/K/A ATLANTA LANDMARKS, INC.

Employer identification number  
13-1240132

ATTACHMENT 1 (CONT'D)

BUILDING WAS COMPLETED BY MOVIE MOGUL WILLIAM FOX IN 1929 AND  
FLOURISHED AS ATLANTA'S PREMIERE MOVIE PALACE UNTIL 1932, WHEN THE  
ECONOMIC IMPACT OF THE GREAT DEPRESSION FORCED FOX AND THE THEATRE  
INTO BANKRUPTCY. THE ATLANTA ICON WAS PURCHASED AT AUCTION FOR A  
FRACTION OF ITS ORIGINAL COST AND REMAINED IN HIGH DEMAND FOR THE  
NEXT THREE DECADES, SHOWING HUNDREDS OF ACCLAIMED FILMS AND  
HOSTING LIVE PERFORMANCES FROM LEGENDARY ENTERTAINERS.

DESPITE THE FOX'S SUCCESS, LANDMARK MOVIE PALACES HAD BEGUN TO  
FALL OUT OF FAVOR IN THE 1960S AS CUSTOMERS MIGRATED TO THE  
SUBURBS. IN 1974, THE FOX THEATRE CLOSED ITS DOORS, AND THE  
STUNNING LANDMARK, BELOVED FOR GENERATIONS, WAS SUDDENLY FACING  
DEMOLITION. CONFRONTED WITH THE POSSIBILITY OF LOSING THE ICONIC  
BUILDING, THE RESIDENTS OF ATLANTA SPRANG INTO ACTION. THEY FORMED  
A NON-PROFIT CALLED ATLANTA LANDMARKS AND LAUNCHED THE  
NOW-LEGENDARY "SAVE THE FOX" CAMPAIGN, WHICH RAISED FUNDS TO SAVE  
THE BUILDING FROM DEMOLITION. ATLANTA LANDMARKS (NOW CALLED FOX  
THEATRE, INC.) CONTINUES TO RUN THE THEATRE TODAY, MAKING IT ONE  
OF AN ELITE GROUP OF NOT-FOR-PROFIT THEATRES IN THE COUNTRY  
COMMITTED TO MAKING PERFORMANCE ART ACCESSIBLE TO EVERYONE.

EACH YEAR, THE AWARD-WINNING THEATRE HOSTS MORE THAN 250 SHOWS AND  
WELCOMES HALF A MILLION VISITORS TO EXPERIENCE THE BEST IN  
BROADWAY, CONCERTS, BALLET, COMEDY AND FILM. IN THE PAST DECADE,  
THE FOX HAS BEEN WIDELY RECOGNIZED BY INDUSTRY LEADERS FOR

Name of the organization FOX THEATRE, INC.  
F/K/A ATLANTA LANDMARKS, INC.

Employer identification number  
13-1240132

ATTACHMENT 1 (CONT'D)

EXCELLENCE IN ARTS AND ENTERTAINMENT, PRESERVATION AND ARTS  
EDUCATION. IT WAS NOMINATED FOR THEATRE OF THE YEAR BY BILLBOARD  
AND POLLSTAR MAGAZINES, AND AWARDED THE OUTSTANDING HISTORIC  
THEATRE OF THE YEAR AWARD IN 2011 BY THE LEAGUE OF HISTORIC  
AMERICAN THEATRES. THE FABULOUS FOX WAS MOST RECENTLY GIVEN THE  
DISTINCTION BY ROLLING STONE MAGAZINE AS ONE OF "THE BEST BIG  
ROOMS IN AMERICA". FOR THE PAST DECADE, THE FOX THEATRE HAS BEEN  
CONSISTENTLY RANKED IN THE TOP THREE THEATRES IN NORTH AMERICA FOR  
GROSS TICKET SALES, MAKING IT CLEAR THAT THIS ATLANTA ICON WILL BE  
MAKING MEMORIES FOR GENERATIONS TO COME.

ATTACHMENT 2FORM 990, PART III - PROGRAM SERVICE, LINE 4B

THE FOX THEATRE INSTITUTE (FTI) IS AN AWARD WINNING OUTREACH  
PROGRAM OFFERING HISTORIC PRESERVATION AND OPERATIONS EXPERTISE,  
CONSULTATION AND EDUCATION TO PERFORMING ARTS VENUES IN GEORGIA  
AND THE REGION. CREATED BY ATLANTA'S FABULOUS FOX THEATRE - AN  
ICONIC ATTRACTION WIDELY APPLAUDED FOR BEING A CATALYST FOR  
POSITIVE CHANGE IN THE COMMUNITY - FTI PAYS IT FORWARD, HELPING  
OTHER CULTURAL INSTITUTIONS RENEW, REINVIGORATE AND RESTORE  
ARTISTIC VITALITY IN THEIR RESPECTIVE COMMUNITIES. IN KEEPING  
ENVIRONMENTAL AND ECONOMIC IMPACT TOP OF MIND, FTI OFFERS THE  
FINANCIAL ASSISTANCE, RESTORATION SUPPORT, AND OPERATIONS  
MENTORING NEEDED TO LEVERAGE SCARCE RESOURCES AND STIMULATE LOCAL  
ECONOMIES.

Name of the organization FOX THEATRE, INC.  
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ATTACHMENT 2 (CONT'D)

FTI WAS FOUNDED IN 2008 IN RESPONSE TO A STATEWIDE NEED FOR ASSISTANCE WITH THE RESTORATION AND OPERATION OF GEORGIA'S HISTORIC THEATRES. DURING ITS BRIEF HISTORY, FTI HAS BECOME AN INDISPENSABLE RESOURCE FOR HISTORIC THEATRES THROUGHOUT THE STATE, FULFILLING THE FOX THEATRE'S VISION TO SHARE ITS EXPERIENCE IN HISTORIC PRESERVATION AND THEATRE OPERATIONS WITH OTHERS. AT A TIME WHEN PRESERVATION AND ARTS AGENCIES ARE EXPERIENCING BUDGET CUTBACKS, FTI IS FILLING A COMMUNITY NEED BY AWARDING GRANTS AND PROVIDING SUPPORT TO THESE COMMUNITY LANDMARKS. IN SHORT, FTI IS REVITALIZING GEORGIA'S COMMUNITIES, ONE THEATRE AT A TIME.

ATTACHMENT 3FORM 990, PART III - PROGRAM SERVICE, LINE 4C

THE FOX THEATRE SHARES ITS COMMITMENT TO THE ARTS THROUGH COMMUNITY ENGAGEMENT INITIATIVES DESIGNED TO PROMOTE ARTISTIC EXCELLENCE AND INSPIRE NEW GENERATIONS OF ARTS PATRONS. EACH YEAR, THE FOX SERVES OVER 4,500 INDIVIDUALS THROUGH ITS DIVERSE PORTFOLIO OF PROGRAMS WHICH INCLUDE NATIONALLY RECOGNIZED SUMMER CAMPS, EDUCATIONAL PROGRAMS AND FAMILY FOCUSED EVENTS.

THE FOX THEATRE IS PROUD TO SERVE AS HOME TO MULTIPLE SUMMER CAMPS THAT ENCOURAGE THE CITY'S YOUTH TO PUT THEIR BEST FOOT FORWARD IN ALL THAT THEY DO. THE AWARD WINNING AILEY CAMP ATLANTA HAS PROVIDED A POSITIVE OUTLET FOR STUDENTS SINCE 2007. THIS

Name of the organization FOX THEATRE, INC.  
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ATTACHMENT 3 (CONT'D)

INNOVATIVE PROGRAM USES DANCE TO HELP AT-RISK MIDDLE SCHOOL CHILDREN LEARN CREATIVE EXPRESSION TECHNIQUES, ENHANCE SELF-ESTEEM AND IMPROVE CRITICAL THINKING SKILLS. LIKEWISE, CAMP BROADWAY AND THE FOX'S OWN RISING STARS, PROVIDE AN ENVIRONMENT IN WHICH YOUNG ARTISTS CAN DEVELOP ARTISTICALLY WHILE LEARNING VALUABLE LIFE LESSONS.

THROUGH ITS EDUCATIONAL AND FAMILY FOCUSED PROGRAMS, THE FOX THEATRE SHARES THE MAGIC OF THE THEATER WITH A DIVERSE AUDIENCE. REALIZING THAT TODAY'S YOUNG PATRONS WILL BECOME TOMORROW'S LEADERS, THE FOX HOPES TO CONTRIBUTE TO THE FUTURE OF ATLANTA BY SHARING THIS ICONIC LANDMARK WITH THE CITY THAT ONCE RALLIED TO SAVE IT.

ATTACHMENT 4

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

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
ALLIED INTERNATIONAL CLEANING SERVICES 3635 PEACHTREE INDUSTRIAL BLVD DULUTH, GA 30096	CLEANING SERVICES	516,118.
ALSON & BIRD 1201 WEST PEACHTREE STREET ATLANTA, GA 30309	LEGAL REPRESENTATION	188,958.
PACIOLAN, INC. 5171 CALIFORNIA AVE #200 IRVINE, CA 92617	TICKET SYS. PROVIDER	159,910.
POOK DIEMONT & OHL INC 701 E 132ND ST BRONX, NY 10454	THEATRICAL EQUIPMENT	156,340.



Name of the organization FOX THEATRE, INC.  
F/K/A ATLANTA LANDMARKS, INC.

Employer identification number  
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ATTACHMENT 5

FORM 990, PART VIII - INVESTMENT INCOME

DESCRIPTION	(A) TOTAL REVENUE	(B) RELATED OR EXEMPT REVENUE	(C) UNRELATED BUSINESS REV.	(D) EXCLUDED REVENUE
INTEREST INCOME	117,422.			117,422.
TOTALS	<u>117,422.</u>			<u>117,422.</u>

ATTACHMENT 6

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

GROSS SALES LESS RETURNS AND ALLOWANCES .....	2,708,376.
INVENTORY AT BEGINNING OF YEAR .....	
PURCHASES .....	548,205.
SALARIES AND WAGES .....	
OTHER COSTS .....	50,429.
SUBTOTAL .....	<u>598,634.</u>
MINUS ENDING INVENTORY .....	176,211.
COST OF GOODS SOLD .....	<u>422,423.</u>

# STATE OF GEORGIA

## Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Drive

Atlanta, Georgia 30334-1530

## CERTIFICATE OF AMENDMENT NAME CHANGE

I, **Brian P. Kemp**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

### **ATLANTA LANDMARKS, INC.**

a Domestic Non-Profit Corporation

has filed articles/certificate of amendment in the Office of the Secretary of State on 11/29/2012 changing its name to

### **FOX THEATRE, INC.**

and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated Attached hereto is a true and correct copy of said articles/ certificate of amendment

WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on November 29, 2012



Brian P. Kemp  
Secretary of State

**ARTICLES OF AMENDMENT  
TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
ATLANTA LANDMARKS, INC.**

Atlanta Landmarks, Inc., a Georgia nonprofit corporation (the "Corporation"), hereby certifies to the Secretary of State of Georgia that:

FIRST: The name of the Corporation is Atlanta Landmarks, Inc.

SECOND: The Amended and Restated Articles of Incorporation of the Corporation (the "Articles") are hereby amended by deleting Article One of the Articles in its entirety and substituting in lieu thereof a new Article One to read as follows:

**Name**

The name of the Corporation shall be:

Fox Theatre, Inc.

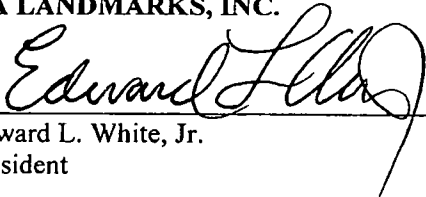
THIRD: The amendment was adopted by the board of trustees of the Corporation at a meeting duly convened and held on November 27, 2012. The Corporation has no members and, therefore, pursuant to O.C.G.A. § 14-3-1002 and Article Twelve of the Articles, member consent was not required.

FOURTH: Except as amended hereby, the rest and remainder of the Articles shall be and remain in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Amended and Restated Articles of Incorporation of Atlanta Landmarks, Inc. this 27 day of November, 2012.

**ATLANTA LANDMARKS, INC.**

By:

  
Edward L. White, Jr.  
President

State of Georgia  
Expedite Amend/Restate 1 Page(s)



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2012 NOV 29 PM 12:43  
CORPORATIONS DIVISION  
DEPARTMENT OF STATE

**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on **e-file for Charities & Nonprofits**.

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

**Type or  
print**File by the  
due date for  
filing your  
return. See  
instructions

Name of exempt organization or other filer, see instructions

FOX THEATRE, INC.

F/K/A ATLANTA LANDMARKS, INC.

Employer identification number (EIN) or

13-1240132

Number, street, and room or suite no. If a P.O. box, see instructions

660 PEACHTREE STREET

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions

ATLANTA, GA 30308

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☒ 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► JEFF QUESENBERRY

Telephone No ► 404 881-2109FAX No ► 404 881-2007

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN)           . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 02/17, 20 14, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year 20        or
- ☒ tax year beginning 07/01, 20 12, and ending 06/30, 20 13

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$
c <b>Balance due.</b> Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c \$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2013)