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Form 990

Department of the Treasury  
Internal Revenue Service

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter Social Security numbers on this form as it may be made public By law, the IRS generally cannot redact the information on the form

Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)

OMB No 1545-0047

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 07-01-2013, 2013, and ending 06-30-2014

B Check if applicable

☐ Address change

☐ Name change

☐ Initial return

☐ Terminated

☐ Amended return

☐ 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)

660 PEACHTREE STREET NE

Suite

Room/suite

City or town, state or province, country, and ZIP or foreign postal code

ATLANTA, GA 30308

D Employer identification number

13-1240132

E Telephone number

(404) 881-2109

G Gross receipts \$

26,478,419

F Name and address of principal officer

ALLAN VELLA PRESIDENT CEO

660 PEACHTREE STREETNE

ATLANTA,GA 30308

H(a) Is this a group return for subordinates?

☐ Yes☒ No

H(b) Are all subordinates 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	<div><div>1</div><div>Briefly describe the organization's mission or most significant activities</div><div>To preserve and share the Fox Theatre</div></div>																																										
	<div><div>2</div><div>Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets</div></div>																																										
Revenue	<table><tr><td>3</td><td>Number of voting members of the governing body (Part VI, line 1a)</td><td>16</td></tr><tr><td>4</td><td>Number of independent voting members of the governing body (Part VI, line 1b)</td><td>16</td></tr><tr><td>5</td><td>Total number of individuals employed in calendar year 2013 (Part V, line 2a)</td><td>458</td></tr><tr><td>6</td><td>Total number of volunteers (estimate if necessary)</td><td>1,500</td></tr><tr><td>7a</td><td>Total unrelated business revenue from Part VIII, column (C), line 12</td><td>0</td></tr><tr><td>7b</td><td>Net unrelated business taxable income from Form 990-T, line 34</td><td></td></tr></table>	3	Number of voting members of the governing body (Part VI, line 1a)	16	4	Number of independent voting members of the governing body (Part VI, line 1b)	16	5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	458	6	Total number of volunteers (estimate if necessary)	1,500	7a	Total unrelated business revenue from Part VIII, column (C), line 12	0	7b	Net unrelated business taxable income from Form 990-T, line 34																									
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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

2014-11-15

Date

JEFF QUESENBERRY OFFICER

Type or print name and title

Paid Preparer Use Only

Prnt/Type preparer's name

MARC AZAR

Preparer's signature

Date

Check ☐ if self-employed

PTIN P00746804

Firm's name

SMITH & HOWARD PC

Firm's EIN

Firm's address

271 17TH STREET SUITE 1600

ATLANTA, GA 30363

Phone no

(404) 881-2109

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

☒ Yes☐ No

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 11282Y

Form 990 (2013)

Part III

Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

☐

☒

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 \$ 11,252,542 including grants of \$ ) (Revenue \$ 6,303,450 )

Atlanta's Fox Theatre is a world-renowned concert and event venue like no other Conceived as the headquarters for the Atlanta Shrinner'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 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 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

4b

(Code ) (Expenses \$ 266,876 including grants of \$ ) (Revenue \$ 5,546,809 )

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 Atlantas 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 FTI was founded in 2008 in response to a statewide need for assistance with the restoration and operation of Georgias historic theatres During its brief history, FTI has become an indispensable resource for historic theatres throughout the state, fulfilling the Fox Theatres 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 Georgias communities, one theatre at a time

4c

(Code ) (Expenses \$ 152,497 including grants of \$ ) (Revenue \$ 43,918 )

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 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

4d

Other program services (Describe in Schedule O )
















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

4e

Total program service expenses ▶ 11,671,915

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 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? 	2 Yes	
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	No
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	No
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	No
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	No
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	No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8	No
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	No
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	No
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 Yes	
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	No
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	No
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	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	11e Yes	
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 Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 	12a Yes	
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	No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
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	No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? If "Yes," complete Schedule F, Parts II and IV	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? If "Yes," complete Schedule F, Parts III and IV	16	No
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	No
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	No
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	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
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)

21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II . . . . .</i>	21		No
22	Did the organization report more than \$5,000 of grants or 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>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J . . . . .</i>	23	Yes	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a . . . . .</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . .	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . .	24d		
25a	<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>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I . . . . .</i>	25b		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, complete Schedule L, Part II . . . . .</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III . . . . .</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV . . . . .</i>	28a	Yes	
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV . . . . .</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV . . . . .</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M . . . .</i>	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M . . . . .</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I . . . . .</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II . . . . .</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I . . . . .</i>	33		No
34	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>	34		No
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
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>	35b		
36	<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>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI . . . . .</i>	37		No
38	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 . . . . .	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.	98	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.	0	
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		1c	Yes
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	458
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).		2b	Yes
3a Did the organization have unrelated business gross income of \$1,000 or more during the year?		3a	No
b If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, 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	No
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	No
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b	No
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	No
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	Yes
b If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b	Yes
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c	No
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	No
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f	No
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? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.		13a	
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	No
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 lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year . . . . .	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	Enter the number of voting members included in line 1a, above, who are independent . . . . .	16	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . . . .	2	No
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . . . . .	3	No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? . . . . .	4	No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? . . . . .	5	No
6	Did the organization have members or stockholders? . . . . .	6	No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? . . . . .	7a	No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? . . . . .	7b	No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body? . . . . .	8a	Yes
b	Each committee with authority to act on behalf of the governing body? . . . . .	8b	Yes
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O . . . . .	9	No

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

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

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed▶GA
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. <input type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> Upon request <input type="checkbox"/> 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 or note to any line in this Part VII

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

- 1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year
- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid

List all of the organization's **current** key employees, if any See instructions for definition of "key employee "

List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

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

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

(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 0	X								
(2) Edward L White CHAIRMAN	5 0	X								
(3) Beauchamp C Carr TRUSTEE/ DIRECTOR	5 0	X								
(4) John A Busby Jr TRUSTEE/ DIRECTOR	5 0	X								
(5) Edward Hutchison TRUSTEE/ DIRECTOR	5 0	X								
(6) Robin Rieser Barkin TRUSTEE/ DIRECTOR	5 0	X								
(7) Clara Hayley Axa TRUSTEE/ DIRECTOR	5 0	X								
(8) Walter R Huntley Jr TRUSTEE/DIRECTOR	5 0	X								
(9) Keith O Cowan VICE CHAIRMAN	5 0	X								
(10) F Sheffield Hale TRUSTEE/DIRECTOR	5 0	X								
(11) John R Holder TRUSTEE/DIRECTOR	5 0	X								
(12) Craig B Jones TRUSTEE/DIRECTOR	5 0	X								
(13) Jay Myers TRUSTEE/DIRECTOR	5 0	X								
(14) Glenn J Romm TRUSTEE/DIRECTOR	5 0	X								
(15) Carolyn Lee Wills TRUSTEE/DIRECTOR	5 0	X								
(16) RENEE DYE TRUSTEE/ DIRECTOR	5 0	X								
(17) Allan Vella PRESIDENT & CEO	40 0			X				252,711	0	37,485



## Part VII

<b>1b</b>	<b>Sub-Total . . . . .</b>			
<b>c</b>	<b>Total from continuation sheets to Part VII, Section A . . . . .</b>			
<b>d</b>	<b>Total (add lines 1b and 1c) . . . . .</b>	879,679	0	143,982

**2** Total number of individuals (including but not limited to those listed in Item 1) who received more than \$100,000 of reportable compensation from the organization. 5

		Yes	No
3	Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> . . . . .	3 Yes	
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? <i>If "Yes," complete Schedule J for such individual</i> . . . . .	4 Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i> . . . . .	5	No

## **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
ALLIED INTERNATIONAL CLEANING SERVI, 3635 Peachtree Industrial Blvd DULUTH GA 30096	CLEANING SERVICES	459,342
MARKETING INSPIRATIONS, 2727 PACES FERRY ROAD SE SUITE 450 ATLANTA GA 30339	ADVERTISING/PUB RELA	182,499
PACIOLAN INC, 5171 CALIFORNIA AVE 200 IRVINE CA 92617	TICKET SYS PROVIDER	478,362
MCKENNEYS, 1056 MORELAND INDUSTRIAL BLVD ATLANTA GA 30316	HVAC & PLUMBING	154,918
CLEAVER-BROOKS INC,	BOILER INSTALLATION	107,281

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **10**

Part VIII

Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . . . .	1a				
	b	Membership dues . . . . .	1b				
	c	Fundraising events . . . . .	1c				
	d	Related organizations . . . . .	1d				
	e	Government grants (contributions)	1e	28,183			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	282,249			
	g	Noncash contributions included in lines 1a-1f \$					
	h	Total. Add lines 1a-1f . . . . .		310,432			
Program Service Revenue	2a	THEATRE & BALLROOM RENTAL	Business Code 531120	5,546,809	5,546,809		
	b	FILM RECEIPTS	711110	107,675	107,675		
	c	TICKETS & HANDLING FEES	711110	6,195,775	6,195,775		
	d	TUITION/ MEMBERSHIP	711110	43,918	43,918		
	e						
	f	All other program service revenue					
	g	Total. Add lines 2a-2f . . . . .		11,894,177			
	Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) . . . . .		131,548		131,548
4		Income from investment of tax-exempt bond proceeds . . . . .		0			
5		Royalties . . . . .		0			
6a		Gross rents	(i) Real	(ii) Personal			
			139,097				
			139,097	0			
d		Net rental income or (loss) . . . . .		139,097		139,097	
7a		Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other			
			10,787,317				
			9,747,243				
			1,040,074				
d		Net gain or (loss) . . . . .		1,040,074		1,040,074	
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				
	3,195,024						
	485,399						
	2,709,625				2,709,625		
Miscellaneous Revenue		Business Code					
11a	MISCELLANEOUS REVENUE	900099	20,824			20,824	
b							
c							
d	All other revenue . . . . .						
e	Total. Add lines 11a-11d . . . . .		20,824				
12	Total revenue. See Instructions . . . . .		16,245,777	11,894,177		4,041,168	

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 or note to any line 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.	780,902	655,958	117,135	7,809
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.	4,449,774	3,767,308	667,466	15,000
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	125,081	105,067	18,762	1,252
9	Other employee benefits.	826,280	694,075	123,942	8,263
10	Payroll taxes.	448,706	376,913	67,306	4,487
11	Fees for services (non-employees):				
a	Management.	39,199	32,927	5,880	392
b	Legal.	166,384	139,762	24,958	1,664
c	Accounting.	92,751	77,910	13,913	928
d	Lobbying.	0			
e	Professional fundraising services. See Part IV, line 17.	0			
f	Investment management fees.	71,144		71,144	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	1,283	1,078	192	13
12	Advertising and promotion.	433,368	433,368		
13	Office expenses.	60,421	50,754	9,063	604
14	Information technology.	30,866	25,927	4,630	309
15	Royalties.	0			
16	Occupancy.	1,372,874	1,153,214	205,931	13,729
17	Travel.	58,970	49,535	9,435	
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.	0			
19	Conferences, conventions, and meetings.	30,179	25,350	4,527	302
20	Interest.	0			
21	Payments to affiliates.	0			
22	Depreciation, depletion, and amortization.	1,413,418	1,187,271	212,013	14,134
23	Insurance.	276,779	232,494	41,517	2,768
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	2,333,232	2,333,232		
b	SUPPLIES	277,080	232,747	41,562	2,771
c	BANK CHARGES	115,498	97,025	17,318	1,155
d					
e	All other expenses				
25	Total functional expenses. Add lines 1 through 24e.	13,404,189	11,671,915	1,656,694	75,580
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

				(A)		(B)
				Beginning of year		End of year
Assets	1	Cash—non-interest-bearing		1,988,501	1	3,945,686
	2	Savings and temporary cash investments		1,709,905	2	2,192,496
	3	Pledges and grants receivable, net		0	3	0
	4	Accounts receivable, net		206,970	4	279,985
	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		176,211	8	144,447
	9	Prepaid expenses and deferred charges		148,705	9	306,596
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a35,381,175			
	b	Less accumulated depreciation	10b15,739,708	20,333,760	10c	19,641,467
	11	Investments—publicly traded securities		8,210,950	11	10,289,773
	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		42,041	15	32,342
	16	Total assets. Add lines 1 through 15 (must equal line 34)		32,817,043	16	36,832,792
Liabilities	17	Accounts payable and accrued expenses		1,163,124	17	1,113,633
	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		1,916,641	25	2,675,235
	26	Total liabilities. Add lines 17 through 25		3,079,765	26	3,788,868
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets		29,737,278	27	33,043,924
	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	Total net assets or fund balances		29,737,278	33	33,043,924
	34	Total liabilities and net assets/fund balances		32,817,043	34	36,832,792

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI . . . . .

1	Total revenue (must equal Part VIII, column (A), line 12) . . . . .	1	16,245,777
2	Total expenses (must equal Part IX, column (A), line 25) . . . . .	2	13,404,189
3	Revenue less expenses Subtract line 2 from line 1 . . . . .	3	2,841,588
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) . . . . .	4	29,737,278
5	Net unrealized gains (losses) on investments . . . . .	5	465,058
6	Donated services and use of facilities . . . . .	6	
7	Investment expenses . . . . .	7	
8	Prior period adjustments . . . . .	8	
9	Other changes in net assets or fund balances (explain in Schedule O) . . . . .	9	
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	33,043,924

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII . . . . .

		Yes	No
1	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		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	Yes	
2c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A

(Form 990 or 990EZ)

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.**  
▶ **Information about Schedule A (Form 990 or 990-EZ) and its instructions is at**  
***www.irs.gov/form990.***

OMB No 1545-0047

2013

Open to Public  
Inspection

<b>Name of the organization</b> FOX THEATRE INC F/K/A ATLANTA LANDMARKS INC	<b>Employer identification number</b> 13-1240132
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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	<input type="checkbox"/>	A church, convention of churches, or association of churches described in <b>section 170(b)(1)(A)(i).</b>
2	<input type="checkbox"/>	A school described in <b>section 170(b)(1)(A)(ii).</b> (Attach Schedule E )
3	<input type="checkbox"/>	A hospital or a cooperative hospital service organization described in <b>section 170(b)(1)(A)(iii).</b>
4	<input type="checkbox"/>	A medical research organization operated in conjunction with a hospital described in <b>section 170(b)(1)(A)(iii).</b> Enter the hospital's name, city, and state _____
5	<input type="checkbox"/>	An organization operated for the benefit of a college or university owned or operated by a governmental unit described in <b>section 170(b)(1)(A)(iv).</b> (Complete Part II )
6	<input type="checkbox"/>	A federal, state, or local government or governmental unit described in <b>section 170(b)(1)(A)(v).</b>
7	<input type="checkbox"/>	An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in <b>section 170(b)(1)(A)(vi).</b> (Complete Part II )
8	<input type="checkbox"/>	A community trust described in <b>section 170(b)(1)(A)(vi)</b> (Complete Part II )
9	<input checked="" type="checkbox"/>	An organization that normally receives (1) more than 33 <sup>1</sup> / <sub>3</sub> % 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 <sup>1</sup> / <sub>3</sub> % 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 <b>section 509(a)(2).</b> (Complete Part III )
10	<input type="checkbox"/>	An organization organized and operated exclusively to test for public safety See <b>section 509(a)(4).</b>
11	<input type="checkbox"/>	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 <b>section 509(a)(3).</b> Check the box that describes the type of supporting organization and complete lines 11e through 11h <b>a</b> <input type="checkbox"/> Type I <b>b</b> <input type="checkbox"/> Type II <b>c</b> <input type="checkbox"/> Type III - Functionally integrated <b>d</b> <input type="checkbox"/> Type III - Non-functionally integrated
e	<input type="checkbox"/>	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	<input type="checkbox"/>	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	<input type="checkbox"/>	Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons? <b>(i)</b> 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? <b>(ii)</b> A family member of a person described in (i) above? <b>(iii)</b> A 35% controlled entity of a person described in (i) or (ii) above?
h	<input type="checkbox"/>	Provide the following information about the supported organization(s)

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

(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	
Total									

Part II

Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)  
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV )						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here . . . . . ▶						

Section C. Computation of Public Support Percentage			
14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14		
15 Public support percentage for 2012 Schedule A, Part II, line 14	15		
16a 33 1/3% support test—2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			▶
b 33 1/3% support test—2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization			▶
17a 10%-facts-and-circumstances test—2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization			▶
b 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization			▶
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions			▶

Part IIIPart 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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	570,717	523,400	291,840	325,846	310,432	2,022,235
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	18,125,599	11,631,607	12,662,985	13,058,150	14,644,719	70,123,060
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total. Add lines 1 through 5	18,696,316	12,155,007	12,954,825	13,383,996	14,955,151	72,145,295
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	443,400	498,400	272,920	240,500	253,890	1,709,110
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b	443,400	498,400	272,920	240,500	253,890	1,709,110
8 Public support (Subtract line 7c from line 6.)						70,436,185

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6	18,696,316	12,155,007	12,954,825	13,383,996	14,955,151	72,145,295
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	895,543	418,967	367,048	291,830	270,644	2,244,032
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	895,543	418,967	367,048	291,830	270,644	2,244,032
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	65,019	131,141	140,062	425,881	465,306	1,227,409
13 Total support. (Add lines 9, 10c, 11, and 12.)	19,656,878	12,705,115	13,461,935	14,101,707	15,691,101	75,616,736
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage			
15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	93 149 %	
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	91 423 %	

Section D. Computation of Investment Income Percentage			
17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	2 968 %	
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	3 094 %	
19a 33 1/3% support tests—2013. 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—2012. 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.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Return Reference	Explanation	
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SCHEDULE D  
(Form 990)

Department of the Treasury  
Internal Revenue Service

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.** ▶ **Information about Schedule D (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**

OMB No 1545-0047

2013

Open to Public Inspection

<b>Name of the organization</b> FOX THEATRE INC F/K/A ATLANTA LANDMARKS INC	<b>Employer identification number</b>  13-1240132
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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? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	
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? <div><input type="checkbox"/> Yes <input type="checkbox"/> No</div>	

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)

☐ Preservation of land for public use (e g , recreation or education) ☐ Preservation of an historically important land area  
☐ Protection of natural habitat ☐ Preservation of a certified historic structure  
☐ 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 Year
a	Total number of conservation easements
b	Total acreage restricted by conservation easements
c	Number of conservation easements on a certified historic structure included in (a)
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register

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.

Cat No 52283D

Schedule D (Form 990) 2013

**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
- c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance
- |    |        |
|----|--------|
|    | Amount |
| 1c |        |
| 1d |        |
| 1e |        |
| 1f |        |
- 2a

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

☐ Yes

☐ No
- b

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

☐

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

	(a)Current year	(b)Prior year	b (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.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. 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 . . . . .  |                                      | 29,628,224                     | 13,446,463                   | 16,181,761     |
| c Leasehold improvements . . . . .   |                                      |                                |                              |                |
| d Equipment . . . . .  |                                      | 2,897,206                      | 1,586,823                    | 1,310,383      |
| e Other . . . . .  |                                      | 1,445,703                      | 706,423                      | 739,280        |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) |                                      |                                |                              | 19,641,465     |
- Schedule D (Form 990) 2013



**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return** Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

<b>1</b>	Total revenue, gains, and other support per audited financial statements . . . . .	<b>1</b>	17,259,090
<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>	465,058
<b>b</b>	Donated services and use of facilities . . . . .	<b>2b</b>	134,000
<b>c</b>	Recoveries of prior year grants . . . . .	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIII ) . . . . .	<b>2d</b>	485,399
<b>e</b>	Add lines <b>2a</b> through <b>2d</b> . . . . .	<b>2e</b>	1,084,457
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> . . . . .	<b>3</b>	16,174,633
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line <b>1</b>		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	<b>4a</b>	71,144
<b>b</b>	Other (Describe in Part XIII ) . . . . .	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> . . . . .	<b>4c</b>	71,144
<b>5</b>	Total revenue Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12 ) . . . . .	<b>5</b>	16,245,777

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

<b>1</b>	Total expenses and losses per audited financial statements . . . . .	<b>1</b>	13,952,444
<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>	134,000
<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>	485,399
<b>e</b>	Add lines <b>2a</b> through <b>2d</b> . . . . .	<b>2e</b>	619,399
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> . . . . .	<b>3</b>	13,333,045
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line <b>1</b> :		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	<b>4a</b>	71,144
<b>b</b>	Other (Describe in Part XIII ) . . . . .	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> . . . . .	<b>4c</b>	71,144
<b>5</b>	Total expenses Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18 ) . . . . .	<b>5</b>	13,404,189

**Part XIII Supplemental Information**

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.

Return Reference	Explanation
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, 2011.
SCHEDULE D, PART XI, LINE 2D	COST OF GOODS SOLD \$ 485,399
SCHEDULE D, PART XII, LINE 2D	COST OF GOODS SOLD \$ 485,399

[illegible]

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.

▶ Information about Schedule J (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

2013

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

		Yes	No
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"/> Travel for companions		
	<input type="checkbox"/> Tax idemnification and gross-up payments		
	<input type="checkbox"/> Discretionary spending account		
	<input type="checkbox"/> Housing allowance or residence for personal use		
	<input type="checkbox"/> Payments for business use of personal residence		
	<input type="checkbox"/> Health or social club dues or initiation fees		
	<input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)		
b	If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b	
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	2	
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"/> Independent compensation consultant		
	<input checked="" type="checkbox"/> Form 990 of other organizations		
	<input checked="" type="checkbox"/> Written employment contract		
	<input checked="" type="checkbox"/> Compensation survey or study		
	<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	No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	Yes
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c	No
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III		
	Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.		
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of		
a	The organization?	5a	No
b	Any related organization?	5b	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
b	Any related organization?	6b	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	7	Yes
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	8	No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	9	

**Part II** **Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

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

**Note.** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1)Allan Vella PRESIDENT & CEO	(i) (ii)	220,146 0	31,250	1,315	10,500	32,946	296,157 0	
(2)Adina Alford Erwin VICE PRESIDENT & GM	(i) (ii)	130,390	20,000		8,764	33,339	192,493	
(3)JOE G PATTEN FORMER DIRECTOR	(i) (ii)			17,500			17,500	
(4)NIKKI E GRIFFIN SPECIAL EVENTS MANAGER	(i) (ii)	40,767	101,619		7,563	9,773	159,722	



**Part III**   **Supplemental Information**

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

Return Reference	Explanation
SCHEDULE J, PART I, LINE 4B	PRESIDENT/CEO MAY RECEIVE A NONQUALIFIED 457(F) CONTRIBUTION BASED UPON ACHIEVING CERTAIN LONG TERM STRATEGIC GOALS
SCHEDULE J, PART I, LINE 6A	SENIOR MANAGEMENT MAY RECEIVE A BONUS BASED ON THE INCOME FROM THE FOX THEATRE OPERATING DIVISION
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, lines 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.  
▶ Information about Schedule L (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047  
**2013**  
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

2

Enter the amount of tax incurred by 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
Total ▶ \$												

Part III Grants or Assistance Benefitting 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

**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	former TRUSTEE/DIRECTOR	17,500	COMPENSATION		No

**Part V Supplemental Information**

Provide additional information for responses to questions on Schedule L (see instructions)

Return Reference	Explanation
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SCHEDULE O  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on  
Form 990 or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.  
▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at  
www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public  
Inspection

Name of the organization FOX THEATRE INC F/K/A ATLANTA LANDMARKS INC	Employer identification number 13-1240132
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990 Schedule O, Supplemental Information

Return Reference	Explanation
FORM 990, PART III, LINE 4D	
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
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 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
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
FORM 990, PART VI, LINE 19	GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND AUDITED FINANCIAL STATEMENTS ARE AVAILABLE TO BE REVIEWED ON SITE
FORM 990, PART VII	A FORMER BOARD MEMBER OCCUPIES PREVIOUSLY UNUSED SPACE IN THE FACILITY UNDER A LEASE AGREEMENT DATED 12/28/1979 BETWEEN THAT INDIVIDUAL AND THE ORGANIZATION THE OCCUPANCY UNDER THE TERMS OF THE LEASE IS FOR THE LIFE OF THE FORMER 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 FORMER BOARD MEMBER IN THE EVENT OF TERMINATION, 15 YEARS, HAS EXPIRED THE IMPROVEMENTS BECOME THE PROPERTY OF THE ORGANIZATION UPON THE FORMER 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 A REASONABLE LENGTH AND WAS FAIR MARKET VALUE AT THE TIME

# A. MONTAG & ASSOCIATES

## REALIZED GAINS AND LOSSES

### FOX THEATRE, INC.

From 07-01-2013 Through 06-30-2014

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain or Loss	
							Short Term	Long Term
PREFERRED STOCK								
12-31-2013	05-22-2014	1.500	ARCH CAP GROUP LTD SERIES C 6 75%	34,203.33		38,891.09	4,687.77	
12-31-2013	06-04-2014	1.500	ARCH CAP GROUP LTD SERIES C 6 75%	34,203.33		38,649.59	4,446.27	
				68,406.65	0.00	77,540.68	9,134.03	0.00
07-31-2012	03-20-2014	1.000	BB&T CORP SERIES E 5 625%	25,313.72		22,085.26		-3,228.46
07-31-2012	05-22-2014	1.500	BB&T CORP SERIES E 5 625%	37,970.58		35,063.32		-2,907.26
07-31-2012	06-04-2014	500	BB&T CORP SERIES E 5 625%	12,656.86		11,353.28		-1,303.58
12-31-2013	06-04-2014	1.000	BB&T CORP SERIES E 5 625%	20,212.85		22,706.56	2,493.71	
				96,154.00	0.00	91,208.42	2,493.71	-7,439.29
12-31-2013	05-19-2014	3.000	NEXTERA ENERGY SERIES H 5 625%	60,762.65		72,593.24	11,830.59	
06-01-2010	08-01-2013	3.000	ISHARES S&P US PREFERRED STOCK IDX	109,232.32		115,544.18		6,311.86
06-01-2010	08-14-2013	700	ISHARES S&P US PREFERRED STOCK IDX	25,487.54		26,601.36		1,113.82
08-24-2010	08-14-2013	3,300	ISHARES S&P US PREFERRED STOCK IDX	131,232.05		125,406.39		-5,825.66
				265,951.91	0.00	267,551.93	0.00	1,600.02
04-10-2012	03-20-2014	3.000	PUBLIC STORAGE SERIES S 5 90%	76,066.25		70,608.48		-5,457.77
12-20-2012	05-22-2014	2.000	SUNTRUST BANKS INC 5 8750% SERIES E	49,776.43		48,007.38		-1,769.05
12-20-2012	06-10-2014	1.000	SUNTRUST BANKS INC 5 8750% SERIES E	24,888.22		23,504.21		-1,384.01
12-31-2013	06-10-2014	1.000	SUNTRUST BANKS INC 5 8750% SERIES E	20,932.95		23,504.20	2,571.25	
				95,597.60	0.00	95,015.79	2,571.25	-3,153.06
09-05-2012	05-22-2014	2.000	WELLS FARGO & CO 5 200% SERIES	50,049.83		45,981.83		-4,068.00
09-05-2012	05-23-2014	1.000	WELLS FARGO & CO 5 200% SERIES	25,024.92		22,944.12		-2,080.80
12-31-2013	05-23-2014	1.000	WELLS FARGO & CO 5 200% SERIES	20,022.85		22,944.11	2,921.26	
				95,097.60	0.00	91,870.06	2,921.26	-6,148.80

# A. MONTAG & ASSOCIATES

## REALIZED GAINS AND LOSSES

### FOX THEATRE, INC.

From 07-01-2013 Through 06-30-2014

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain or Loss	
							Short Term	Long Term
				758,036.66	0.00	766,388.60	28,950.84	-20,598.90
<b>DOMESTIC COMMON STOCK</b>								
10-21-2013	03-26-2014	1,000	ACCENTURE PLC	73,323.38		83,135.21	9,811.84	
10-21-2013	04-08-2014	1,000	ACCENTURE PLC	73,323.38		78,315.01	4,991.64	
				146,646.75	0.00	161,450.22	14,803.47	0.00
08-03-2012	03-07-2014	500	ADOBE SYSTEMS INC	15,992.54		34,173.68		18,181.14
09-20-2012	03-07-2014	750	ADOBE SYSTEMS INC	25,340.21		51,260.51		25,920.30
				41,332.76	0.00	85,434.19	0.00	44,101.43
08-13-2012	11-20-2013	2,500	AMERICAN INTL GROUP	82,887.04		120,401.95		37,514.91
08-13-2012	02-11-2014	500	AMERICAN INTL GROUP	16,577.41		24,287.99		7,710.58
09-13-2012	02-11-2014	1,000	AMERICAN INTL GROUP	33,922.05		48,575.97		14,653.92
11-29-2012	02-11-2014	500	AMERICAN INTL GROUP	16,656.08		24,287.99		7,631.92
				150,042.58	0.00	217,553.90	0.00	67,511.33
05-10-2013	10-28-2013	1,500	AMC NETWORKS INC CL A	99,447.11		102,934.75	3,487.64	
05-10-2013	11-07-2013	500	AMC NETWORKS INC CL A	33,149.04		34,239.59	1,090.55	
06-27-2013	11-07-2013	500	AMC NETWORKS INC CL A	32,438.55		34,239.59	1,801.04	
09-17-2013	11-07-2013	500	AMC NETWORKS INC CL A	32,587.95		34,239.58	1,651.63	
				197,622.65	0.00	205,653.51	8,030.86	0.00
08-08-2012	08-14-2013	1,000	APACHE CORP	89,085.85		81,050.19		-8,035.66
08-31-2012	08-14-2013	300	APACHE CORP	25,958.12		24,315.06	-1,643.06	
03-27-2013	08-14-2013	500	APACHE CORP	37,932.40		40,525.10	2,592.70	
				152,976.37	0.00	145,890.35	949.64	-8,035.66
09-14-2012	07-12-2013	500	BOEING CO	36,165.57		50,786.26	14,620.69	
11-06-2012	07-24-2013	500	BOEING CO	35,835.55		53,613.99	17,778.44	
04-17-2013	07-24-2013	500	BOEING CO	43,356.55		53,613.99	10,257.44	
10-10-2013	12-03-2013	1,300	BOEING CO	153,320.26		172,328.82	19,008.56	
				268,677.93	0.00	330,343.06	61,665.13	0.00
04-16-2013	11-01-2013	1,700	BEAM INC	105,451.03		113,179.48	7,728.45	
06-28-2013	11-01-2013	300	BEAM INC	19,028.66		19,972.85	944.19	
				124,479.69	0.00	133,152.33	8,672.64	0.00
07-15-2013	07-24-2013	2,000	CITIGROUP INC	103,767.15		104,489.63	722.48	
08-22-2013	11-20-2013	2,000	AVIS BUDGET GROUP INC	57,643.38		69,071.84	11,428.46	

# A. MONTAG & ASSOCIATES

## REALIZED GAINS AND LOSSES

### FOX THEATRE, INC.

From 07-01-2013 Through 06-30-2014

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain or Loss	
							Short Term	Long Term
08-22-2013	12-03-2013	3.000	AVIS BUDGET GROUP INC	86.465 07		108.744 15	22.279 08	
				144.108 45	0 00	177.815 99	33.707 54	0 00
06-06-2013	07-02-2013	5.000	CBRE GROUP, INC	115.060 95		115.409 54	348 59	
10-16-2013	03-25-2014	3.000	CBRE GROUP, INC	68.709 13		81.658 74	12.949 61	
10-16-2013	04-03-2014	4.000	CBRE GROUP, INC	91.612 17		110.341 21	18.729 04	
				275.382 25	0 00	307.409 49	32.027 24	0 00
09-24-2013	10-25-2013	700	CF INDUSTRIES HLDGS, INC	146.713 56		145.564 05	-1.149 51	
09-30-2013	10-25-2013	150	CF INDUSTRIES HLDGS, INC	31.633 37		31.192 30	-441 07	
				178.346 93	0 00	176.756 35	-1.590 58	0 00
05-07-2013	02-06-2014	2.000	C H ROBINSON WORLDWIDE INC	122.727 95		104.802 22	-17.925 73	
06-28-2013	02-06-2014	500	C H ROBINSON WORLDWIDE INC	28.212 95		26.200 55	-2.012 40	
				150.940 90	0 00	131.002 77	-19.938 13	0 00
10-04-2012	07-25-2013	1.250	CAPITAL ONE FINANCIAL CORP	74.439 65		85.188 31	10.748 66	
10-04-2012	09-23-2013	450	CAPITAL ONE FINANCIAL CORP	26.798 27		30.745 33	3.947 06	
11-06-2012	09-23-2013	800	CAPITAL ONE FINANCIAL CORP	49.032 31		54.658 36	5.626 05	
				150.270 23	0 00	170.592 00	20.321 77	0 00
09-30-2013	04-29-2014	2.500	CABOT OIL & GAS CORP COM	93.060 22		97.368 89	4.308 67	
09-30-2013	05-08-2014	1.500	CABOT OIL & GAS CORP COM	55.836 13		55.829 09	-7 04	
11-20-2013	05-08-2014	1.000	CABOT OIL & GAS CORP COM	33.942 05		37.219 40	3.277 35	
				182.838 40	0 00	190.417 38	7.578 98	0 00
08-22-2013	02-19-2014	2.500	CRANE COMPANY	151.237 95		166.608 31	15.370 36	
09-18-2013	02-19-2014	500	CRANE COMPANY	30.676 75		33.321 66	2.644 91	
				181.914 70	0 00	199.929 97	18.015 27	0 00
06-13-2013	08-09-2013	5.000	DANA HLDG CORP COM	95.282 95		108.913 89	13.630 94	
06-27-2013	08-09-2013	1.000	DANA HLDG CORP COM	18.251 25		21.782 78	3.531 53	
06-28-2013	08-09-2013	1.000	DANA HLDG CORP COM	19.409 15		21.782 77	2.373 62	
				132.943 35	0 00	152.479 44	19.536 09	0 00

# A. MONTAG & ASSOCIATES

## REALIZED GAINS AND LOSSES

### FOX THEATRE, INC.

From 07-01-2013 Through 06-30-2014

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain or Loss	
							Short Term	Long Term
02-27-2013	08-15-2013	1.500	DOLLAR GEN CORP NEW COM	70.451 82		80.173 85	9.722 03	
02-27-2013	08-30-2013	1.000	DOLLAR GEN CORP NEW COM	46.967 88		54.026 12	7.058 24	
04-23-2013	08-30-2013	500	DOLLAR GEN CORP NEW COM	26.070 45		27.013 06	942 61	
				143.490 15	0 00	161.213 03	17.722 88	0 00
11-13-2013	12-04-2013	2.500	DIGITALGLOBE. INC	88.512 45		99.012 07	10.499 62	
02-15-2013	08-15-2013	1.500	DOLLAR TREE. INC	61.643 82		76.949 36	15.305 54	
02-15-2013	08-28-2013	1.000	DOLLAR TREE. INC	41.095 88		53.497 83	12.401 95	
04-23-2013	08-28-2013	500	DOLLAR TREE. INC	24.131 55		26.748 92	2.617 37	
				126.871 25	0 00	157.196 11	30.324 86	0 00
12-20-2013	03-13-2014	500	EOG RESOURCES INC	84.409 08		91.492 82	7.083 75	
12-20-2013	05-01-2014	500	EOG RESOURCES INC	42.204 54		48.453 72	6.249 18	
				126.613 61	0 00	139.946 54	13.332 93	0 00
07-25-2013	10-17-2013	2.000	EQT CORP COM	168.623 15		177.268 36	8.645 21	
03-31-2014	05-22-2014	1.500	EDWARDS LIFESCIENCES	111.987 72		122.417 19	10.429 47	
11-25-2013	03-21-2014	3.000	FNF GROUP	85.519 30		93.887 67	8.368 37	
11-25-2013	04-08-2014	3.000	FNF GROUP	85.519 30		94.199 96	8.680 66	
				171.038 60	0 00	188.087 63	17.049 03	0 00
03-20-2013	08-09-2013	3.000	TWENTY-FIRST CENTURY FOX INC CL A	79.769 35		98.132 44	18.363 09	
03-20-2013	09-16-2013	1.000	TWENTY-FIRST CENTURY FOX INC CL A	26.589 78		32.556 15	5.966 37	
05-02-2013	09-16-2013	1.000	TWENTY-FIRST CENTURY FOX INC CL A	28.344 90		32.556 14	4.211 24	
05-09-2013	09-16-2013	1.000	TWENTY-FIRST CENTURY FOX INC CL A	29.373 94		32.556 15	3.182 21	
06-28-2013	09-16-2013	1.000	TWENTY-FIRST CENTURY FOX INC CL A	28.873 37		32.556 14	3.682 77	
				192.951 34	0 00	228.357 02	35.405 68	0 00
05-02-2013	11-20-2013	1.000	HUNTINGTON INGALLS INDUSTRIES INC	52.870 12		79.534 06	26.663 94	
05-02-2013	12-18-2013	500	HUNTINGTON INGALLS INDUSTRIES INC	26.435 06		42.149 16	15.714 10	
05-02-2013	05-16-2014	1.500	HUNTINGTON INGALLS INDUSTRIES INC	79.305 18		143.570 02		64.264 85
				158.610 35	0 00	265.253 24	42.378 05	64.264 85



# A. MONTAG & ASSOCIATES

## REALIZED GAINS AND LOSSES

### FOX THEATRE, INC.

From 07-01-2013 Through 06-30-2014

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain or Loss	
							Short Term	Long Term
02-12-2013	07-02-2013	6.000	HOST HOTELS & RESORTS INC	102.552 80		102.706 01	153 21	
08-01-2013	10-08-2013	2.500	JOHNSON CTLS INC	103.501 20		101.082 27	-2.418 93	
09-18-2013	10-08-2013	1.000	JOHNSON CTLS INC	43.084 55		40.432 91	-2.651 64	
09-30-2013	10-08-2013	500	JOHNSON CTLS INC	20.826 20		20.216 45	-609 75	
				167.411 95	0 00	161.731 63	-5.680 32	0 00
06-07-2013	08-09-2013	2.000	JP MORGAN CHASE & CO	108.622 55		108.927 67	305 12	
06-28-2013	08-09-2013	500	JP MORGAN CHASE & CO	26.525 80		27.231 92	706 12	
07-12-2013	08-09-2013	500	JP MORGAN CHASE & CO	27.700 50		27.231 91	-468 59	
				162.848 85	0 00	163.391 50	542 65	0 00
12-18-2013	06-10-2014	2.500	LENNAR CORP	93.079 48		103.963 75	10.884 28	
07-26-2013	09-12-2013	3.000	LINCOLN NATL CORP IND	124.509 05		132.983 73	8.474 68	
03-18-2013	08-15-2013	1.500	MICROS SYS INC COM	68.946 41		73.819 51	4.873 10	
03-18-2013	08-19-2013	500	MICROS SYS INC COM	22.982 14		24.506 66	1.524 52	
05-02-2013	08-19-2013	1.000	MICROS SYS INC COM	43.217 75		49.013 31	5.795 56	
12-06-2013	06-19-2014	1.000	MICROS SYS INC COM	54.292 92		65.105 11	10.812 19	
12-06-2013	06-25-2014	2.000	MICROS SYS INC COM	108.585 83		135.766 76	27.180 93	
05-12-2014	06-25-2014	1.000	MICROS SYS INC COM	51.621 95		67.883 38	16.261 43	
				349.647 00	0 00	416.094 73	66.447 73	0 00
04-04-2013	07-24-2013	3.500	MONDELEZ INTERNATIONAL INC	105.998 35		107.581 17	1.582 82	
06-28-2013	07-24-2013	500	MONDELEZ INTERNATIONAL INC	14.464 20		15.368 74	904 54	
				120.462 55	0 00	122.949 91	2.487 36	0 00
06-27-2013	12-18-2013	3.000	METLIFE, INC	137.816 45		152.027 70	14.211 25	
03-28-2012	07-25-2013	250	MARKEL CORP	111.269 88		135.147 37		23.877 50
11-22-2013	01-03-2014	500	MARATHON PETROLEUM CORP	39.969 39		44.248 62	4.279 23	
11-22-2013	01-13-2014	1.500	MARATHON PETROLEUM CORP	119.908 16		133.968 46	14.060 30	
				159.877 55	0 00	178.217 08	18.339 53	0 00
07-18-2013	09-19-2013	5.000	MORGAN STANLEY DEAN WITTER COM NEW	139.461 95		142.998 06	3.536 11	
03-20-2013	09-16-2013	1.000	NEWS CORP NEW COM USD0 01 CL A	13.752 82		16.887 75	3.134 93	

# A. MONTAG & ASSOCIATES

## REALIZED GAINS AND LOSSES

### FOX THEATRE, INC.

From 07-01-2013 Through 06-30-2014

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain or Loss	
							Short Term	Long Term
05-02-2013	09-16-2013	250	NEWS CORP NEW COM USD0 01 CL A	3.665 15		4.221 94	556 79	
05-09-2013	09-16-2013	250	NEWS CORP NEW COM USD0 01 CL A	3.798 21		4.221 94	423 73	
06-28-2013	09-16-2013	250	NEWS CORP NEW COM USD0 01 CL A	3.733 48		4.221 94	488 46	
07-17-2013	09-16-2013	3.000	NEWS CORP NEW COM USD0 01 CL A	47.691 65		50.663 26	2.971 61	
				72.641 31	0 00	80.216 83	7.575 52	0 00
04-19-2013	02-18-2014	2.000	PG&E CORP	94.886 15		87.383 24	-7.502 91	
06-28-2013	02-18-2014	1.000	PG&E CORP	45.812 35		43.691 62	-2.120 73	
				140.698 50	0 00	131.074 86	-9.623 64	0 00
01-31-2014	04-01-2014	3.000	POTASH CORP SASK INC	94.327 85		105.891 99	11.564 14	
03-18-2014	04-01-2014	1.000	POTASH CORP SASK INC	34.644 35		35.297 33	652 98	
				128.972 20	0 00	141.189 32	12.217 12	0 00
07-26-2013	04-22-2014	2.500	QUALCOMM INC	161.743 45		202.237 58	40.494 13	
04-25-2013	08-09-2013	2.000	RANGE RES CORP COM	156.379 75		157.736 70	1.356 95	
07-18-2013	11-01-2013	1.500	SCHLUMBERGER LTD	117.535 76		139.010 63	21.474 87	
07-18-2013	01-03-2014	500	SCHLUMBERGER LTD	39.178 59		44.271 16	5.092 57	
07-19-2013	01-03-2014	1.000	SCHLUMBERGER LTD	83.099 75		88.542 32	5.442 57	
				239.814 10	0 00	271.824 11	32.010 01	0 00
03-11-2013	12-19-2013	1.000	SPECTRUM BRANDS, INC	54.659 13		70.152 12	15.492 99	
07-09-2013	10-10-2013	3.000	SPIRIT AEROSYSTEMS HOLDINGS	68.371 76		72.566 88	4.195 12	
07-09-2013	10-16-2013	1.000	SPIRIT AEROSYSTEMS HOLDINGS	22.790 59		24.547 45	1.756 86	
07-15-2013	10-16-2013	1.000	SPIRIT AEROSYSTEMS HOLDINGS	23.190 65		24.547 46	1.356 81	
09-05-2013	10-16-2013	1.000	SPIRIT AEROSYSTEMS HOLDINGS	23.155 85		24.547 45	1.391 60	
				137.508 85	0 00	146.209 24	8.700 39	0 00
01-14-2014	05-16-2014	1.000	SKYWORKS SOLUTIONS INC	29.063 49		40.607 35	11.543 86	
01-28-2014	05-05-2014	1.500	TENET HEALTHCARE CORP	68.547 33		67.180 61	-1.366 72	

# A. MONTAG & ASSOCIATES

## REALIZED GAINS AND LOSSES

### FOX THEATRE, INC.

From 07-01-2013 Through 06-30-2014

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain or Loss	
							Short Term	Long Term
03-26-2014	04-28-2014	5.000	TEXAS ROADHOUSE INC COM	132.770 95		120.028 39	-12.742 56	
06-28-2013	11-08-2013	2.000	UNITEDHEALTH GROUP INC	131.729 95		140.778 80	9.048 85	
11-22-2013	12-18-2013	8.000	WISDOMTREE INVESTMENTS	115.021 20		131.509 31	16.488 11	
04-09-2013	07-02-2013	3.000	WELLS FARGO & CO NEW	112.419 05		123.761 89	11.342 84	
09-24-2013	03-20-2014	5.000	WEYERHAEUSER CO	143.289 95		145.709 61	2.419 66	
09-30-2013	03-20-2014	1.000	WEYERHAEUSER CO	28.679 55		29.141 92	462 37	
				171.969 50	0 00	174.851 53	2.882 03	0 00
				7.393.865 96	0 00	8.240.691 88	655.106 48	191.719 44
<b>EXCHANGE TRADED FUNDS</b>								
11-17-2011	10-16-2013	500	S & P 500 DEPOSITARY RECEIPT	61.725 62		85.932 55		24.206 93
11-17-2011	01-31-2014	1.500	S & P 500 DEPOSITARY RECEIPT	185.176 87		267.709 89		82.533 03
				246.902 49	0 00	353.642 44	0 00	106.739 95
08-13-2013	03-21-2014	10.000	VANGUARD FTSE DEVELOPED MARKETS ETF	384.619 33		404.591 05	19.971 72	
				631.521 82	0 00	758.233 49	19.971 72	106.739 95
<b>EQUITY FUNDS</b>								
05-29-2013	04-01-2014	34.584 980	STONE RIDGE US VARIANCE RISK PREMIUM FUND	350.035 00		363.458 14	13.423 14	
				350.035 00	0 00	363.458 14	13.423 14	0 00
<b>FOREIGN STOCK</b>								
02-06-2013	08-15-2013	1.500	CHECK POINT SOFTWARE TECHNOLOGIES	76.726 61		85.190 96	8.464 35	
02-06-2013	08-26-2013	500	CHECK POINT SOFTWARE TECHNOLOGIES	25.575 54		28.466 39	2.890 85	

# A. MONTAG & ASSOCIATES

## REALIZED GAINS AND LOSSES

### FOX THEATRE, INC.

From 07-01-2013 Through 06-30-2014

Open Date	Close Date	Quantity	Security	Cost Basis	Amort or Accretion	Proceeds	Gain or Loss	
							Short Term	Long Term
04-29-2013	08-26-2013	1.000	CHECK POINT SOFTWARE TECHNOLOGIES	45,548.05		56,932.77	11,384.72	
				147,850.20	0.00	170,590.12	22,739.92	0.00
07-17-2013	12-20-2013	2.000	ROYAL DUTCH SHELL PLC	134,736.75		139,101.82	4,365.07	
06-10-2013	03-05-2014	7.000	TALISMAN ENERGY INC COM	81,551.00		70,936.44	-10,614.56	
06-27-2013	03-05-2014	1.000	TALISMAN ENERGY INC COM	11,487.95		10,133.78	-1,354.17	
06-28-2013	03-05-2014	3.000	TALISMAN ENERGY INC COM	34,512.95		30,401.33	-4,111.62	
11-14-2013	03-05-2014	2.000	TALISMAN ENERGY INC COM	24,430.35		20,267.55	-4,162.80	
				151,982.25	0.00	131,739.10	-20,243.15	0.00
01-05-2011	07-29-2013	2.500	WILLIS GROUP HOLDINGS PLC	87,260.23		106,699.94		19,439.72
01-05-2011	12-18-2013	400	WILLIS GROUP HOLDINGS PLC	13,961.64		17,666.34		3,704.70
08-15-2011	12-18-2013	2.100	WILLIS GROUP HOLDINGS PLC	77,992.25		92,748.28		14,756.03
				179,214.11	0.00	217,114.56	0.00	37,900.45
				613,783.31	0.00	658,545.60	6,861.84	37,900.45
TOTAL GAINS							797,617.81	351,821.18
TOTAL LOSSES							-73,303.79	-36,060.24
TOTAL REALIZED GAIN LOSS			1,040,074.96					