

**ATLANTA HISTORICAL SOCIETY, INC.
AND SUBSIDIARY**

**CONSOLIDATED FINANCIAL STATEMENTS
YEARS ENDED JUNE 30, 2013 AND 2012**

**with
INDEPENDENT AUDITORS' REPORT**

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INDEPENDENT AUDITORS' REPORT

Board of Trustees of Atlanta Historical Society, Inc.

We have audited the accompanying consolidated financial statements of Atlanta Historical Society, Inc. and Subsidiary (the "Organization") (a not-for-profit organization), which comprise the consolidated statement of financial position as of June 30, 2013 and 2012, and the related consolidated statements of activities and changes in net assets and cash flows for the years then ended, and the related notes to the consolidated financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America ("GAAP"); this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

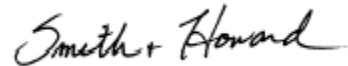
Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Organization's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Organization's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Atlanta Historical Society, Inc. and Subsidiary as of June 30, 2013 and 2012, and the consolidated changes in net assets and cash flows for the years then ended in conformity with GAAP.

A handwritten signature in cursive script that reads "Smith + Howard".

November 5, 2013

**ATLANTA HISTORICAL SOCIETY, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
JUNE 30, 2013 AND 2012**

ASSETS

	<u>2013</u>	<u>2012</u>
Cash and cash equivalents	\$ 2,551,087	\$ 1,176,848
Investments	63,313,423	58,176,386
Pledges receivable, net	1,784,172	1,719,745
Other receivables	100,062	93,818
Merchandise inventory	159,012	151,254
Property and equipment, net	25,647,456	25,925,750
Other assets	<u>7,837,660</u>	<u>7,540,875</u>
 Total Assets	 <u>\$ 101,392,872</u>	 <u>\$ 94,784,676</u>

LIABILITIES AND NET ASSETS

Financing agreements	\$ 5,682,874	\$ 5,932,593
Accounts payable and accrued expenses	271,694	194,590
Interest rate swap liability	281,008	391,164
Deferred dues and other revenue	<u>622,894</u>	<u>481,172</u>
 Total Liabilities	 <u>6,858,470</u>	 <u>6,999,519</u>
 Net assets		
Unrestricted	62,971,302	59,651,571
Temporarily restricted	14,140,090	10,981,172
Permanently restricted	<u>17,423,010</u>	<u>17,152,414</u>
 Total Net Assets	 <u>94,534,402</u>	 <u>87,785,157</u>
	 <u>\$ 101,392,872</u>	 <u>\$ 94,784,676</u>

The accompanying notes are an integral part of these consolidated financial statements.

ATLANTA HISTORICAL SOCIETY, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS
YEARS ENDED JUNE 30, 2013 AND 2012

	2013			Total All Funds
	Unrestricted	Temporarily Restricted	Permanently Restricted	
Revenue, gains and other support:				
Contributions	\$ 1,866,523	\$ 3,471,660	\$ -	\$ 5,338,183
Grants	123,207	212,500	-	335,707
Admissions	960,672	-	-	960,672
Membership dues	339,564	-	-	339,564
Program service fees	107,523	31,490	-	139,013
Merchandise sales	1,013,581	4,719	-	1,018,300
Rental income	809,887	-	-	809,887
Investment income (loss)	6,070,506	2,231,390	-	8,301,896
Net assets released from restrictions	2,792,841	(2,792,841)	-	-
Changes in irrevocable beneficial interest trusts	-	-	270,596	270,596
	<u>14,084,304</u>	<u>3,158,918</u>	<u>270,596</u>	<u>17,513,818</u>
Total revenue, gains and other support				
Expenses and other losses:				
Expenses:				
Program services:				
Library, archival, museum and horticultural collections	1,420,411	-	-	1,420,411
Programs, education and interpretation	1,114,414	-	-	1,114,414
Facility and security services	3,726,985	-	-	3,726,985
Auxiliary services	1,363,152	-	-	1,363,152
	<u>7,624,962</u>	<u>-</u>	<u>-</u>	<u>7,624,962</u>
Total program services				
Support services:				
Administration	2,027,964	-	-	2,027,964
Development	489,692	-	-	489,692
Communications	732,111	-	-	732,111
	<u>3,249,767</u>	<u>-</u>	<u>-</u>	<u>3,249,767</u>
Total support services				
Total expenses	10,874,729	-	-	10,874,729
Other (gains) losses:				
(Gain) loss on interest rate swap	(110,156)	-	-	(110,156)
Gain on disposal of property and equipment	-	-	-	-
	<u>(110,156)</u>	<u>-</u>	<u>-</u>	<u>(110,156)</u>
Total other (gains) losses				
Total expenses and other (gains) losses	10,764,573	-	-	10,764,573
Increase (decrease) in net assets	3,319,731	3,158,918	270,596	6,749,245
Net assets:				
Beginning of year	59,651,571	10,981,172	17,152,414	87,785,157
End of year	<u>\$ 62,971,302</u>	<u>\$ 14,140,090</u>	<u>\$ 17,423,010</u>	<u>\$ 94,534,402</u>

The accompanying notes are an integral part of these consolidated financial statements.

2012

<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total All Funds</u>
\$ 1,302,760	\$ 1,247,233	\$ -	\$ 2,549,993
71,454	187,621	-	259,075
963,698	-	-	963,698
318,622	-	-	318,622
94,487	2,152	-	96,639
1,100,804	1,950	-	1,102,754
710,909	-	-	710,909
(1,323,518)	(140,067)	-	(1,463,585)
2,427,319	(2,427,319)	-	-
-	-	(242,423)	(242,423)
5,666,535	(1,128,430)	(242,423)	4,295,682
1,582,942	-	-	1,582,942
749,238	-	-	749,238
3,651,887	-	-	3,651,887
1,054,515	-	-	1,054,515
7,038,582	-	-	7,038,582
1,889,669	-	-	1,889,669
499,622	-	-	499,622
789,247	-	-	789,247
3,178,538	-	-	3,178,538
10,217,120	-	-	10,217,120
220,737	-	-	220,737
(90,434)	-	-	(90,434)
130,303	-	-	130,303
10,347,423	-	-	10,347,423
(4,680,888)	(1,128,430)	(242,423)	(6,051,741)
64,332,459	12,109,602	17,394,837	93,836,898
\$ 59,651,571	\$ 10,981,172	\$ 17,152,414	\$ 87,785,157

ATLANTA HISTORICAL SOCIETY, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF CASH FLOWS
YEARS ENDED JUNE 30, 2013 AND 2012

	<u>2013</u>	<u>2012</u>
Cash flows from operating activities:		
Increase (decrease) in net assets	\$ 6,749,245	\$ (6,051,741)
Adjustments to reconcile increase (decrease) in net assets to net cash required by operating activities		
Depreciation	1,057,177	1,061,316
Capital campaign contributions	(2,915,138)	(544,735)
Donated property and equipment	(100,000)	-
Gain on disposal of property and equipment	-	(90,434)
Estimated fair value of donated investments	(90,408)	(25,388)
Net realized and unrealized (gains) losses on investments	(6,896,566)	2,509,859
(Gain) loss on interest rate swap	(110,156)	220,737
Change in irrevocable beneficial interest trusts	(270,596)	242,423
Changes in operating assets and liabilities:		
Pledges receivable	(64,427)	(406,933)
Other receivables	(6,244)	12,354
Merchandise inventory	(7,758)	14,959
Other assets, net of change in irrevocable beneficial interest trusts	(26,189)	(175,732)
Accounts payable and accrued expenses	77,104	(61,209)
Deferred dues and other revenue	<u>141,722</u>	<u>(4,326)</u>
Net cash required by operating activities	<u>(2,462,234)</u>	<u>(3,298,850)</u>
Cash flows from investing activities:		
Acquisition of property and equipment	(678,883)	(227,157)
Proceeds from sale of property and equipment	-	345,000
Net proceeds from sales of investments	<u>1,849,937</u>	<u>2,439,021</u>
Net cash provided by investing activities	<u>1,171,054</u>	<u>2,556,864</u>
Cash flows from financing activities:		
Proceeds from capital campaign contributions	2,915,138	544,735
Net repayments under financing agreements	<u>(249,719)</u>	<u>(242,561)</u>
Net cash provided by financing activities	<u>2,665,419</u>	<u>302,174</u>

(Continued)

The accompanying notes are an integral part of these consolidated financial statements.

**ATLANTA HISTORICAL SOCIETY, INC. AND SUBSIDIARY
CONSOLIDATED STATEMENT OF CASH FLOWS
YEARS ENDED JUNE 30, 2013 AND 2012**

	<u>2013</u>	<u>2012</u>
(Continued)		
Net increase (decrease) in cash and cash equivalents	1,374,239	(439,812)
Cash and cash equivalents at beginning of year	<u>1,176,848</u>	<u>1,616,660</u>
Cash and cash equivalents at end of year	<u>\$ 2,551,087</u>	<u>\$ 1,176,848</u>
 Supplemental Disclosure of Cash Flow Information		
Cash paid during the year for interest	<u>\$ 179,724</u>	<u>\$ 275,136</u>

The accompanying notes are an integral part of these consolidated financial statements.

ATLANTA HISTORICAL SOCIETY, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2013 AND 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Atlanta Historical Society, Inc. (the "Society") and its wholly owned subsidiary, MMH/AHS, LLC (the "Subsidiary"). The accounts of the Subsidiary include all the activities of MMH/AHS, LLC from August 1, 2004, the date of its contribution to the Society. All significant interorganization accounts and transactions have been eliminated in consolidation. The Society and the Subsidiary are together referred to herein as the Organization.

Basis of Accounting

The Organization follows accounting standards set by the Financial Accounting Standards Board ("FASB"). The FASB sets accounting principles generally accepted in the United States of America ("GAAP").

Nature of Business

The Society through its collections, facilities, programs, exhibitions, and publications preserves and interprets historical subjects pertaining to Atlanta and its environs and of interest to Atlanta's diverse audiences.

The Atlanta History Center includes five signature exhibitions and three changing exhibition galleries in the Atlanta History Museum, two historic houses, archives/special libraries and 33 acres of gardens. The Atlanta History Center offers historical perspectives integrating history, education and life-enrichment programs through lecture series, seminars and tours. Admission and program service fees are received for certain of these activities. Auxiliary operations maintained by the Society include a museum store and facility rentals. Additional sources of revenue include contributions and grants from governmental agencies and private donors and membership dues from Society members.

The Subsidiary operates a third historic property, the Margaret Mitchell House. The Margaret Mitchell House, located in Midtown Atlanta, is a two-acre campus featuring the apartment where Margaret Mitchell wrote her Pulitzer Prize-winning novel *Gone with the Wind*, a visitors' center and exhibition gallery; a *Gone With the Wind* movie museum; and a museum shop. In addition, the Margaret Mitchell House is the home of the Literary Center at the Margaret Mitchell House which preserves the legacy of Margaret Mitchell through regular literary events, creative writing classes for adults and youth, and community initiatives that engage younger generations in the process of writing, reading and reciting literature.

**ATLANTA HISTORICAL SOCIETY, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2013 AND 2012**

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Presentation

To ensure observance of limitations and restrictions placed on the use of resources available to the Organization, the resources are classified for accounting and reporting purposes into categories established according to their nature and purpose. The assets, liabilities and net assets of the Organization are reported in three self-balancing categories as follows:

- Unrestricted net assets are resources that are neither permanently nor temporarily restricted by donor-imposed stipulations. The only limits on unrestricted net assets are those resulting from the nature of the Organization and its purposes.
- Temporarily restricted net assets are resources that are used by the Organization and limited by donor-imposed restrictions that either expire by the passage of time or can be removed by actions of the Organization (see Note 7).
- Permanently restricted net assets are resources that are used by the Organization and limited by donor-imposed stipulations that neither expire by the passage of time nor can be removed by actions of the Organization (see Note 8). Permanently restricted net assets are adjusted for unrealized gains and losses on permanently restricted investments; interest, dividends and realized gains and losses are recognized as temporarily restricted or unrestricted investment income, depending on donor-imposed restrictions.

Cash and Cash Equivalents

The Organization considers all highly liquid investments, except for those held for long-term investment, with maturities of three months or less when purchased to be cash equivalents.

Endowment Fund

FASB requires the following consolidated financial statement disclosure for the Organization for the years ended June 30, 2013 and 2012.

- Classification of net assets

Endowment funds are used to account for investments in which the principal is temporarily or permanently restricted or Board-designated for a specific purpose.

ATLANTA HISTORICAL SOCIETY, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2013 AND 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Endowment Fund (Continued)

- Interpretation of Relevant Law

The Organization has interpreted the Uniform Prudent Management of Institutional Funds Act (UPMIFA) as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Organization classifies as permanently restricted net assets (a) the original value of gifts donated to the permanent endowment, (b) the original value of subsequent gifts to the permanent endowment, and (c) accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund.

The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the Organization in a manner consistent with the standard of prudence prescribed by UPMIFA. In accordance with UPMIFA, the Organization considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

- (1) The duration and preservation of the fund.
- (2) The purposes of the Organization and the donor-restricted endowment fund.
- (3) General economic conditions.
- (4) The possible effect of inflation and deflation.
- (5) The expected total return from income and the appreciation of investments.
- (6) Other resources of the Organization.
- (7) The investment policies of the Organization.

ATLANTA HISTORICAL SOCIETY, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2013 AND 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Endowment Fund (Continued)

- Return Objectives and Risk Parameters

The Organization has adopted investment and spending policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by its endowment while seeking to maintain the purchasing power of the endowment assets. Endowment assets include those assets of donor-restricted funds that the Organization must hold in perpetuity or for a donor-specified period(s) as well as board-designated funds. Under this policy, as approved by the Organization, the endowment assets are invested in a manner to attain an average annual real total return, net of investment management fees, of at least 5% over the long term. The annual real return should equal or exceed the spending rate indicated in the Organization's spending policy described below. Actual returns in any given year may vary from this amount.

- Strategies Employed for Achieving Objectives

To satisfy its long-term rate-of-return objectives, the Organization relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The Organization targets a diversified asset allocation to achieve its long-term return objectives within prudent risk constraints.

- Spending Policy

The Organization has a spending policy approved by the Organization's Board of Trustees that is designed to ensure that the real value of both the funds and of the spending stream is maintained over time. To this end, spending for each fiscal year will be increased by an amount equal to the previous calendar year's rate of Consumer Price Inflation (CPI), plus one percent. In the event this amount exceeds 6% of the market value of the fund as of December 31 of the previous calendar year, spending will be limited to this latter amount.

ATLANTA HISTORICAL SOCIETY, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2013 AND 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Endowment Fund (Continued)

Changes in endowment net assets for the years ended June 30, 2013 and 2012 are as follows:

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Permanently Restricted</u>	<u>Total</u>
Endowment net assets, June 30, 2011	\$ 42,515,455	\$10,435,386	\$ 10,149,037	\$ 63,099,878
Cash contributions	358,307	123,174	-	481,481
Investment fees	(165,000)	(52,106)	-	(217,106)
Investment return:				
Income	555,283	175,353	-	730,636
Net depreciation	(1,907,493)	(602,366)	-	(2,509,859)
Used in operations	<u>(1,171,467)</u>	<u>(2,237,177)</u>	<u>-</u>	<u>(3,408,644)</u>
Endowment net assets, June 30, 2012	40,185,085	7,842,264	10,149,037	58,176,386
Cash contributions	10,000	31,280	-	41,280
Investment fees	(174,993)	(55,261)	-	(230,254)
Investment return:				
Income	821,776	264,240	-	1,086,016
Net appreciation	5,218,551	1,678,015	-	6,896,566
Used in operations	<u>(2,018,995)</u>	<u>(637,576)</u>	<u>-</u>	<u>(2,656,571)</u>
Endowment net assets, June 30, 2013	<u>\$ 44,041,424</u>	<u>\$ 9,122,962</u>	<u>\$ 10,149,037</u>	<u>\$ 63,313,423</u>

Concentration of Credit Risk

The Organization's financial instruments that are exposed to concentrations of credit risk consist primarily of cash and cash equivalents, investments and pledges receivable. At times, cash and cash equivalent balances exceed federally insured amounts. The Organization believes it reduces risks associated with balances in excess of federally insured amounts by maintaining its cash with major financial institutions with sound financial standing. If liquidity issues arise in the global credit and capital markets, it is at least reasonably possible that these changes in risks could materially affect the amounts reported in the accompanying consolidated financial statements. Management continually monitors receivable balances and believes that its exposure to credit risk is limited. Investment securities are exposed to various risks, such as interest rate risk, market risk and credit risk.

ATLANTA HISTORICAL SOCIETY, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2013 AND 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Investments

Investments are carried at fair value. The investment return of the Organization includes interest and dividends and realized and unrealized gains and losses. Investment income (interest and dividends) and gains and losses on investments carried at fair value are recorded as increases or decreases in unrestricted net assets unless their use is temporarily or permanently restricted by explicit donor stipulations or by law. Income is recognized from interest and dividends as earned.

The Organization maintains master investment accounts for its endowment net assets. Investment income and gains and losses are allocated annually to the individual net assets based on the relationship of the fair value of each fund to the total fair value of the master investment accounts, as adjusted for additions to or deductions from the individual net assets.

Fair Values Measured on Recurring Basis

The FASB issued a pronouncement on fair value measurement defining fair value, establishing a framework for measuring fair value and expanding disclosures about fair value measurements. The statement, when adopted by the Organization, did not have any impact on the Organization's consolidated financial statements.

FASB establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs in which little or no market data exists (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Basis of Fair Value Measurement

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;

Level 2 - Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly;

Level 3 - Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

ATLANTA HISTORICAL SOCIETY, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2013 AND 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of Fair Value Measurement (Continued)

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Total net assets (liabilities) at fair value classified within Level 3 were \$14,452,794 and \$13,644,641, as of June 30, 2013 and 2012, respectively; which consists of a hedge fund investment, limited liability partnership, irrevocable beneficial interest trusts and interest rate swap liability. Such amounts were 14% of total assets as of June 30, 2013 and 2012. The table below represents fair value measurement hierarchy of the Organization's net assets (liabilities) at fair value as of June 30:

		<u>2013</u>		
	<u>Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>
Temporary cash	\$ 644,286	\$ 644,286	\$ -	\$ -
Common stocks - domestic	18,975,288	18,975,288	-	-
Fixed income mutual fund	13,823,301	13,823,301	-	-
Mutual fund	5,403,586	5,403,586	-	-
International equities	16,198,016	-	14,910,883	1,287,133
Alternative investment	6,172,697	-	-	6,172,697
Commodities	1,775,571	-	1,775,571	-
Certificate of deposit	320,678	320,678	-	-
Irrevocable beneficial interest trusts	7,273,973	-	-	7,273,973
Interest rate swap liability	<u>(281,008)</u>	<u>-</u>	<u>-</u>	<u>(281,008)</u>
	<u>\$ 70,306,388</u>	<u>\$ 39,167,139</u>	<u>\$ 16,686,454</u>	<u>\$ 14,452,795</u>

**ATLANTA HISTORICAL SOCIETY, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2013 AND 2012**

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Basis of Fair Value Measurement (Continued)

		<u>2012</u>			
	<u>Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	
Temporary cash	\$ 1,125,556	\$ 1,125,556	\$ -	\$ -	
Common stocks - domestic	18,204,711	18,204,711	-	-	
Fixed income mutual fund	12,925,498	12,925,498	-	-	
Mutual fund	4,779,356	4,779,356	-	-	
International equities	12,965,223	-	11,758,641	1,206,582	
Alternative investment	5,825,846	-	-	5,825,846	
Commodities	2,029,518	-	2,029,518	-	
Certificate of deposit	320,678	320,678	-	-	
Irrevocable beneficial interest trusts	7,003,377	-	-	7,003,377	
Interest rate swap liability	(391,164)	-	-	(391,164)	
	<u>\$ 64,788,599</u>	<u>\$ 37,355,799</u>	<u>\$ 13,788,159</u>	<u>\$ 13,644,641</u>	

Fair values for investments are determined by reference to quoted market prices, market transactions and other relevant information.

Level 3 Measurements

Irrevocable Benefit Interest Trust

Fair value for the irrevocable benefit interest trust is measured using the fair value of the assets held in the trust as reported by the trustee as of June 30, 2013. The Organization considers the measurement of its beneficial interest in the trust to be a Level 3 measurement within the fair value hierarchy because even though that measurement is based on the unadjusted fair values of the trust assets reported by the trustee, the Organization does not have the ability to direct the trustee to value or redeem them.

**ATLANTA HISTORICAL SOCIETY, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2013 AND 2012**

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Level 3 Measurements (Continued)

Interest Rate Swap

The interest rate swap dealer determines fair values for the interest rate swap liability by constructing mid-market forward curves with available market data from external and internal sources. Once constructed, the mid-market forward curves generate a nominal amount for each of a transaction's expected future payments. The interest rate swap dealer discounts those expected future payments at the respective zero rate, and the sum of all discounted payments equals fair value of the interest rate swap. The interest rate swap dealer does not account for nonperformance risk in their determination of the fair value. Management of the Organization finds this risk to be negligible.

The following is a summary of key inputs used to determine the fair value for the interest rate swap agreement as of June 30, 2013:

	Variable Rate <u>Curve</u>	<u>Fixed Rate</u>	<u>Discount Rate</u>
Interest Rate Swap Agreement	LIBOR	2.72%	Avg of LIBOR curve

Alternative Investment

The Organization has an investment in a fund of funds which invests in a series of investment strategies. The investment company's objective is to seek capital appreciation through investing in certain private investment funds. The fair values of the investment have been determined using the net asset value per share of the funds.

International Equities

This Organization has an investment in a private equity fund that invests primarily in publicly traded equity securities of issuers in selected East Asian countries. These investments are in the form of limited partnership agreements and therefore cannot be redeemed with the funds. Rather, liquidation of the investments results in distributions from the funds to the limited partners. The fair value of the investments has been determined using the following technique and inputs:

**ATLANTA HISTORICAL SOCIETY, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2013 AND 2012**

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Level 3 Measurements (Continued)

<u>Instrument</u>	<u>Fair Value</u>	<u>Principal Valuation Technique</u>	<u>Significant Inputs</u>	<u>Weighted Average</u>
Investment in Limited Liability Company	\$1,287,133	Adjusted members' capital	Value based on financial position of the company	N/A

The table below sets forth a summary of changes in the fair value of the Organization's Level 3 assets for the years ended June 30, 2013 and 2012:

Balance, July 1, 2011	\$ 14,939,679
Market losses and changes in fair value	(1,652,603)
Proceeds from sale of investments	(2,460,425)
Purchases and transfers of investments	<u>2,817,990</u>
Balance, June 30, 2012	13,644,641
Market gains and changes in fair value	<u>808,154</u>
Balance, June 30, 2013	<u>\$ 14,452,795</u>

Merchandise Inventory

Merchandise inventory represents inventory in the museum store; such inventory is valued at the lower of cost or market, with cost determined using the specific identification method.

Property and Equipment

Property and equipment acquired or constructed with unrestricted operating or temporarily restricted resources are transferred to unrestricted net assets in the year the assets are placed in service. Purchased property and equipment is carried at cost. Costs associated with constructed property, primarily construction costs and related labor costs, are included in construction in process until the property is placed in service. Donated property and equipment are recorded at estimated fair value as of the date received.

ATLANTA HISTORICAL SOCIETY, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2013 AND 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Property and Equipment (Continued)

Costs associated with permanent exhibitions, including design, development, procurement and construction costs, are capitalized. Such costs do not include additions to collections. The Organization expenses the costs associated with nonpermanent exhibits the first time the exhibit is shown on public display. Nonpermanent exhibit costs incurred prior to public display are included in other assets.

Property and equipment are depreciated over their estimated useful lives using the straight-line method.

Impairment

Long-lived assets, such as property and equipment are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. When indicators of impairment are present, the Organization evaluates the carrying amount of such assets in relation to the operating performance and future estimated undiscounted net cash flows expected to be generated by the assets or underlying operations. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the fair value of the assets. The assessment of the recoverability of assets will be impacted if estimated future operating cash flows are not achieved. In the opinion of management, no long-lived assets were impaired as of June 30, 2013 and 2012.

Derivative Financial Instruments

The Organization accounts for derivative financial instruments in accordance with GAAP, which requires that all derivative instruments be recorded on the consolidated statements of financial position at their respective fair values.

The Organization uses an interest rate swap agreement in the management of interest rate risk and carries this derivative instrument on the consolidated statements of financial position at fair value. The interest rate swap agreement effectively fixes the interest rate on a portion of variable rate borrowings under the Organization's note payable (see Note 6). The initial fair value and subsequent changes in the fair value of the agreement are reported as a gain or loss in the accompanying consolidated statement of activities and changes in net assets.

ATLANTA HISTORICAL SOCIETY, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2013 AND 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Historical Collections

The Organization's historical buildings and collections are essential in enabling the Organization to fulfill its mission and purpose. The Organization's collections are made up of artifacts of historical significance and art objects that are held for educational, research and curatorial purposes. Each of the items is cataloged, preserved and cared for, and activities verifying their existence and assessing their condition are regularly performed.

The Organization carries its historical buildings and collections at no value. The cost of purchased historical buildings or collections is reported as an expense. Contributed historical buildings or collections are not valued. During 2013 and 2012, approximately \$26,000 and \$18,000 was charged to Organization, archival, museum, and horticultural collections for the purchase of historical collections, respectively.

Betterments and improvements to historical buildings are capitalized and carried at cost. Except for betterments and improvements to historical buildings, expenditures for restoration, stabilization and reconstruction are charged to expense when incurred.

Recognition of Revenue

Contributions and grants (including unconditional promises to give, i.e., pledges) are recognized as revenue in the year they are received or pledged, with allowances provided for pledges estimated to be uncollectible. Unconditional pledges that are expected to be collected within one year are recorded at net realizable value. Unconditional pledges that are expected to be collected in future years are recorded at the present value of the estimated future cash flows. The discounts on those amounts are computed using risk-free interest rates applicable to the years in which the promises are received. Conditional promises to give are not recognized until the conditions on which they depend are substantially met.

The Organization is the beneficiary of certain irrevocable beneficial interest trusts held and administered by others. Either fair value of the trusts, if known, or the present value of the estimated future cash receipts from the trusts is recognized as an asset (included in other assets on the accompanying consolidated statement of financial position) and contribution revenue in the appropriate class of net assets at the date such trusts are established. The carrying value of the assets is adjusted annually for changes in fair value of the trusts or changes in the estimates of future receipts. Distributions associated with such trusts are recognized as investment income when earned.

ATLANTA HISTORICAL SOCIETY, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2013 AND 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recognition of Revenue (Continued)

The Organization recognizes contributions and grants as restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor-imposed temporary restriction expires, temporarily restricted net assets are reclassified to unrestricted operating net assets and presented in the accompanying consolidated statements of activities and changes in net assets as net assets released from restrictions.

Except for contributions of historical buildings or collections, the Organization recognizes contributions of property and equipment as unrestricted support unless explicit donor stipulations specify how the donated assets must be used. Contributions of long-term assets with explicit restrictions that specify how the assets are to be used and contributions of cash or other assets that must be used to acquire long-term assets are recognized as restricted support. In the absence of explicit donor stipulations about how long those long-term assets must be maintained, the Organization reports expirations of donor-imposed restrictions when the donated or acquired long-term assets are placed in service.

The Organization receives grants from governmental agencies and private donors. Grants from governmental agencies primarily relate to the study and research of the museum and archival collection of the Organization.

Admissions revenue to tour the museum and other collections of the Organization is recognized upon the commencement of each tour. The Organization receives advance payments for membership dues, which are deferred and recognized ratably as revenue over the one-year period to which the dues relate. Sales from the museum stores are recognized when the goods are sold. Program service fees primarily relate to educational and family programs and lectures and are recorded as revenue at the time of the program or lecture. Rental income, which primarily relates to the rental of facilities at the museum, including a ballroom and restaurant for events and parties, is recorded as revenue at the time of the event. Management fees primarily relate to monthly fees collected for the storage and maintenance of collections in addition to expenses incurred relating to those collections such as compensation and utilities. Revenue is recognized as services are provided.

ATLANTA HISTORICAL SOCIETY, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2013 AND 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Donated Goods and Services

Donated goods, such as materials, equipment or other assets, are reported as contributions at their estimated fair values at the date of donation. Donated services that create or enhance non-financial assets or that require specialized skills, that are provided by individuals possessing those skills and that would typically need to be purchased if not provided by donation are recorded as contributions at their estimated fair values in the period the services are performed. These services totaled approximately \$208,000 in 2013 \$123,000 in 2012.

Functional Expenses

The costs of providing the various programs and other activities have been summarized on a functional basis in the accompanying consolidated statement of activities and changes in net assets. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

Fund-Raising Expenses

Fund-raising expenses are reflected as development expenses in the accompanying consolidated statement of activities and changes in net assets.

Advertising Costs

Advertising costs are expensed as incurred. Advertising costs totaled approximately \$228,000 in 2013 and \$146,000 in 2012.

Income Tax Status

The Subsidiary is treated as a partnership for federal and state income tax purposes. Since the Society is the sole member of the Subsidiary, all income, losses and tax credits from the Subsidiary's activities are reported on the Society's income tax returns.

ATLANTA HISTORICAL SOCIETY, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2013 AND 2012

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Income Tax Status (Continued)

The Society qualifies as a tax-exempt organization as described in Internal Revenue Code Section 501 (c) (3). Income from certain activities not directly related to the Organization's tax exempt purpose is subject to taxation as unrelated business income. In the opinion of management, the Society had no significant taxable unrelated business income during 2013 or 2012. Additionally, in the opinion of management, the activities of the Subsidiary are not subject to unrelated business taxable income. Accordingly, no provision or benefit for income taxes has been recorded in the accompanying consolidated financial statements.

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 years ending before June 30, 2010.

Use of Estimates

The Organization prepares its consolidated financial statements in accordance with GAAP. The preparation of consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results could differ from those estimates.

Reclassifications

Certain reclassifications have been made to the 2012 consolidated financial statements and footnotes to conform with the 2013 presentation.

**ATLANTA HISTORICAL SOCIETY, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2013 AND 2012**

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recent Accounting Pronouncement

In May 2011, the FASB issued ASU 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS. ASU 2011-04 amended ASC 820, Fair Value Measurements and Disclosures, to provide a consistent definition of fair value and improve the comparability of fair value measurements presented and disclosed in financial statements prepared in accordance with U.S. GAAP and IFRS. Some of the amendments clarify the application of existing fair value measurement and disclosure requirements, while other amendments change a particular principle or requirement for measuring fair value or disclosing information about fair value measurements. The amendments were to be applied prospectively and were effective for annual period beginning after December 15, 2011. The adoption of this requirement did not have a material impact on the Organization's consolidated financial statements.

Subsequent Event

Management has evaluated subsequent events through the date of this report, which is the date the consolidated financial statements were available to be issued.

NOTE 2 - INVESTMENTS

The components of investment income (loss) for 2013 and 2012 were as follows:

	<u>2013</u>	<u>2012</u>
Investment income, including income from beneficial interest trusts	\$ 1,405,330	\$ 1,046,274
Net realized and unrealized gains (losses) on investments	<u>6,896,566</u>	<u>(2,509,859)</u>
	<u>\$ 8,301,896</u>	<u>\$ (1,463,585)</u>

The investment income (loss) for fiscal 2013 and 2012 is included in unrestricted and temporarily restricted investment income in the accompanying consolidated statement of activities and changes in net assets. Such investment income also includes interest income, primarily associated with cash and cash equivalents.

**ATLANTA HISTORICAL SOCIETY, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2013 AND 2012**

NOTE 3 - PLEDGES RECEIVABLE

At June 30, pledges receivable were as follows:

	<u>2013</u>	<u>2012</u>
Capital improvements	\$ 1,758,826	\$ 1,596,597
Other	<u>96,119</u>	<u>192,956</u>
	1,854,945	1,789,553
Less discount for present value	<u>(70,773)</u>	<u>(69,808)</u>
	<u><u>\$ 1,784,172</u></u>	<u><u>\$ 1,719,745</u></u>

The estimated future cash flows are as follows for years ending June 30:

2014	\$ 1,378,612
2015	351,833
2016	71,333
2017	41,167
2018	<u>12,000</u>
	<u><u>\$ 1,854,945</u></u>

At June 30, 2013 and 2012, the allowance for uncollectible pledges was not significant.

At June 30, 2013 and 2012, pledges receivable were discounted to their present values using an interest rate of 3%.

Conditional Pledges

The Organization received the following conditional promises to give that are not recognized as assets in the consolidated statement of financial position:

	<u>2013</u>	<u>2012</u>
Conditional promises to give based on a certain amount of unconditional promises to give to the capital campaign or start of construction of the new museum project.	<u><u>\$ 8,500,000</u></u>	<u><u>\$ 7,500,000</u></u>

ATLANTA HISTORICAL SOCIETY, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2013 AND 2012

NOTE 4 - PROPERTY AND EQUIPMENT

Property and equipment consisted of the following at June 30:

	Life (in Years)	<u>2013</u>	<u>2012</u>
Land		\$ 3,630,565	\$ 3,630,565
Buildings and improvements	15 – 40	33,697,163	33,697,163
Grounds improvements	15	2,357,140	1,869,546
Furnishings and fixtures	10	382,018	382,018
Office furniture and equipment	7	189,905	189,905
Computer equipment	5 – 10	221,734	221,734
Other equipment	7	1,436,892	1,436,892
Vehicles	5	9,987	-
Permanent exhibitions	5 – 10	9,898,822	9,898,822
Construction in progress		<u>983,419</u>	<u>702,114</u>
		52,807,645	52,028,759
Less accumulated depreciation		<u>(27,160,189)</u>	<u>(26,103,009)</u>
		<u>\$ 25,647,456</u>	<u>\$ 25,925,750</u>

Construction in progress consisted of capital expenditures related to the development of the master site plan and renovation and improvement of the gardens and grounds.

Depreciation expense totaled \$1,057,177 and \$1,061,316 in 2013 and 2012, respectively.

NOTE 5 - OTHER ASSETS

Other assets were as follows at June 30:

	<u>2013</u>	<u>2012</u>
Irrevocable beneficial interest trusts	\$ 7,273,973	\$ 7,003,377
Prepaid and other	<u>563,687</u>	<u>537,498</u>
	<u>\$ 7,837,660</u>	<u>\$ 7,540,875</u>

ATLANTA HISTORICAL SOCIETY, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2013 AND 2012

NOTE 6 - FINANCING AGREEMENTS

The Organization entered into two line of credit agreements with a financial institution in the amounts of \$500,000 and \$800,000. The agreements carry interest at the rate of LIBOR plus 0.90%, an effective rate of 1.09% and 1.13% at June 30, 2013 and 2012, respectively, and are secured by certain investments of the Organization. Interest payments are due monthly and the unpaid principal is due at the end of the term of the agreements, which expire in February 2014. The outstanding borrowings at June 30, 2013 and 2012 totaled \$540,052 and \$689,771, respectively.

The Organization entered into a \$5,500,000 non-revolving master borrowing loan. The loan carries interest at LIBOR plus 0.90% (an effective rate of 1.09% at June 30, 2013). Interest and principal is due at the end of the term of the agreement, which expires in November 2015. The agreement requires a reduction of the principal amount during the term of the agreement. The outstanding principal balances shall not exceed \$5,300,000 on January 1, 2013 and the requirement is reduced by \$100,000 per year over the next 2 years. At June 30, 2013 and 2012, outstanding borrowings totaled \$5,142,822 and \$5,242,822, respectively.

Principal maturities on the loan at June 30 are as follows:

2014	\$ 100,000
2015	100,000
2016	<u>4,942,822</u>
	<u>\$ 5,142,822</u>

During 2011, the Organization entered into a new interest rate swap agreement, which converted \$5,275,287 of the \$5,500,000 non-revolving loan to a 2.72% fixed rate liability. The interest rate swap has a current notional principal amount of \$5,133,620 and matures in November 2015.

The Organization is subject to certain financial and non-financial covenants on all of its agreements. The Organization was in compliance with these covenants for the years ended June 30, 2013 and 2012.

**ATLANTA HISTORICAL SOCIETY, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2013 AND 2012**

NOTE 7 - TEMPORARILY RESTRICTED NET ASSETS

At June 30, 2013 and 2012, the components of temporarily restricted net assets were as follows:

	<u>2013</u>	<u>2012</u>
Capital improvements	\$ 13,276,201	\$ 9,849,709
Exhibits, research projects and special programs	<u>863,889</u>	<u>1,131,463</u>
	<u>\$ 14,140,090</u>	<u>\$ 10,981,172</u>

Net assets were released from donor restrictions during fiscal 2013 and 2012 by incurring expenses satisfying the purpose specified by donors as follows:

	<u>2013</u>	<u>2012</u>
Capital improvements	\$ 1,827,183	\$ 1,700,840
Exhibits, research projects and special programs	<u>965,658</u>	<u>726,479</u>
	<u>\$ 2,792,841</u>	<u>\$ 2,427,319</u>

NOTE 8 - PERMANENTLY RESTRICTED NET ASSETS

At June 30, 2013 and 2012, the components of permanently restricted net assets were as follows:

	<u>2013</u>	<u>2012</u>
General operating purposes	\$ 10,149,037	\$ 10,149,037
Irrevocable beneficial interest trusts	<u>7,273,973</u>	<u>7,003,377</u>
	<u>\$ 17,423,010</u>	<u>\$ 17,152,414</u>

NOTE 9 - RETIREMENT PLANS

The Organization has a contributory defined contribution retirement plan covering all full-time employees. The Organization reinstated the employer's contribution during 2013 and contributed to the plan a sum equivalent to 2% of each eligible employee's salary. All such contributions are fully vested in each participant's account when made. During 2013, employer contributions totaled \$50,559.

ATLANTA HISTORICAL SOCIETY, INC. AND SUBSIDIARY
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2013 AND 2012

NOTE 10 - COMMITMENTS

The Organization leases certain equipment under noncancelable operating agreements. The leases generally require the Organization to pay taxes, maintenance and insurance. Management expects that in the normal course of business, leases that expire will be renewed or replaced by other leases.

Future minimum rental payments required under operating leases with initial or remaining lease terms in excess of one year are as follows for years ending June 30:

2014	\$ 112,013
2015	107,425
2016	107,425
2017	107,425
2018	<u>89,521</u>
	<u>\$ 523,809</u>

Rent expense under all operating leases totaled approximately \$157,000 and \$165,000 in 2013 and 2012, respectively.

The Organization has entered into construction contracts for capital improvements. The Organization's remaining commitment for construction contracts entered into was not significant as of June 30, 2013. Additionally, the Organization contracts for certain maintenance and consulting services. The remaining commitments for these contracts totaled approximately \$3,862,000 and \$4,547,000 at June 30, 2013 and 2012 and will be paid out over the next 5 years when the contract expires.

NOTE 11 - RENTAL INCOME

The Organization has four agreements to lease commercial space. The lease agreements range from 5 to 10 years. One of the leases has a tenant improvement allowance of \$200,000, which is to be deducted from the base rent over the lease term. Future minimum rental income under the operating leases for years ending June 30 is as follows:

2014	\$ 125,860
2015	149,744
2016	147,329
2017	101,683
2018	102,554
Thereafter	<u>1,498,953</u>
	<u>\$ 2,126,123</u>