

INSTRUCTIONS FOR FILING
ATLANTA HISTORICAL SOCIETY, INC.
FORM 8879-EO - IRS E-FILE SIGNATURE AUTHORIZATION
FOR THE PERIOD ENDED JUNE 30, 2013

SIGNATURE...

THE ORIGINAL IRS E-FILE SIGNATURE AUTHORIZATION FORM SHOULD BE
SIGNED (USE FULL NAME) AND DATED BY THE TAXPAYER.

FILING...

RETURN YOUR SIGNED FORM 8879-EO TO:

SMITH & HOWARD, P.C.
271 17TH STREET, SUITE 1600
ATLANTA GA 30363

PAYMENT OF TAX...

NO PAYMENT OF TAX IS REQUIRED.

AN ADDITIONAL COPY OF THE RETURN SHOULD BE FILED WITH:

GEORGIA DEPARTMENT OF REVENUE
P.O. BOX 740395
ATLANTA, GA 30374-0395

FORM 8879-EO SERVES AS A REPLACEMENT FOR YOUR SIGNATURE THAT WOULD BE
AFFIXED TO FORM 990 IF YOU PAPER FILED YOUR RETURN.
PLEASE DO NOT SEPARATELY FILE FORM 990 WITH THE INTERNAL REVENUE
SERVICE. DOING SO WILL DELAY THE PROCESSING OF YOUR RETURN.

WE MUST RECEIVE YOUR SIGNED FORM BEFORE WE CAN ELECTRONICALLY
TRANSMIT YOUR RETURN WHICH IS DUE ON FEBRUARY 17, 2014. WE
WOULD APPRECIATE YOUR RETURNING THIS FORM AS SOON AS POSSIBLE
AS THIS WILL EXPEDITE THE PROCESSING OF YOUR RETURN. THE INTERNAL
REVENUE SERVICE WILL NOTIFY US WHEN YOUR RETURN IS ACCEPTED.
YOUR RETURN IS NOT CONSIDERED FILED UNTIL THE INTERNAL REVENUE
SERVICE CONFIRMS THEIR ACCEPTANCE, WHICH MAY OCCUR AFTER THE DUE
DATE OF YOUR RETURN.

INSTRUCTIONS FOR FILING
ATLANTA HISTORICAL SOCIETY, INC.
FORM 990T - EXEMPT ORGANIZATION BUSINESS RETURN
FOR THE PERIOD ENDED JUNE 30, 2013

SIGNATURE...

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

FILING...

THE SIGNED RETURN SHOULD BE FILED ON OR BEFORE MAY 15, 2014
WITH...

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

PAYMENT OF TAX...

NO PAYMENT OF TAX IS REQUIRED.

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

IRS e-file Signature Authorization for an Exempt Organization

For calendar year 2012, or fiscal year beginning 07/01, 2012, and ending 06/30, 20 13

2012

Department of the Treasury
Internal Revenue Service

▶ **Do not send to the IRS. Keep for your records.**

Name of exempt organization

Employer identification number

ATLANTA HISTORICAL SOCIETY, INC.

58-0566162

Name and title of officer

JEFF RUTLEDGE, VP OF FINANCE

Part I Type of Return and Return Information (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line 1a, 2a, 3a, 4a, or 5a, below, and the amount on that line for the return being filed with this form was blank, then leave line 1b, 2b, 3b, 4b, or 5b, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. Do not complete more than 1 line in Part I.

1a	Form 990 check here ▶	<input checked="" type="checkbox"/>	b	Total revenue, if any (Form 990, Part VIII, column (A), line 12) . . .	1b	<u>13283830.</u>
2a	Form 990-EZ check here ▶	<input type="checkbox"/>	b	Total revenue, if any (Form 990-EZ, line 9)	2b	_____
3a	Form 1120-POL check here ▶	<input type="checkbox"/>	b	Total tax (Form 1120-POL, line 22)	3b	_____
4a	Form 990-PF check here ▶	<input type="checkbox"/>	b	Tax based on investment income (Form 990-PF, Part VI, line 5),	4b	_____
5a	Form 8868 check here ▶	<input type="checkbox"/>	b	Balance Due (Form 8868, Part I, line 3c or Part II, line 8c)	5b	_____

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2012 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

I authorize SMITH & HOWARD, P.C. to enter my PIN 7 1 1 1 8 as my signature
ERO firm name Enter five numbers, but do not enter all zeros

on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶ _____

Date ▶ 02/05/2014

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

5 8 3 2 4 3 7 1 1 1 8
do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2012 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ _____

Date ▶ 02/05/2014

**ERO Must Retain This Form - See Instructions
Do Not Submit This Form To the IRS Unless Requested To Do So**

For Paperwork Reduction Act Notice, see back of form.

Form **8879-EO** (2012)

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

Department of the Treasury
Internal Revenue Service

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

A For the 2012 calendar year, or tax year beginning 07/01, 2012, and ending 06/30, 2013

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization ATLANTA HISTORICAL SOCIETY, INC.			D Employer identification number 58-0566162
	Doing Business As			E Telephone number (404) 814-4020
	Number and street (or P.O. box if mail is not delivered to street address)		Room/suite	G Gross receipts \$ 14,107,298.
	130 WEST PACES FERRY ROAD			
City or town, state or country, and ZIP + 4 ATLANTA, GA 30305			H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
F Name and address of principal officer: F. SHEFFIELD HALE 130 WEST PACES FERRY ROAD ATLANTA, GA 30305			H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	J Website: ▶ WWW.ATLANTAHISTORYCENTER.COM			H(c) Group exemption number ▶
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶	L Year of formation: 1927		M State of legal domicile: GA	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: THE ORGANIZATION'S PRIMARY PURPOSE IS TO COLLECT, PRESERVE, AND DISSEMINATE INFORMATION ABOUT ATLANTA, GEORGIA AND ITS ENVIRONS IN ORDER TO CONNECT PEOPLE, HISTORY, AND CULTURE.
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.
	3 Number of voting members of the governing body (Part VI, line 1a) 3 32.
	4 Number of independent voting members of the governing body (Part VI, line 1b) 4 32.
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a) 5 160.
	6 Total number of volunteers (estimate if necessary) 6 130.
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12 7a 955,141. b Net unrelated business taxable income from Form 990-T, line 34 7b -187,556.

		Prior Year	Current Year
Revenue	8 Contributions and grants (Part VIII, line 1h)	2,925,295.	5,641,328.
	9 Program service revenue (Part VIII, line 2g)	1,060,341.	1,099,685.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-596,750.	5,363,020.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,354,106.	1,179,797.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	4,742,992.	13,283,830.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0	0
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	4,142,317.	4,140,059.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	132,474.	94,849.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 558,674.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	5,280,381.	5,619,304.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	9,555,172.	9,854,212.
19 Revenue less expenses. Subtract line 18 from line 12	-4,812,180.	3,429,618.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 94,784,679.	End of Year 101,475,957.
	21 Total liabilities (Part X, line 26)	6,999,522.	6,941,555.
	22 Net assets or fund balances. Subtract line 21 from line 20.	87,785,157.	94,534,402.

Part II Signature Block

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

Sign Here	▶ Signature of officer	Date
	▶ Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name MARC AZAR	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00746804
	Firm's name ▶ SMITH & HOWARD, P.C.	EIN ▶ 58-1250486		Phone no. ▶ 404-874-6244	
	Firm's address ▶ 271 17TH STREET, SUITE 1600 ATLANTA, GA 30363				

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

For Paperwork Reduction Act Notice, see the separate instructions.

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

ATTACHMENT 1

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

[] Yes [X] 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 [X] No

[] Yes [X] 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: 900099) (Expenses \$ 5,404,723. including grants of \$) (Revenue \$ 2,437,852.)

ATTACHMENT 2

4b (Code: 900099) (Expenses \$ 1,114,414. including grants of \$) (Revenue \$ 316,592.)

THROUGHOUT THE YEAR, WE BRING HISTORY TO LIFE THROUGH LIVING HISTORY PROGRAMS, LECTURES WITH AWARD-WINNING AUTHORS, TODDLER PROGRAMS, HOMESCHOOL DAYS, SCHOOL TOURS, SUMMER CAMPS, MUSIC SERIES, ANNUAL FESTIVALS SUCH AS SHEEP TO SHAWL, AND MUCH MORE. OVER 40,000 SCHOOL CHILDREN ARE SERVED BY THE ATLANTA HISTORY CENTER ANNUALLY. THE CENTER FOR SOUTHERN LITERATURE AT THE MARGARET MITCHELL HOUSE & MUSEUM PRESENTS OVER 9 LITERARY LECTURES WITH AWARD-WINNING AUTHORS AND WRITING WORKSHOPS FOR CHILDREN AND ADULTS ARE AVAILABLE THROUGHOUT THE YEAR.

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

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

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

4e Total program service expenses 6,519,137.

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	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	X	
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI	X	
b Did the organization report an amount for investments-other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII	X	
c Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX	X	
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X	X	
12 a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14 a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions)	X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20 a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Form 990 questions and answers including: 1a Enter the number reported in Box 3 of Form 1096... 1b Enter the number of Forms W-2G... 1c Did the organization comply with backup withholding rules... 2a Enter the number of employees reported on Form W-3... 2b If at least one is reported on line 2a, did the organization file all required federal employment tax returns... 3a Did the organization have unrelated business gross income of \$1,000 or more during the year... 3b If "Yes," has it filed a Form 990-T for this year?... 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... 4b If "Yes," enter the name of the foreign country: BERMUDA... 5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?... 5b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?... 5c If "Yes" to line 5a or 5b, did the organization file Form 8886-T?... 6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?... 6b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?... 7 Organizations that may receive deductible contributions under section 170(c)... 7a 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?... 7b If "Yes," did the organization notify the donor of the value of the goods or services provided?... 7c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?... 7d If "Yes," indicate the number of Forms 8282 filed during the year... 7e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?... 7f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?... 7g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?... 7h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?... 8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?... 9 Sponsoring organizations maintaining donor advised funds... 9a Did the organization make any taxable distributions under section 4966?... 9b Did the organization make a distribution to a donor, donor advisor, or related person?... 10 Section 501(c)(7) organizations. Enter: 10a Initiation fees and capital contributions included on Part VIII, line 12... 10b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities... 11 Section 501(c)(12) organizations. Enter: 11a Gross income from members or shareholders... 11b Gross income from other sources... 12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?... 12b If "Yes," enter the amount of tax-exempt interest received or accrued during the year... 13 Section 501(c)(29) qualified nonprofit health insurance issuers... 13a Is the organization licensed to issue qualified health plans in more than one state?... 13b 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... 13c Enter the amount of reserves on hand... 14a Did the organization receive any payments for indoor tanning services during the tax year?... 14b If "Yes," has it filed a Form 720 to report these payments?...

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

Check if Schedule O contains a response to any question in this Part VI. [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include 1a (32), 1b (32), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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

Table with 3 columns: Question, Yes, No. Rows include 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 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 Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
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 RUTLEDGE 130 WEST PACES FERRY ROAD ATLANTA, GA 30305 404-814-4000

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) BARBARELLA DIAZ TRUSTEE	1.00	X					0	0	0	
(2) BEVERLY M DUBOSE TRUSTEE	1.00	X					0	0	0	
(3) CHARLES H BATTLE TRUSTEE	1.00	X					0	0	0	
(4) CHRIS SCHOEN TRUSTEE	1.00	X					0	0	0	
(5) CHRISPTOPHER WOMACK TRUSTEE	1.00	X					0	0	0	
(6) DAVID P LANIER TRUSTEE	1.00	X					0	0	0	
(7) DENISE CLEVELAND-LEGGETT TRUSTEE	1.00	X					0	0	0	
(8) ERNEST L GREER TRUSTEE	1.00	X					0	0	0	
(9) GREG BRONSTEIN TRUSTEE	1.00	X					0	0	0	
(10) J MICHAEL ROBINSON TRUSTEE	1.00	X					0	0	0	
(11) JACK S MARKWALTER TRUSTEE	1.00	X					0	0	0	
(12) JAMES EDWARD CUSHMAN JR TRUSTEE	1.00	X					0	0	0	
(13) JAMES HANNAN TRUSTEE	1.00	X					0	0	0	
(14) JAMIE MACLEAN TRUSTEE	1.00	X					0	0	0	

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) JENNY PRUITT ----- TRUSTEE	1.00	X						0	0	0
(16) JOCELYN JANINE HUNTER ----- TRUSTEE	1.00	X						0	0	0
(17) JOHN A FENTENER VAN VLISSINGEN ----- TRUSTEE	1.00	X						0	0	0
(18) JOHN ALLEN ----- TRUSTEE	1.00	X						0	0	0
(19) JOHN MONTAG ----- TRUSTEE	1.00	X						0	0	0
(20) JOHN P SPALDING ----- TRUSTEE	1.00	X						0	0	0
(21) KAREN PARKER ----- TRUSTEE	1.00	X						0	0	0
(22) LAURA MILES ----- TRUSTEE	1.00	X						0	0	0
(23) LILLIAN GIORNELLI ----- TRUSTEE	1.00	X						0	0	0
(24) M. MAXINE HICKS ----- TRUSTEE	1.00	X						0	0	0
(25) MARY KATHERINE GREENE ----- TRUSTEE	1.00	X						0	0	0
1b Sub-total								0	0	0
c Total from continuation sheets to Part VII, Section A								519,490.	0	39,980.
d Total (add lines 1b and 1c)								519,490.	0	39,980.

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

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
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>	X	
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>		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
ATTACHMENT 3		

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶** 5

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(26) MICHAEL A WOOCHEER TRUSTEE	1.00	X					0	0	0	
(27) MICHAEL FLOCK TRUSTEE	1.00	X					0	0	0	
(28) MICHAEL ROGERS TRUSTEE	1.00	X					0	0	0	
(29) PETER CORBIN MOISTER TRUSTEE	1.00	X					0	0	0	
(30) PHILLIP F MOONEY TRUSTEE	1.00	X					0	0	0	
(31) REINALDO PASCUAL TRUSTEE	1.00	X					0	0	0	
(32) RICHARD BRAND MORGAN TRUSTEE	1.00	X					0	0	0	
(33) SAM MASSELL TRUSTEE	1.00	X					0	0	0	
(34) SAMUAL G FRIEDMAN TRUSTEE	1.00	X					0	0	0	
(35) SHELLY GIBERSON TRUSTEE	1.00	X					0	0	0	
(36) SHIRLEY MITCHELL TRUSTEE	1.00	X					0	0	0	
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

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

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
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>	X	
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>		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation

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

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(37) SUSAN BELL ----- TRUSTEE	1.00	X					0	0	0	
(38) THOMAS S FRICKE ----- TRUSTEE	1.00	X					0	0	0	
(39) TOM ASHER ----- TRUSTEE	1.00	X					0	0	0	
(40) WILLIAM B PEARD ----- TRUSTEE	1.00	X					0	0	0	
(41) WILLIAM B SHEARER, JR ----- TRUSTEE	1.00	X					0	0	0	
(42) SALVATORE CILELLA ----- CEO/PRESIDENT	40.00			X			59,793.	0	2,790.	
(43) FRANK HALE ----- CEO/PRESIDENT	40.00			X			181,662.	0	13,214.	
(44) CASEY STEADMAN ----- COO	40.00			X			109,755.	0	8,182.	
(45) MICHAEL ROSE ----- EXECUTIVE VP	40.00			X			92,348.	0	7,631.	
(46) JEFF RUTLEDGE ----- VP - FINANCE	40.00			X			75,932.	0	8,163.	
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

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

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
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>	X	
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>		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation

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

Part VIII Statement of Revenue

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

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a					
	b Membership dues	1b	339,564.				
	c Fundraising events	1c	824,465.				
	d Related organizations	1d					
	e Government grants (contributions) . .	1e	145,900.				
	f All other contributions, gifts, grants, and similar amounts not included above .	1f	4,331,399.				
	g Noncash contributions included in lines 1a-1f: \$		201,367.				
	h Total. Add lines 1a-1f			5,641,328.			
	Program Service Revenue	Business Code					
2a <u>ADMISSIONS</u>			900099	960,672.	960,672.		
b <u>FEES FOR SEMINARS</u>			900099	139,013.	139,013.		
c _____							
d _____							
e _____							
f All other program service revenue							
g Total. Add lines 2a-2f				1,099,685.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts). <u>ATTACHMENT 4</u>			1,405,330.			1,405,330.
	4 Income from investment of tax-exempt bond proceeds . . .			0			
	5 Royalties			1,988.			1,988.
		(i) Real	(ii) Personal				
	6a Gross rents	812,848.	29,457.				
	b Less: rental expenses	46,405.					
	c Rental income or (loss)	766,443.	29,457.				
	d Net rental income or (loss)			795,900.		669,547.	126,353.
		(i) Securities	(ii) Other				
	7a Gross amount from sales of assets other than inventory	3,957,690.					
	b Less: cost or other basis and sales expenses						
	c Gain or (loss)	3,957,690.					
	d Net gain or (loss)			3,957,690.			3,957,690.
	8a Gross income from fundraising events (not including \$ <u>824,465.</u> of contributions reported on line 1c). See Part IV, line 18	a	<u>ATCH 5</u>	175,078.			
	b Less: direct expenses	b		439,648.			
c Net income or (loss) from fundraising events		<u>ATCH 6</u>		-264,570.		-264,570.	
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		832,420.				
b Less: cost of goods sold	b	<u>ATCH 7</u>	337,415.				
c Net income or (loss) from sales of inventory				495,005.	285,594.	209,411.	
Miscellaneous Revenue			Business Code				
11a <u>MANAGEMENT FEES</u>			541610	151,474.	151,474.		
b _____							
c _____							
d All other revenue							
e Total. Add lines 11a-11d				151,474.			
12 Total revenue. See instructions				13,283,830.	1,251,159.	955,141.	5,436,202.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	0			
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	0			
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0			
4 Benefits paid to or for members	0			
5 Compensation of current officers, directors, trustees, and key employees	598,218.	100,995.	497,223.	
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	2,919,655.	1,834,350.	771,320.	313,985.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	33,441.		33,441.	
9 Other employee benefits	346,294.	196,987.	115,201.	34,106.
10 Payroll taxes	242,451.	134,141.	86,472.	21,838.
11 Fees for services (non-employees):				
a Management	0			
b Legal	54,899.	17,255.	37,644.	
c Accounting	57,100.		57,100.	
d Lobbying	0			
e Professional fundraising services. See Part IV, line 17	94,849.			94,849.
f Investment management fees	230,254.		230,254.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	255,349.	129,585.	114,776.	10,988.
12 Advertising and promotion	228,305.	124,841.	103,464.	
13 Office expenses	574,757.	327,374.	214,869.	32,514.
14 Information technology	507,099.	251,742.	242,166.	13,191.
15 Royalties	121.	21.	100.	
16 Occupancy	2,018,057.	1,830,639.	187,418.	
17 Travel	26,619.	19,157.	7,445.	17.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19 Conferences, conventions, and meetings	31,060.	20,518.	9,880.	662.
20 Interest	70,615.	70,016.	599.	
21 Payments to affiliates	0			
22 Depreciation, depletion, and amortization	1,057,177.	1,057,177.		
23 Insurance	122,888.	115,873.	7,015.	
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 EXHIBITIONS AND COLLECTIONS -----	242,489.	241,377.	1,112.	
b PRINTING -----	78,600.	22,310.	38,669.	17,621.
c POSTAGE -----	38,430.	5,102.	16,756.	16,572.
d SUBSCRIPTIONS AND DUES -----	25,485.	19,677.	3,477.	2,331.
e All other expenses -----				
25 Total functional expenses. Add lines 1 through 24e	9,854,212.	6,519,137.	2,776,401.	558,674.
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)	0			

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	12,571.	1	0
	2 Savings and temporary cash investments	2,610,522.	2	3,599,137.
	3 Pledges and grants receivable, net	1,719,745.	3	1,784,172.
	4 Accounts receivable, net	93,818.	4	100,062.
	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	151,254.	8	159,012.
	9 Prepaid expenses and deferred charges	537,491.	9	563,688.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 52,807,645.		
	b Less: accumulated depreciation	10b 27,160,189.	25,925,750.	10c 25,647,456.
	11 Investments - publicly traded securities	ATCH 8 44,918,368.	11	54,888,628.
	12 Investments - other securities. See Part IV, line 11	11,811,784.	12	7,459,830.
	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	7,003,376.	15	7,273,972.
16 Total assets. Add lines 1 through 15 (must equal line 34)	94,784,679.	16	101,475,957.	
Liabilities	17 Accounts payable and accrued expenses	194,593.	17	271,694.
	18 Grants payable	0	18	0
	19 Deferred revenue	481,172.	19	622,894.
	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	5,932,593.	23	5,682,874.
	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	391,164.	25	364,093.
	26 Total liabilities. Add lines 17 through 25	6,999,522.	26	6,941,555.
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	59,651,571.	27	62,971,302.
	28 Temporarily restricted net assets	10,981,172.	28	14,140,090.
	29 Permanently restricted net assets	17,152,414.	29	17,423,010.
	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	87,785,157.	33	94,534,402.	
34 Total liabilities and net assets/fund balances	94,784,679.	34	101,475,957.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	13,283,830.
2	Total expenses (must equal Part IX, column (A), line 25)	2	9,854,212.
3	Revenue less expenses. Subtract line 2 from line 1	3	3,429,618.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	87,785,157.
5	Net unrealized gains (losses) on investments	5	3,209,472.
6	Donated services and use of facilities	6	0
7	Investment expenses	7	0
8	Prior period adjustments	8	0
9	Other changes in net assets or fund balances (explain in Schedule O)	9	110,155.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	94,534,402.

Part XII Financial Statements and Reporting

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

- 1** Accounting method used to prepare the Form 990: Cash Accrual 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:
 Separate basis Consolidated basis Both consolidated and separate basis
- b** Were the organization's financial statements audited by an independent accountant?
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- c** 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.
- 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?
- b** If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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.

Name of the organization ATLANTA HISTORICAL SOCIETY, INC.	Employer identification number 58-0566162
---	---

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

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

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3 % of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3 % of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)

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

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

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

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

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

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

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)	
(ii) A family member of a person described in (i) above?	11g(ii)	
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)	

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	3,509,755.	3,527,657.	3,501,610.	2,925,295.	5,641,328.	19,105,645.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 Total. Add lines 1 through 3.	3,509,755.	3,527,657.	3,501,610.	2,925,295.	5,641,328.	19,105,645.
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).						1,858,929.
6 Public support. Subtract line 5 from line 4.						17,246,716.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	3,509,755.	3,527,657.	3,501,610.	2,925,295.	5,641,328.	19,105,645.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,613,466.	2,082,715.	1,645,762.	1,192,581.	1,580,076.	9,114,600.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . ATCH 1	289.	21,392.				21,681.
11 Total support. Add lines 7 through 10						28,241,926.
12 Gross receipts from related activities, etc. (see instructions)					12	10,226,350.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	61.07 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	55.05 %
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here . The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10%-facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10%-facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here . Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Gross receipts from admissions, merchandise sold or services performed; 3 Gross receipts from activities that are not an unrelated trade or business; 4 Tax revenues levied for the organization's benefit; 5 The value of services or facilities furnished by a governmental unit; 6 Total; 7a Amounts included on lines 1, 2, and 3 received from disqualified persons; 7b Amounts included on lines 2 and 3 received from other than disqualified persons; 7c Add lines 7a and 7b; 8 Public support (Subtract line 7c from line 6).

Section B. Total Support

Table with 7 columns: (a) 2008, (b) 2009, (c) 2010, (d) 2011, (e) 2012, (f) Total. Rows include: 9 Amounts from line 6; 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 10b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975; 10c Add lines 10a and 10b; 11 Net income from unrelated business activities not included in line 10b; 12 Other income. Do not include gain or loss from the sale of capital assets; 13 Total support. (Add lines 9, 10c, 11, and 12.)

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here.

Section C. Computation of Public Support Percentage

Table with 3 columns: Description, 2012, 2011. Row 15: Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2011 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, 2012, 2011. Row 17: Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2011 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

19b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization.

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

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

ATTACHMENT 1

SCHEDULE A, PART II - OTHER INCOME

DESCRIPTION	2008	2009	2010	2011	2012	TOTAL
OTHER INCOME	289.	21,392.				21,681.
TOTALS	<u>289.</u>	<u>21,392.</u>				<u>21,681.</u>

Schedule of Contributors

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

2012

Name of the organization ATLANTA HISTORICAL SOCIETY, INC.	Employer identification number 58-0566162
---	---

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization ATLANTA HISTORICAL SOCIETY, INC.

Employer identification number

58-0566162

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	----- ----- -----	\$ 191,328.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	----- ----- -----	\$ 271,884.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	----- ----- -----	\$ 150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	----- ----- -----	\$ 700,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	----- ----- -----	\$ 500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	----- ----- -----	\$ 390,531.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization ATLANTA HISTORICAL SOCIETY, INC.

Employer identification number
58-0566162

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	----- ----- -----	\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	----- ----- -----	\$ 125,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	----- ----- -----	\$ 125,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	----- ----- -----	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	----- ----- -----	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization ATLANTA HISTORICAL SOCIETY, INC.

Employer identification number

58-0566162

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
11	BUILDING EQUIPMENT	\$ 100,000.	11/12/2012
---	-----	\$ -----	-----
---	-----	\$ -----	-----
---	-----	\$ -----	-----
---	-----	\$ -----	-----
---	-----	\$ -----	-----
---	-----	\$ -----	-----
---	-----	\$ -----	-----
---	-----	\$ -----	-----
---	-----	\$ -----	-----
---	-----	\$ -----	-----
---	-----	\$ -----	-----

Name of organization ATLANTA HISTORICAL SOCIETY, INC.	Employer identification number 58-0566162
---	--

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year.** Complete columns (a) through (e) and the following line entry.
 For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____
 Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
-----	----- ----- -----	----- ----- -----	----- ----- -----

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee
----- ----- -----	----- ----- -----

**SCHEDULE D
(Form 990)**

Supplemental Financial Statements

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

**▶ 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.**

Name of the organization ATLANTA HISTORICAL SOCIETY, INC.	Employer identification number 58-0566162
--	--

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

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?	<input type="checkbox"/> Yes <input type="checkbox"/> No	
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/> Yes <input type="checkbox"/> No	

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

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

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

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

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B) (i) and section 170(h)(4)(B)(ii)? Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

(ii) Assets included in Form 990, Part X ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ _____

b Assets included in Form 990, Part X ▶ \$ _____

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

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

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

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

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

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

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

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	58,176,386.	63,099,878.	54,720,406.	50,029,243.	60,992,842.
b Contributions	41,280.	481,481.	224,266.	439,315.	395,985.
c Net investment earnings, gains, and losses	7,982,582.	-1,777,925.	11,570,475.	7,403,351.	-8,054,402.
d Grants or scholarships					
e Other expenditures for facilities and programs	2,656,571.	3,408,644.	3,137,950.	2,888,785.	3,055,013.
f Administrative expenses	230,254.	218,404.	277,319.	262,718.	250,169.
g End of year balance	63,313,423.	58,176,386.	63,099,878.	54,720,406.	50,029,243.

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

- a Board designated or quasi-endowment 69.5610 %
- b Permanent endowment 16.0298 %
- c Temporarily restricted endowment 14.4092 %

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
- (ii) related organizations

	Yes	No
3a(i)	X	
3a(ii)		X
3b		

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		3,630,565.		3,630,565.
b Buildings		33,697,163.	14,266,046.	19,431,117.
c Leasehold improvements		2,457,140.	900,548.	1,556,592.
d Equipment		1,848,531.	1,833,832.	14,699.
e Other		11,174,246.	10,159,763.	1,014,483.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				25,647,456.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests	7,459,830.	ATTACHMENT 1
(3) Other _____		
(A) _____		
(B) _____		
(C) _____		
(D) _____		
(E) _____		
(F) _____		
(G) _____		
(H) _____		
(I) _____		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ▶	7,459,830.	

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ▶		

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

(a) Description	(b) Book value
(1) THORNTON TRUST	4,857,987.
(2) SCHUTZE TRUST	2,197,985.
(3) AIKEN TRUST	218,000.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶	7,273,972.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) INTEREST RATE SWAP	281,008.
(3) BANK OVERDRAFT	83,085.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	364,093.

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

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

1	Total revenue, gains, and other support per audited financial statements		1	17,513,818.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a	3,209,472.	
b	Donated services and use of facilities	2b	197,048.	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	823,468.	
e	Add lines 2a through 2d	2e		4,229,988.
3	Subtract line 2e from line 1		3	13,283,830.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5	13,283,830.

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

1	Total expenses and losses per audited financial statements		1	10,764,573.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a	197,048.	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	823,468.	
e	Add lines 2a through 2d	2e		1,020,516.
3	Subtract line 2e from line 1		3	9,744,057.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b	110,155.	
c	Add lines 4a and 4b	4c		110,155.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5	9,854,212.

Part XIII Supplemental Information

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

SEE PAGE 5

Part XIII Supplemental Information (continued)

HISTORICAL COLLECTIONS

FORM 990, SCHEDULE D, PART III, LINE 1A

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, RESERVED 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.

Part XIII Supplemental Information (continued)

DESCRIPTION OF THE ORGANIZATION'S COLLECTIONS

FORM 990, SCHEDULE D, PART III, LINE 4

THE ORGANIZATION'S PRIMARY PURPOSE IS TO COLLECT, PRESERVE, AND DISSEMINATE INFORMATION ABOUT ATLANTA, GEORGIA AND ITS ENVIRONS IN ORDER TO CONNECT PEOPLE, HISTORY, AND CULTURE. THE ATLANTA HISTORICAL 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.

INTENDED USES OF THE ORGANIZATION'S ENDOWMENT FUNDS

FORM 990, SCHEDULE D, PART V, LINE 4

THE ENDOWMENT FUNDS OF THE ATLANTA HISTORICAL SOCIETY ARE USED TO SUPPORT THE ANNUAL EXPENSE INCURRED TO ACHIEVE THE ORGANIZATION'S MISSION AND VISION AND TO FUND THE EXPENSES AND ACTIVITIES AS PROSCRIBED BY THE DONOR DESIGNATED RESTRICTIONS.

OTHER AMOUNTS INCLUDED ON LINE 1 BUT NOT ON FORM 990, PART VIII, LINE 12

FORM 990, SCHEDULE D, PART XII, LINE 2D

46,405 RENTAL EXPENSES

439,648 FUNDRAISING EXPENSES

337,415 COST OF GOODS SOLD

823,468

=====

Part XIII Supplemental Information (continued)

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

FORM 990, SCHEDULE D, PART XIII, LINE 2D

46,405 RENTAL EXPENSES

439,648 FUNDRAISING EXPENSES

337,415 COST OF GOODS SOLD

823,468

=====

FORM 990, SCHEDULE D, PART XIII, LINE 4B

\$110,155 GAIN ON INTEREST RATE SWAP

ASC-740-10 FOOTNOTE

FORM 990, SCHEDULE D, PART X, LINE 2

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.

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.

Part XIII Supplemental Information (continued)

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.

OTHER ADJUSTMENTS

FORM 990, SCHEDULE D, PART XII, LINE 4B

GAIN ON INTEREST RATE SWAP 110,155

ATTACHMENT 1SCHEDULE D, PART VII - INVESTMENTS - CLOSELY HELD EQUITY INTERESTS

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>COST OR FMV</u>
INTERNATIONAL EQUITIES	1,287,133.	FMV
ALTERNATIVE INVESTMENTS	6,172,697.	FMV
TOTALS	<u>7,459,830.</u>	

**SCHEDULE F
(Form 990)**

Statement of Activities Outside the United States

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization

Employer identification number

ATLANTA HISTORICAL SOCIETY, INC.

58-0566162

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

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

2 For grantmakers. Describe in Part V the organization's procedures for monitoring the use of its grants and other assistance outside the United States.

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
(1) CENTRAL AMERICA/CARIBBEAN			INVESTMENTS		
(2)					
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					

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

Schedule F (Form 990) 2012

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

1	(a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)
(1)									
(2)									
(3)									
(4)									
(5)									
(6)									
(7)									
(8)									
(9)									
(10)									
(11)									
(12)									
(13)									
(14)									
(15)									
(16)									

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

3 Enter total number of other organizations or entities. ▶ -----

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

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
(1)							
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							
(13)							
(14)							
(15)							
(16)							
(17)							
(18)							

Part IV Foreign Forms

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

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

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

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

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

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

Part V **Supplemental Information**

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

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

**Supplemental Information Regarding
Fundraising or Gaming Activities**

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

ATLANTA HISTORICAL SOCIETY, INC.

Employer identification number

58-0566162

Part I

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

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

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? **Yes** **No**

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 COXE CURRY & ASSOCIATES	STRATEGIC GUIDANCE		X		94,849.	
2						
3						
4						
5						
6						
7						
8						
9						
10						
Total					94,849.	

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

GA,

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		SWAN HOUSE BALL (event type)	MEMBERS GUILD (event type)	4. (total number)	(add col. (a) through col. (c))
Revenue	1 Gross receipts	656,586.	102,832.	240,125.	999,543.
	2 Less: Contributions	603,736.	51,082.	169,647.	824,465.
	3 Gross income (line 1 minus line 2)	52,850.	51,750.	70,478.	175,078.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages	66,031.	21,919.	67,036.	154,986.
	8 Entertainment	11,200.	850.	1,200.	13,250.
	9 Other direct expenses	174,585.	29,245.	67,582.	271,412.
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶				(439,648.)
	11 Net income summary. Combine line 3, column (d), and line 10 ▶				-264,570.

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

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

9 Enter the state(s) in which the organization operates gaming activities: _____

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," explain: _____

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

b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

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

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

Name ▶ _____

Address ▶ _____

- 15 a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.
- c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

- 17 Mandatory distributions:
 - a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
 - b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

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

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

ATLANTA HISTORICAL SOCIETY, INC.

Employer identification number

58-0566162

Part I Questions Regarding Compensation

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

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

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

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

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

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

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

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

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

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

- a** The organization? **5a** **5a**
- b** Any related organization? **5b** **5b**
- 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** **6a**
- b** Any related organization? **6b** **6b**
- 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** **7**

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** **8**

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

	Yes	No
1b		
2		
4a		<input checked="" type="checkbox"/>
4b		<input checked="" type="checkbox"/>
4c		<input checked="" type="checkbox"/>
5a		<input checked="" type="checkbox"/>
5b		<input checked="" type="checkbox"/>
6a		<input checked="" type="checkbox"/>
6b		<input checked="" type="checkbox"/>
7		<input checked="" type="checkbox"/>
8		<input checked="" type="checkbox"/>
9		<input checked="" type="checkbox"/>

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

Schedule J (Form 990) 2012

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
FRANK HALE 1 CEO/PRESIDENT	(i)	181,662.	0	0		13,752.	195,414.	
	(ii)	0	0	0				
2	(i)							
	(ii)							
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

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

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**
▶ **Attach to Form 990.**

OMB No. 1545-0047

2012

**Open To Public
Inspection**

Name of the organization

ATLANTA HISTORICAL SOCIETY, INC.

Employer identification number

58-0566162

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	15 .	90,408 .	FMV
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts	X	18 .	0	N/A
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (<u>ATCH 1</u>)		192 .	110,959 .	
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** 1 .

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

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

Schedule M (Form 990) (2012)

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

ORGANIZATION DID NOT REPORT REVENUES FOR A TYPE OF PROPERTY RECEIVED

FORM 990, SCHEDULE M, LINE 33

UNDER SFAS 116, THE ORGANIZATION DOES NOT REPORT REVENUES FOR ARTWORK AND

COLLECTIONS RECEIVED ON ITS FINANCIAL STATEMENTS AS REPORTED ON LINES 22

AND 25 OF SCHEDULE M.

NUMBER OF CONTRIBUTIONS

FORM 990, SCHEDULE M, PART I, COLUMN B

THE ORGANIZATION REPORTED THE NUMBER OF CONTRIBUTIONS RECEIVED.

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

ATTACHMENT 1

SCHEDULE M, PART I - OTHER NONCASH CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>(A) CHECK</u>	<u>(B) NUMBER OF CONTRIBUTIONS</u>	<u>(C) REVENUES REPORTED</u>	<u>(D) METHOD OF DETERMINING</u>
ARCHIVAL RECORDS	X	112.	0	N/A
REFERENCE MATERIALS	X	59.	0	N/A
AUCTION ITEMS	X	20.	10,959.	FMV
BUILDING MATERIALS	X	1.	100,000.	FMV
TOTALS		<u>192.</u>	<u>110,959.</u>	

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

ATLANTA HISTORICAL SOCIETY, INC.

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Employer identification number

58-0566162

FORM 990 REVIEW PROCESS

FORM 990, PART VI, LINE 11A

THE ATLANTA HISTORICAL SOCIETY WILL COMPLETE THE PREPARATION OF THE FORM 990 IN JANUARY. THIS COMPLETED FORM 990 WILL BE PROVIDED TO THE BOARD OF TRUSTEES VIA EMAIL AND WILL OCCUR PRIOR TO SUBMISSION OF THE FORM 990 TO THE IRS ON FEBRUARY 15TH.

MONITORING AND ENFORCING COMPLIANCE WITH CONFLICT OF INTEREST POLICY

FORM 990, PART VI, 12C

THE ATLANTA HISTORICAL SOCIETY REQUIRES ALL TRUSTEES COMPLETE A CONFLICT OF INTEREST QUESTIONNAIRE EACH YEAR PRIOR TO SEPTEMBER 1ST. THIS QUESTIONNAIRE IS FIRST REQUESTED AT THE LAST BOARD MEETING OF THE FISCAL YEAR WITH TWO SUBSEQUENT FOLLOW UP ELECTRONIC COMMUNICATIONS REQUESTING THE COMPLETED QUESTIONNAIRES. ANY QUESTIONNAIRES THAT INDICATE ANY CONFLICT OF INTEREST OR RELATED PARTY COMMENTS ARE REVIEWED BY THE AUDIT COMMITTEE OF THE BOARD OF TRUSTEES.

COMPENSATION DETERMINATION & REVIEW

FORM 990, PART VI, LINE 15

THE COMPENSATION COMMITTEE OF THE ATLANTA HISTORICAL SOCIETY BOARD OF TRUSTEES REVIEWS AND APPROVES THE COMPENSATION FOR CEO/PRESIDENT OF THE SOCIETY. THE COMPENSATION COMMITTEE RECEIVES A SUMMARY OF COMPENSATION PAID BY COMPARABLE ORGANIZATIONS LOCALLY, REGIONALLY, AND NATIONALLY UTILIZING MOST RECENTLY ACCESSIBLE FORM 990 RECORDS. THE COMPENSATION

Name of the organization ATLANTA HISTORICAL SOCIETY, INC.	Employer identification number 58-0566162
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COMMITTEE SUBMITS ANY COMPENSATION INSTRUCTIONS TO THE SOCIETY'S HUMAN RESOURCES DEPARTMENT FOR PROCESSING AND IMPLEMENTATION. COMPENSATION FOR ANY OTHER DISQUALIFIED INDIVIDUALS UTILIZES COMPENSATION DATA COLLECTED IN A SIMILAR FASHION TO THE CEO/PRESIDENT COMPENSATION SUMMARY AND IS ALSO APPROVED AND REVIEWED BY THE COMPENSATION COMMITTEE.

DOCUMENTS MADE AVAILABLE TO THE PUBLIC

FORM 990, PART VI, LINE 19

THE ATLANTA HISTORICAL SOCIETY MAKES ITS FORM 990 AND AUDITED FINANCIAL STATEMENTS AVAILABLE ON ITS OWN WEBSITE AT

[HTTP://WWW.ATLANTAHISTORYCENTER.COM/CMS/GOVERNANCE+AND+FINANCE/341.HTML](http://www.atlantahistorycenter.com/cms/governance+and+finance/341.html).

OTHER CHANGES IN NET ASSETS OR FUND BALANCES

FORM 990, PART XI, LINE 9

\$110,155 GAIN INTEREST RATE SWAP

ATTACHMENT 1

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

THE ORGANIZATION'S PRIMARY PURPOSE IS TO COLLECT, PRESERVE, AND DISSEMINATE INFORMATION ABOUT ATLANTA, GEORGIA AND ITS ENVIRONS IN ORDER TO CONNECT PEOPLE, HISTORY, AND CULTURE. THE ATLANTA HISTORICAL 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,

Name of the organization ATLANTA HISTORICAL SOCIETY, INC.	Employer identification number 58-0566162
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ATTACHMENT 1 (CONT'D)FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

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 EXHIBITIONS AND A VARIETY OF PROGRAMS. 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 THE MARGARET MITCHELL HOUSE AND MUSEUM. THE MARGARET MITCHELL HOUSE AND MUSEUM, LOCATED IN MIDTOWN ATLANTA, INCLUDING THE HOUSE AND APARTMENT WHERE MARGARET MITCHELL WROTE HER PULITZER PRIZE-WINNING NOVEL GONE WITH THE WIND, A VISITORS' CENTER AND EXHIBITION GALLERY; AND A MUSEUM SHOP.

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

THE ATLANTA HISTORY CENTER IS A UNIQUE CAMPUS THAT HOUSES THE ATLANTA HISTORY MUSEUM, CENTENNIAL OLYMPIC GAMES MUSEUM, SWAN HOUSE, SMITH FAMILY FARM, SIX HISTORIC GARDENS, AND THE KENAN RESEARCH CENTER. THE ATLANTA HISTORY CENTER ALSO INCLUDES THE MARGARET MITCHELL HOUSE, LOCATED OFF-SITE AT OUR MIDTOWN CAMPUS. THE ATLANTA HISTORY MUSEUM AT THE ATLANTA HISTORY CENTER IS ONE OF THE LARGEST HISTORY MUSEUMS IN THE NATION, FEATURING AWARD-WINNING

Name of the organization ATLANTA HISTORICAL SOCIETY, INC.	Employer identification number 58-0566162
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ATTACHMENT 2 (CONT'D)

SIGNATURE EXHIBITIONS THAT TELL THE STORY OF THE REGION'S PEOPLE, FROM ITS EARLIEST SETTLERS TO THE INTERNATIONAL CITY OF TODAY. THE CENTENNIAL OLYMPIC GAMES MUSEUM AT THE ATLANTA HISTORY CENTER OPENED IN 2006 IN CELEBRATION OF THE TEN YEAR ANNIVERSARY OF THE 1996 CENTENNIAL OLYMPIC GAMES. WITH ITS SPECTACULAR COLLECTION OF MULTIMEDIA PRESENTATIONS, ARTIFACTS, IMAGES, AND INTERACTIVE DISPLAYS, THE CENTENNIAL OLYMPIC GAMES MUSEUM HOUSES ONE OF THE MOST SIGNIFICANT EXHIBITIONS ON OLYMPIC SPORT AND HISTORY IN THE UNITED STATES. THE ATLANTA HISTORY CENTER'S PROPERTY FEATURES SIX HISTORIC GARDENS REPRESENTING GEORGIA'S DISTINCTIVE FLORA, BOTH NATIVE AND INTRODUCED. EACH GARDEN TELLS THE STORY OF A PARTICULAR GROUP OF PEOPLE WHO INTERACTED WITH THIS LAND AND ITS PLANTS IN DISTINGUISHABLE WAYS. THE ATLANTA HISTORY CENTER ALSO OPERATES THREE HISTORIC HOUSES, ALL LISTED ON THE NATIONAL REGISTER OF HISTORIC PLACES. THE SMITH FAMILY FARM AND THE SWAN HOUSE, BOTH LOCATED AT OUR BUCKHEAD CAMPUS, TAKE VISITORS BACK IN TIME TO EXPLORE THE LIFESTYLES OF ATLANTANS FROM THE 1860S THROUGH THE 1930S. OUR THIRD HISTORIC PROPERTY, THE MARGARET MITCHELL HOUSE, IS LOCATED IN THE HEART OF MIDTOWN ATLANTA, INCLUDING THE HOUSE AND APARTMENT WHERE MARGARET MITCHELL WROTE HER PULITZER PRIZE-WINNING NOVEL GONE WITH THE WIND; VISITORS CENTER AND EXHIBITION GALLERY; AND, MUSEUM SHOP. FOR HISTORIANS LOOKING TO DO THEIR OWN RESEARCH, THE KENAN RESEARCH CENTER AT THE ATLANTA HISTORY CENTER IS A FREE PUBLIC RESEARCH CENTER OFFERING A MULTITUDE OF RESOURCES FOR THE STUDY OF ATLANTA AND SOUTHERN

Name of the organization ATLANTA HISTORICAL SOCIETY, INC.	Employer identification number 58-0566162
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ATTACHMENT 2 (CONT'D)

REGIONAL HISTORY AND CULTURE, WITH DEDICATED COLLECTIONS ON DECORATIVE ARTS, GENEALOGY, MILITARY HISTORY, AND SOUTHERN GARDENS. COPIES OF HISTORIC PHOTOGRAPHS, PRINTS, MAPS, AND OTHER ARCHIVAL IMAGES CAN BE PURCHASED THROUGH THE KENAN RESEARCH CENTER. THE ATLANTA HISTORY CENTER SERVES OR REACHES OUT TO APPROXIMATELY 218,000 PEOPLE ANNUALLY.

ATTACHMENT 3990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
SODEXO P.O. BOX 536922 ATLANTA, GA 30353-6922	FACILITY MANAGEMENT	645,274.
DE LAGE LANDEN P.O. BOX 41602 PHILADELPHIA, PA 19101-1602	COPIER LEASE	144,866.
COXE CURRY & ASSOCIATES 50 HURT PLAZA, SUITE 630 ATLANTA, GA 30303	CONSULTING	120,424.
LEAPFROG SERVICES 1190 W. DRUID HILLS DR. ATLANTA, GA 30329	IT MANAGEMENT	275,400.
PFEIFFER PARTNERS ARCH., INC 811 W 7TH ST LOS ANGELES, CA 90017	ARCHITECTS	122,341.

Name of the organization ATLANTA HISTORICAL SOCIETY, INC.	Employer identification number 58-0566162
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ATTACHMENT 4

FORM 990, PART VIII - INVESTMENT INCOME

<u>DESCRIPTION</u>	<u>(A)</u> <u>TOTAL</u> <u>REVENUE</u>	<u>(B)</u> <u>RELATED OR</u> <u>EXEMPT REVENUE</u>	<u>(C)</u> <u>UNRELATED</u> <u>BUSINESS REV.</u>	<u>(D)</u> <u>EXCLUDED</u> <u>REVENUE</u>
DIVIDEND INCOME	1,405,330.			1,405,330.
TOTALS	<u>1,405,330.</u>			<u>1,405,330.</u>

ATTACHMENT 5

FORM 990, PART VIII - EXCLUDED CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>AMOUNT</u>
SWAN HOUSE BALL	603,736.
BACK TO THE FARM	51,082.
ALL OTHER	169,647.
TOTAL	<u>824,465.</u>

ATTACHMENT 6

FORM 990, PART VIII - FUNDRAISING EVENTS

<u>DESCRIPTION</u>	<u>GROSS</u> <u>INCOME</u>	<u>DIRECT</u> <u>EXPENSES</u>	<u>NET</u> <u>INCOME</u>
SWAN HOUSE BALL	52,850.	251,816.	-198,966.
BACK TO THE FARM	51,750.	52,014.	-264.
ALL OTHER	70,478.	135,818.	-65,340.
TOTALS	<u>175,078.</u>	<u>439,648.</u>	<u>-264,570.</u>

Name of the organization ATLANTA HISTORICAL SOCIETY, INC.	Employer identification number 58-0566162
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ATTACHMENT 7FORM 990, PART VIII - GROSS SALES AND COST OF GOODS SOLD

GROSS SALES LESS RETURNS AND ALLOWANCES	832,420.
INVENTORY AT BEGINNING OF YEAR	151,254.
PURCHASES	
SALARIES AND WAGES	
OTHER COSTS	345,173.
SUBTOTAL	<u>496,427.</u>
MINUS ENDING INVENTORY	159,012.
COST OF GOODS SOLD	<u><u>337,415.</u></u>

ATTACHMENT 8FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>COST OR FMV</u>
COMMON STOCKS	18,975,288.	FMV
FIXED INCOME MUTUAL FUND	11,408,499.	FMV
INTERNATIONAL EQUITIES	14,910,883.	FMV
COMMODITIES	4,190,372.	FMV
MUTUAL FUND	5,403,586.	FMV
TOTALS	<u><u>54,888,628.</u></u>	

**SCHEDULE R
(Form 990)**

Related Organizations and Unrelated Partnerships

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Name of the organization

ATLANTA HISTORICAL SOCIETY, INC.

Employer identification number

58-0566162

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) MMH/AHS, LLC 130 WEST PACES FERRY ROAD ATLANTA, GA 30305 58-0566162	MUSEUM	GA	438,479.	139,967.	N/A
(2) -----					
(3) -----					
(4) -----					
(5) -----					
(6) -----					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) -----							
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							

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

Schedule R (Form 990) 2012

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) -----												
(2) -----												
(3) -----												
(4) -----												
(5) -----												
(6) -----												
(7) -----												

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) -----									
(2) -----									
(3) -----									
(4) -----									
(5) -----									
(6) -----									
(7) -----									

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

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

Table with 3 columns: Description, Yes, No. Rows 1a-1s detailing transactions like receipt of interest, gift, loans, dividends, etc.

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

Table with 4 columns: (a) Name of other organization, (b) Transaction type (a-s), (c) Amount involved, (d) Method of determining amount involved. Rows (1) through (6).

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

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) -----													
(2) -----													
(3) -----													
(4) -----													
(5) -----													
(6) -----													
(7) -----													
(8) -----													
(9) -----													
(10) -----													
(11) -----													
(12) -----													
(13) -----													
(14) -----													
(15) -----													
(16) -----													

Part VII **Supplemental Information**

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

Department of the Treasury
Internal Revenue Service

For calendar year 2012 or other tax year beginning 07/01, 2012, and ending 06/30, 2013. See separate instructions.

Open to Public Inspection for 501(c)(3) Organizations Only

A Check box if address changed

B Exempt under section 501(C)(3) 408(e) 220(e) 408A 530(a) 529(a)

C Book value of all assets at end of year: 101,475,957.

D Employer identification number (Employees' trust, see instructions.): 58-0566162

E Unrelated business activity codes (see instructions.): 722410 532000

Name of organization (Check box if name changed and see instructions.): ATLANTA HISTORICAL SOCIETY, INC.

Number, street, and room or suite no. If a P.O. box, see instructions.: 130 WEST PACES FERRY ROAD

City or town, state, and ZIP code: ATLANTA, GA 30305

F Group exemption number (see instructions)

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

H Describe the organization's primary unrelated business activity: SPECIAL EVENTS INCOME

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

J The books are in care of: JEFF RUTLEDGE Telephone number: 404-814-4000

Part I Unrelated Trade or Business Income		(A) Income	(B) Expenses	(C) Net
1a	Gross receipts or sales	1,023,819.		
b	Less returns and allowances			
c	Balance	1,023,819.		
2	Cost of goods sold (Schedule A, line 7)	68,679.		
3	Gross profit. Subtract line 2 from line 1c	955,140.		955,140.
4a	Capital gain net income (attach Schedule D)			
b	Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)			
c	Capital loss deduction for trusts			
5	Income (loss) from partnerships and S corporations (attach statement)			
6	Rent income (Schedule C)			
7	Unrelated debt-financed income (Schedule E)			
8	Interest, annuities, royalties, and rents from controlled organizations (Schedule F)			
9	Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)			
10	Exploited exempt activity income (Schedule I)			
11	Advertising income (Schedule J)			
12	Other income (see instructions; attach statement)			
13	Total. Combine lines 3 through 12	955,140.		955,140.

Part II Deductions Not Taken Elsewhere (see instructions for limitations on deductions) (except for contributions, deductions must be directly connected with the unrelated business income)				
14	Compensation of officers, directors, and trustees (Schedule K)			
15	Salaries and wages			324,155.
16	Repairs and maintenance			
17	Bad debts			
18	Interest (attach statement)			
19	Taxes and licenses			
20	Charitable contributions (see instructions for limitation rules)			
21	Depreciation (attach Form 4562)	21	1,057,177.	
22	Less depreciation claimed on Schedule A and elsewhere on return	22a	816,849.	22b 240,328.
23	Depletion			
24	Contributions to deferred compensation plans			
25	Employee benefit programs			54,796.
26	Excess exempt expenses (Schedule I)			
27	Excess readership costs (Schedule J)			
28	Other deductions (attach statement)		ATTACHMENT 1	523,417.
29	Total deductions. Add lines 14 through 28			1,142,696.
30	Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13			-187,556.
31	Net operating loss deduction (limited to the amount on line 30)			
32	Unrelated business taxable income before specific deduction. Subtract line 31 from line 30			-187,556.
33	Specific deduction (generally \$1,000, but see line 33 instructions for exceptions)			1,000.
34	Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32			-187,556.

Part III Tax Computation

35 Organizations taxable as corporations (see instructions for tax computation). Controlled group members (sections 1561 and 1563) check here See instructions and:
a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):
(1) \$ (2) \$ (3) \$
b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$
(2) Additional 3% tax (not more than \$100,000) \$
c Income tax on the amount on line 34 35c
36 Trusts taxable at trust rates (see instructions for tax computation). Income tax on the amount on line 34 from: Tax rate schedule or Schedule D (Form 1041) 36
37 Proxy tax (see instructions) 37
38 Alternative minimum tax 38
39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies. 39

Part IV Tax and Payments

40 a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) 40a
b Other credits (see instructions) 40b
c General business credit. Attach Form 3800 (see instructions) 40c
d Credit for prior year minimum tax (attach Form 8801 or 8827) 40d
e Total credits. Add lines 40a through 40d 40e
41 Subtract line 40e from line 39. 41
42 Other taxes. Check if from: Form 4255 Form 8611 Form 8697 Form 8866 Other (attach statement) 42
43 Total tax. Add lines 41 and 42 43 0
44 a Payments: A 2011 overpayment credited to 2012 44a
b 2012 estimated tax payments 44b
c Tax deposited with Form 8868. 44c
d Foreign organizations: Tax paid or withheld at source (see instructions) 44d
e Backup withholding (see instructions) 44e
f Credit for small employer health insurance premiums (Attach Form 8941) 44f
g Other credits and payments: Form 2439 Form 4136 Other Total 44g
45 Total payments. Add lines 44a through 44g 45
46 Estimated tax penalty (see instructions). Check if Form 2220 is attached. 46
47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed 47
48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid 48
49 Enter the amount of line 48 you want: Credited to 2013 estimated tax Refunded 49

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

1 At any time during the 2012 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If "Yes," the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country here Yes No
2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," see instructions for other forms the organization may have to file. Yes No
3 Enter the amount of tax-exempt interest received or accrued during the tax year \$

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

1 Inventory at beginning of year 1
2 Purchases 2
3 Cost of labor 3
4 a Additional section 263A costs (attach statement) 4a
b Other costs (attach statement) 4b* 68,679.
5 Total. Add lines 1 through 4b. 5 68,679.
6 Inventory at end of year 6
7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2. 7 68,679.
8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? Yes No

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

Signature of officer Date Title
May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only
Print/Type preparer's name Preparer's signature Date
MARC AZAR
Firm's name SMITH & HOWARD, P.C. Firm's EIN 58-1250486
Firm's address 271 17TH STREET, SUITE 1600 Phone no. 404-874-6244

** ATCH 2 ATLANTA, GA 30363

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

(see instructions)

1. Description of property

Table with 1 column for description of property, rows (1) through (4).

2. Rent received or accrued

Table with 3 columns: (a) From personal property, (b) From real and personal property, and 3(a) Deductions directly connected with the income. Rows (1) through (4) and a Total row.

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

(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B).

Schedule E - Unrelated Debt-Financed Income (see instructions)

Table with 5 columns: 1. Description of debt-financed property, 2. Gross income from or allocable to debt-financed property, 3. Deductions directly connected with or allocable to debt-financed property (a) Straight line depreciation, (b) Other deductions, 4. Amount of average acquisition debt, 5. Average adjusted basis, 6. Column 4 divided by column 5, 7. Gross income reportable, 8. Allocable deductions. Includes a Totals row and instructions for entering values on page 1.

Total dividends-received deductions included in column 8

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

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

Nonexempt Controlled Organizations

Table for Nonexempt Controlled Organizations with 5 columns: 7. Taxable Income, 8. Net unrelated income (loss), 9. Total of specified payments made, 10. Part of column 9 that is included in the controlling organization's gross income, 11. Deductions directly connected with income in column 10. Includes instructions for adding columns 5 and 10, and 6 and 11.

Totals

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

1. Description of income	2. Amount of income	3. Deductions directly connected (attach statement)	4. Set-asides (attach statement)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals ▶	Enter here and on page 1, Part I, line 9, column (A).			Enter here and on page 1, Part I, line 9, column (B).

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

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals ▶	Enter here and on page 1, Part I, line 10, col. (A).	Enter here and on page 1, Part I, line 10, col. (B).				Enter here and on page 1, Part II, line 26.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5)) . . . ▶						

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

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals from Part I						
Totals, Part II (lines 1-5) ▶	Enter here and on page 1, Part I, line 11, col. (A).	Enter here and on page 1, Part I line 11, col. (B).				Enter here and on page 1, Part II, line 27.

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

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1) ATCH 3			%
(2)			%
(3)			%
(4)			%
Total. Enter here and on page 1, Part II, line 14. ▶			

ATTACHMENT 1FORM 990T - PART II - LINE 28 - TOTAL OTHER DEDUCTIONS

FACILITIES	399,375.
LANDSCAPE	5,672.
INSURANCE & TAXES	30,457.
COPIER & POSTAGE	9,010.
BUSINESS OFFICE	18,969.
HR	3,686.
IT & INFO SVCS	9,546.
BANK FEES	4,951.
OFFICE SUPPLIES	9,073.
ADVERTISING	15,109.
PROFESSIONAL SERVICES	4,646.
MISCELLANEOUS	2,712.
SOFTWARE EXPENSE	10,211.
PART II - LINE 28 - OTHER DEDUCTIONS	<u>523,417.</u>

ATTACHMENT 2

FORM 990T - SCHEDULE A - LINE 4B - OTHER COSTS

TOTAL OTHER COSTS

68,679.

SCHD. K, FORM 990-T, COMPENSATION OF OFFICERS, DIRECTORS, & TRUSTEES

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS PERCENT</u>	<u>COMPENSATION</u>
BARBARELLA DIAZ 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
BEVERLY M DUBOSE 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
CHARLES H BATTLE 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
CHRIS SCHOEN 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
CHRISPTOPHER WOMACK 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
DAVID P LANIER 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
DENISE CLEVELAND-LEGGETT 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
ERNEST L GREER 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
GREG BRONSTEIN 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
J MICHAEL ROBINSON 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0

SCHD. K, FORM 990-T, COMPENSATION OF OFFICERS, DIRECTORS, & TRUSTEES

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS PERCENT</u>	<u>COMPENSATION</u>
JACK S MARKWALTER 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
JAMES EDWARD CUSHMAN JR 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
JAMES HANNAN 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
JAMIE MACLEAN 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
JENNY PRUITT 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
JOCELYN JANINE HUNTER 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
JOHN A FENTENER VAN VLISSINGEN 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
JOHN ALLEN 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
JOHN MONTAG 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
JOHN P SPALDING 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0

SCHD. K, FORM 990-T, COMPENSATION OF OFFICERS, DIRECTORS, & TRUSTEES

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS PERCENT</u>	<u>COMPENSATION</u>
KAREN PARKER 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
LAURA MILES 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
LILLIAN GIORNELLI 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
M. MAXINE HICKS 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
MARY KATHERINE GREENE 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
MICHAEL A WOOCHEER 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
MICHAEL FLOCK 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
MICHAEL ROGERS 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
PETER CORBIN MOISTER 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
PHILLIP F MOONEY 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0

SCHD. K, FORM 990-T, COMPENSATION OF OFFICERS, DIRECTORS, & TRUSTEES

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS PERCENT</u>	<u>COMPENSATION</u>
REINALDO PASCUAL 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
RICHARD BRAND MORGAN 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
SAM MASSELL 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
SAMUAL G FRIEDMAN 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
SHELLY GIBERSON 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
SHIRLEY MITCHELL 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
SUSAN BELL 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
THOMAS S FRICKE 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
TOM ASHER 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
WILLIAM B PEARD 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0

SCHD. K, FORM 990-T, COMPENSATION OF OFFICERS, DIRECTORS, & TRUSTEES

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS PERCENT</u>	<u>COMPENSATION</u>
WILLIAM B SHEARER, JR 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
SALVATORE CILELLA 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	CEO/PRESIDENT	0	0
FRANK HALE 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	CEO/PRESIDENT	0	0
CASEY STEADMAN 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	COO	0	0
MICHAEL ROSE 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	EXECUTIVE VP	0	0
JEFF RUTLEDGE 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	VP - FINANCE	0	0
TOTAL COMPENSATION			<u>0</u>

INSTRUCTIONS FOR FILING
ATLANTA HISTORICAL SOCIETY, INC.
GA FORM 600T
GEORGIA 600T - EXEMPT ORG. UNRELATED BUS. INC. TAX
FOR THE PERIOD ENDED JUNE 30, 2013

SIGNATURE...

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

FILING...

THE SIGNED RETURN SHOULD BE FILED ON OR BEFORE MAY 15, 2014
WITH...

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



Amended Amended due to IRS changes Address Change UET Annualization Exception attached

Exempt Organization Unrelated Business Income Tax Return (Under Georgia Code Section 48-7-25)						20 <u>12</u>	
For the taxable year beginning <u>07/01</u> , 20 <u>12</u> and ending <u>06/30</u> , 20 <u>13</u>							
Name of Organization			Name of Fiduciary		Federal Employer ID No. (in case of employees' trust described in section 401 (a) and exempt under section 501 (a), insert the trust's identification number.)		
ATLANTA HISTORICAL SOCIETY, IN					58-0566162		
Number and Street			Number and Street		IRS code section for which you are exempt.		
130 WEST PACES FERRY ROAD					Sec. 501 (C)(3)		
City or Town			City or Town		NAICS Code	Date of current exemption letter.	
ATLANTA							
State	Zip Code	State	Zip Code				
GA	30305						
SCHEDULE 1							
1. Unrelated business taxable income from Federal Form 990-T (attach copy)	▶	1.					-187,556.
2. Additions	▶	2.					
3. Total (add line 1 and line 2)	▶	3.					-187,556.
4. Subtractions	▶	4.					
5. Georgia unrelated business taxable income (line 3 less line 4).	▶	5.					-187,556.
COMPUTATION OF GEORGIA UNRELATED BUSINESS INCOME TAX							
SCHEDULE 2							
1. Line 5, above, multiplied by 6%	▶	1.					
2. Less: Credits and Payments	▶	2.					
3. Withholding Credits (G-2A, G-2LP and/or G-2RP).	▶	3.					
4. Balance of tax due OR overpayment	▶	4.					
5. Interest due (see instructions)	▶	5.					
6. Underestimated tax penalty	▶	6.					
7. Other penalties due (see instructions)	▶	7.					
8. Balance of tax, interest and penalties due with return	▶	8.					
9. If line 4 is an overpayment, amount to be credited on 20 <u>13</u>							
Estimated Tax ▶ _____							
Refunded ▶ _____							

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

 Signature of Officer

 Signature of Individual or Firm Preparing Return

 Title

P00746804
 Employee ID or Social Security Number

Department of the Treasury
Internal Revenue Service

For calendar year 2012 or other tax year beginning 07/01, 2012, and ending 06/30, 2013. See separate instructions.

Open to Public Inspection for 501(c)(3) Organizations Only

A <input type="checkbox"/> Check box if address changed B Exempt under section <input checked="" type="checkbox"/> 501(C)(3) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a) C Book value of all assets at end of year <u>101,475,957.</u>	Print or Type	Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.) <u>ATLANTA HISTORICAL SOCIETY, INC.</u> Number, street, and room or suite no. If a P.O. box, see instructions. <u>130 WEST PACES FERRY ROAD</u> City or town, state, and ZIP code <u>ATLANTA, GA 30305</u>	D Employer identification number (Employees' trust, see instructions.) <u>58-0566162</u> E Unrelated business activity codes (see instructions.) <u>722410 532000</u>
F Group exemption number (see instructions) <input type="checkbox"/>		G Check organization type <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust	

H Describe the organization's primary unrelated business activity. **SPECIAL EVENTS INCOME**

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

J The books are in care of JEFF RUTLEDGE Telephone number 404-814-4000

		(A) Income	(B) Expenses	(C) Net
1a Gross receipts or sales <u>1,023,819.</u>				
b Less returns and allowances	c Balance ▶	1c		
2 Cost of goods sold (Schedule A, line 7)		2		
3 Gross profit. Subtract line 2 from line 1c		3		955,140.
4a Capital gain net income (attach Schedule D)		4a		
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)		4b		
c Capital loss deduction for trusts		4c		
5 Income (loss) from partnerships and S corporations (attach statement)		5		
6 Rent income (Schedule C)		6		
7 Unrelated debt-financed income (Schedule E)		7		
8 Interest, annuities, royalties, and rents from controlled organizations (Schedule F)		8		
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)		9		
10 Exploited exempt activity income (Schedule I)		10		
11 Advertising income (Schedule J)		11		
12 Other income (see instructions; attach statement)		12		
13 Total. Combine lines 3 through 12		13		955,140.

Part II Deductions Not Taken Elsewhere (see instructions for limitations on deductions) (except for contributions, deductions must be directly connected with the unrelated business income)

14 Compensation of officers, directors, and trustees (Schedule K)	14		
15 Salaries and wages	15		324,155.
16 Repairs and maintenance	16		
17 Bad debts	17		
18 Interest (attach statement)	18		
19 Taxes and licenses	19		
20 Charitable contributions (see instructions for limitation rules)	20		
21 Depreciation (attach Form 4562)	21	1,057,177.	
22 Less depreciation claimed on Schedule A and elsewhere on return	22a	816,849.	22b 240,328.
23 Depletion	23		
24 Contributions to deferred compensation plans	24		
25 Employee benefit programs	25		54,796.
26 Excess exempt expenses (Schedule I)	26		
27 Excess readership costs (Schedule J)	27		
28 Other deductions (attach statement) <u>ATTACHMENT 1</u>	28		523,417.
29 Total deductions. Add lines 14 through 28	29		1,142,696.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30		-187,556.
31 Net operating loss deduction (limited to the amount on line 30)	31		
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32		-187,556.
33 Specific deduction (generally \$1,000, but see line 33 instructions for exceptions)	33		1,000.
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	34		-187,556.

Part III Tax Computation

35 Organizations taxable as corporations (see instructions for tax computation). Controlled group members (sections 1561 and 1563) check here See instructions and:
a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):
(1) \$ (2) \$ (3) \$
b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$
(2) Additional 3% tax (not more than \$100,000) \$
c Income tax on the amount on line 34 35c
36 Trusts taxable at trust rates (see instructions for tax computation). Income tax on the amount on line 34 from: Tax rate schedule or Schedule D (Form 1041) 36
37 Proxy tax (see instructions) 37
38 Alternative minimum tax 38
39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies 39

Part IV Tax and Payments

40 a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) 40a
b Other credits (see instructions) 40b
c General business credit. Attach Form 3800 (see instructions) 40c
d Credit for prior year minimum tax (attach Form 8801 or 8827) 40d
e Total credits. Add lines 40a through 40d 40e
41 Subtract line 40e from line 39 41
42 Other taxes. Check if from: Form 4255 Form 8611 Form 8697 Form 8866 Other (attach statement) 42
43 Total tax. Add lines 41 and 42 43 0
44 a Payments: A 2011 overpayment credited to 2012 44a
b 2012 estimated tax payments 44b
c Tax deposited with Form 8868. 44c
d Foreign organizations: Tax paid or withheld at source (see instructions) 44d
e Backup withholding (see instructions) 44e
f Credit for small employer health insurance premiums (Attach Form 8941) 44f
g Other credits and payments: Form 2439 Form 4136 Other Total 44g
45 Total payments. Add lines 44a through 44g 45
46 Estimated tax penalty (see instructions). Check if Form 2220 is attached 46
47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed 47
48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid 48
49 Enter the amount of line 48 you want: Credited to 2013 estimated tax Refunded 49

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

1 At any time during the 2012 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If "Yes," the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country here Yes No
2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," see instructions for other forms the organization may have to file. Yes No
3 Enter the amount of tax-exempt interest received or accrued during the tax year \$

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

1 Inventory at beginning of year 1
2 Purchases 2
3 Cost of labor 3
4 a Additional section 263A costs (attach statement) 4a
b Other costs (attach statement) 4b* 68,679.
5 Total. Add lines 1 through 4b 5 68,679.
6 Inventory at end of year 6
7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2. 7 68,679.
8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? Yes No

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

Signature of officer Date Title
May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only
Print/Type preparer's name Preparer's signature Date
MARC AZAR
Firm's name SMITH & HOWARD, P.C.
Firm's address 271 17TH STREET, SUITE 1600
Check if self-employed PTIN P00746804
Firm's EIN 58-1250486
Phone no. 404-874-6244

** ATCH 2 ATLANTA, GA 30363

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

(see instructions)

1. Description of property

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

2. Rent received or accrued

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

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

(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B).

Schedule E - Unrelated Debt-Financed Income (see instructions)

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

Total dividends-received deductions included in column 8

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

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

Nonexempt Controlled Organizations

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

Totals

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

1. Description of income	2. Amount of income	3. Deductions directly connected (attach statement)	4. Set-asides (attach statement)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals ▶	Enter here and on page 1, Part I, line 9, column (A).			Enter here and on page 1, Part I, line 9, column (B).

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

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals ▶	Enter here and on page 1, Part I, line 10, col. (A).	Enter here and on page 1, Part I, line 10, col. (B).				Enter here and on page 1, Part II, line 26.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5)) . . . ▶						

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

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals from Part I						
Totals, Part II (lines 1-5) . . . ▶	Enter here and on page 1, Part I, line 11, col. (A).	Enter here and on page 1, Part I line 11, col. (B).				Enter here and on page 1, Part II, line 27.

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

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1) ATCH 3			%
(2)			%
(3)			%
(4)			%
Total. Enter here and on page 1, Part II, line 14. ▶			

ATTACHMENT 1FORM 990T - PART II - LINE 28 - TOTAL OTHER DEDUCTIONS

FACILITIES	399,375.
LANDSCAPE	5,672.
INSURANCE & TAXES	30,457.
COPIER & POSTAGE	9,010.
BUSINESS OFFICE	18,969.
HR	3,686.
IT & INFO SVCS	9,546.
BANK FEES	4,951.
OFFICE SUPPLIES	9,073.
ADVERTISING	15,109.
PROFESSIONAL SERVICES	4,646.
MISCELLANEOUS	2,712.
SOFTWARE EXPENSE	10,211.
PART II - LINE 28 - OTHER DEDUCTIONS	<u>523,417.</u>

ATTACHMENT 2

FORM 990T - SCHEDULE A - LINE 4B - OTHER COSTS

TOTAL OTHER COSTS

68,679.

SCHD. K, FORM 990-T, COMPENSATION OF OFFICERS, DIRECTORS, & TRUSTEES

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS PERCENT</u>	<u>COMPENSATION</u>
BARBARELLA DIAZ 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
BEVERLY M DUBOSE 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
CHARLES H BATTLE 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
CHRIS SCHOEN 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
CHRISPTOPHER WOMACK 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
DAVID P LANIER 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
DENISE CLEVELAND-LEGGETT 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
ERNEST L GREER 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
GREG BRONSTEIN 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
J MICHAEL ROBINSON 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0

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<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS PERCENT</u>	<u>COMPENSATION</u>
JACK S MARKWALTER 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
JAMES EDWARD CUSHMAN JR 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
JAMES HANNAN 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
JAMIE MACLEAN 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
JENNY PRUITT 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
JOCELYN JANINE HUNTER 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
JOHN A FENTENER VAN VLISSINGEN 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
JOHN ALLEN 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
JOHN MONTAG 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
JOHN P SPALDING 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0

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<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS PERCENT</u>	<u>COMPENSATION</u>
KAREN PARKER 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
LAURA MILES 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
LILLIAN GIORNELLI 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
M. MAXINE HICKS 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
MARY KATHERINE GREENE 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
MICHAEL A WOOCHEER 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
MICHAEL FLOCK 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
MICHAEL ROGERS 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
PETER CORBIN MOISTER 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
PHILLIP F MOONEY 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0

SCHD. K, FORM 990-T, COMPENSATION OF OFFICERS, DIRECTORS, & TRUSTEES

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS PERCENT</u>	<u>COMPENSATION</u>
REINALDO PASCUAL 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
RICHARD BRAND MORGAN 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
SAM MASSELL 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
SAMUAL G FRIEDMAN 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
SHELLY GIBERSON 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
SHIRLEY MITCHELL 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
SUSAN BELL 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
THOMAS S FRICKE 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
TOM ASHER 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
WILLIAM B PEARD 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0

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<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS PERCENT</u>	<u>COMPENSATION</u>
WILLIAM B SHEARER, JR 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	TRUSTEE	0	0
SALVATORE CILELLA 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	CEO/PRESIDENT	0	0
FRANK HALE 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	CEO/PRESIDENT	0	0
CASEY STEADMAN 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	COO	0	0
MICHAEL ROSE 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	EXECUTIVE VP	0	0
JEFF RUTLEDGE 130 WEST PACES FERRY ROAD ATLANTA, GA 30305	VP - FINANCE	0	0
TOTAL COMPENSATION			<u>0</u>