

Form **990**

Department of the Treasury  
Internal Revenue Service

# Return of Organization Exempt From Income Tax

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No. 1545-0047

**2013**

**Open to Public Inspection**

**A** For the 2013 calendar year, or tax year beginning **2013**, and ending **2013**, and ending **20**

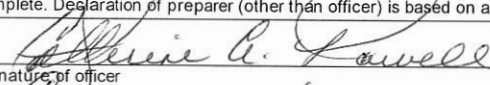
<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization FERNBANK, INC Doing Business As		<b>D</b> Employer identification number 58-6028607
	Number and street (or P.O. box if mail is not delivered to street address) Room/suite 767 CLIFTON ROAD, NE		<b>E</b> Telephone number (404) 929-6344
	City or town, state or province, country, and ZIP or foreign postal code ATLANTA, GA 30307-1221		<b>G</b> Gross receipts \$ 16,559,559.
	<b>F</b> Name and address of principal officer: CATHERINE A. NOWELL 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221		<b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
<b>I</b> 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		<b>H(c)</b> Group exemption number ▶	
<b>J</b> Website: ▶ WWW.FERNBANKMUSEUM.ORG		<b>L</b> Year of formation: 1939 <b>M</b> State of legal domicile: GA	
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			

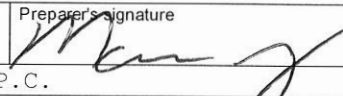
**Part I Summary**

Activities & Governance	<b>1</b> Briefly describe the organization's mission or most significant activities: THE MUSEUM'S MISSION IS TO INSPIRE LIFELONG LEARNING OF NATURAL HISTORY THROUGH IMMERSIVE PROGRAMMING TO ENCOURAGE A GREATER APPRECIATION OF OUR PLANET AND ITS INHABITANTS.			
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
	<b>3</b>	Number of voting members of the governing body (Part VI, line 1a) . . . . . 32.		
	<b>4</b>	Number of independent voting members of the governing body (Part VI, line 1b) . . . . . 32.		
	<b>5</b>	Total number of individuals employed in calendar year 2013 (Part V, line 2a) . . . . . 164.		
	<b>6</b>	Total number of volunteers (estimate if necessary) . . . . . 250.		
	<b>7a</b>	Total unrelated business revenue from Part VIII, column (C), line 12 . . . . . 803,914.		
<b>7b</b>	Net unrelated business taxable income from Form 990-T, line 34 . . . . . -244,072.			
Revenue	<b>8</b>	Contributions and grants (Part VIII, line 1h) . . . . . 4,675,222.	Prior Year	Current Year
	<b>9</b>	Program service revenue (Part VIII, line 2g) . . . . . 3,164,374.	10,819,355.	3,393,037.
	<b>10</b>	Investment income (Part VIII, column (A), lines 3, 4, and 7d) . . . . . 11,429.	5,977.	
	<b>11</b>	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) . . . . . 1,623,447.	1,540,157.	
	<b>12</b>	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) . . . . . 9,474,472.	15,758,526.	
Expenses	<b>13</b>	Grants and similar amounts paid (Part IX, column (A), lines 1-3) . . . . . 89,280.	91,927.	
	<b>14</b>	Benefits paid to or for members (Part IX, column (A), line 4) . . . . . 0	0	
	<b>15</b>	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) . . . . . 4,347,964.	4,057,286.	
	<b>16a</b>	Professional fundraising fees (Part IX, column (A), line 11e) . . . . . 21,586.	6,612.	
	<b>16b</b>	Total fundraising expenses (Part IX, column (D), line 25) ▶ 546,412.		
	<b>17</b>	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) . . . . . 6,051,052.	5,975,807.	
	<b>18</b>	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) . . . . . 10,509,882.	10,131,632.	
Net Assets or Fund Balances	<b>19</b>	Revenue less expenses. Subtract line 18 from line 12 . . . . . -1,035,410.	5,626,894.	
	<b>20</b>	Total assets (Part X, line 16) . . . . . 27,665,115.	32,771,171.	Beginning of Current Year
	<b>21</b>	Total liabilities (Part X, line 26) . . . . . 1,426,443.	904,878.	End of Year
	<b>22</b>	Net assets or fund balances. Subtract line 21 from line 20. . . . . 26,238,672.	31,866,293.	

**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 11/13/14
	Type or print name and title Catherine A. Nowell, EVP & CFO	

Paid Preparer Use Only	Print/Type preparer's name MARC AZAR	Preparer's signature 	Date NOV 12 2014	Check <input type="checkbox"/> if self-employed PTIN P00746804
	Firm's name ▶ SMITH & HOWARD, P.C.		Firm's EIN ▶ 58-1250486	
	Firm's address ▶ 271 17TH STREET, SUITE 1600 ATLANTA, GA 30363		Phone no. 404-874-6244	

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

For Paperwork Reduction Act Notice, see the separate instructions. Form **990** (2013)

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line 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: 713990 ) (Expenses \$ 6,734,965. including grants of \$ 91,927. ) (Revenue \$ 3,301,027. )

EXHIBITIONS AND FILMS SEE SCHEDULE O FOR DESCRIPTION.

4b (Code: 611600 ) (Expenses \$ 999,804. including grants of \$ ) (Revenue \$ 66,447. )

EDUCATIONAL PROGRAMS SEE SCHEDULE O FOR DESCRIPTION.

4c (Code: 611600 ) (Expenses \$ 419,538. including grants of \$ ) (Revenue \$ )

STRATEGIC INITIATIVES SEE SCHEDULE O FOR DESCRIPTION.

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

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

4e Total program service expenses 8,154,307.

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 1 through 20b regarding organizational requirements and reporting.

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

		Yes	No
21	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II . . . . .</i>		X
22	Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III . . . . .</i>	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 25a. . . . .</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	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I. . . . .</i>		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	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payable to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II. . . . .		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	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2 . . . . .</i>		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? <b>Note.</b> 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 or note to any line in this Part V

Table with columns for question number, description, and Yes/No checkboxes. Includes questions 1a through 14b regarding IRS filings and tax compliance.

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 or note to any line 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: CATHERINE NOWELL 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221 404-929-6344

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MELISSA T. ALLEN BOARD MEMBER	1.00	X					0	0	0	
(2) ASHISH BAHL BOARD MEMBER	1.00	X					0	0	0	
(3) JEFFERY B. BAKER BOARD MEMBER	1.00	X					0	0	0	
(4) HARTLEY D. BLAHA BOARD MEMBER	1.00	X					0	0	0	
(5) RONALD B. BOBO BOARD MEMBER	1.00	X					0	0	0	
(6) SHERRI CRAWFORD BOARD MEMBER	1.00	X					0	0	0	
(7) CAROL G. DOTY BOARD MEMBER	1.00	X					0	0	0	
(8) RYAN SMITH DUNLAP BOARD MEMBER	1.00	X					0	0	0	
(9) ARNOLD B. EVANS BOARD MEMBER	1.00	X					0	0	0	
(10) TERESA FINLEY BOARD MEMBER	1.00	X					0	0	0	
(11) DARRELL FITZGERALD BOARD MEMBER	1.00	X					0	0	0	
(12) RICK FRAZIER BOARD MEMBER	1.00	X					0	0	0	
(13) DEBORAH HODGE HARRISON BOARD MEMBER	1.00	X					0	0	0	
(14) DOROTHY SMITH HINES BOARD MEMBER	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) FAY S. HOWELL BOARD MEMBER	1.00	X						0	0	0
16) WAB P. KADABA BOARD MEMBER	1.00	X						0	0	0
17) RANDOLPH J. KOPORC BOARD MEMBER	1.00	X						0	0	0
18) RONNIE R. LABRATO BOARD MEMBER	1.00	X						0	0	0
19) CARA ISDELL LEE BOARD MEMBER	1.00	X						0	0	0
20) KEVIN A. MAXIM BOARD MEMBER	1.00	X						0	0	0
21) RICHARD V. MCPHAIL BOARD MEMBER	1.00	X						0	0	0
22) ASHLEY MILLER BOARD MEMBER	1.00	X						0	0	0
23) RANDOLPH A. MOORE BOARD MEMBER	1.00	X						0	0	0
24) W. HAMPTON MORRIS BOARD MEMBER	1.00	X						0	0	0
25) MELANIE M. PLATT BOARD MEMBER	1.00	X						0	0	0
<b>1b Sub-total</b>								0	0	0
<b>c Total from continuation sheets to Part VII, Section A</b>								711,482.	0	42,305.
<b>d Total (add lines 1b and 1c)</b>								711,482.	0	42,305.

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 **4**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		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? If "Yes," complete Schedule J for such individual	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? If "Yes," complete Schedule J for such person		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 2		

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 **9**



**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) DREW ATKINSON PUTT BOARD MEMBER	1.00	X						0	0	0
( 27) SEAN RICHARDS BOARD MEMBER	1.00	X						0	0	0
( 28) JAKE RING BOARD MEMBER	1.00	X						0	0	0
( 29) JOSEPH B. SCHULTZ BOARD MEMBER	1.00	X						0	0	0
( 30) REBECCA S. SHEPHERD BOARD MEMBER	1.00	X						0	0	0
( 31) WILLIAM L WARREN BOARD MEMBER	1.00	X						0	0	0
( 32) JOHN B. ZELLARS, JR. BOARD MEMBER	1.00	X						0	0	0
( 33) SUSAN NEUGENT PRESIDENT & CEO	55.00			X				212,000.	0	0
( 34) ANELI NUGTEREN EXEC VP & COO	50.00			X				141,085.	0	13,571.
( 35) CATHERINE NOWELL SR. VP & CFO	50.00			X				140,508.	0	10,445.
( 36) JENNIFER GRANT-WARNER SR. VP & CPO	50.00			X				123,861.	0	5,563.
<b>1b Sub-total</b> . . . . .										
<b>c Total from continuation sheets to Part VII, Section A</b> . . . . .										
<b>d Total (add lines 1b and 1c)</b> . . . . .										

**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 **▶** 4

	Yes	No
<b>3</b> Did the organization list any <b>former</b> officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i> . . . . .		X
<b>4</b> 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	
<b>5</b> 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)

Table with 6 main columns: (A) Name and title, (B) Average hours per week, (C) Position, (D) Reportable compensation from the organization, (E) Reportable compensation from related organizations, (F) Estimated amount of other compensation. Includes entry for DANA HARVEY, VP & CTO.

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 4

Summary table with 3 rows and 3 columns: Question number, Yes, No. Contains questions 3, 4, and 5 regarding compensation reporting.

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.

Table with 3 columns: (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 or note to any line in this Part VIII

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1a</b> Federated campaigns . . . . .	<b>1a</b>					
	<b>b</b> Membership dues . . . . .	<b>1b</b>	1,118,161.				
	<b>c</b> Fundraising events . . . . .	<b>1c</b>	559,683.				
	<b>d</b> Related organizations . . . . .	<b>1d</b>					
	<b>e</b> Government grants (contributions) . .	<b>1e</b>					
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above .	<b>1f</b>	9,141,511.				
	<b>g</b> Noncash contributions included in lines 1a-1f: \$		299,898.				
	<b>h Total.</b> Add lines 1a-1f . . . . .			10,819,355.			
<b>Program Service Revenue</b>	<b>2a</b> <u>MUSEUM ADMISSIONS</u>	<b>Business Code</b>	611600	2,142,483.	2,142,483.		
	<b>b</b> <u>IMAX ADMISSIONS</u>		713990	1,184,107.	1,158,544.	25,563.	
	<b>c</b> <u>EDUCATIONAL INCOME</u>		611600	66,447.	66,447.		
	<b>d</b> _____						
	<b>e</b> _____						
	<b>f</b> All other program service revenue . . . . .						
	<b>g Total.</b> Add lines 2a-2f . . . . .			3,393,037.			
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts). <u>ATTACHMENT 3</u> . . . . .			10,010.			10,010.
	<b>4</b> Income from investment of tax-exempt bond proceeds . . .			0			
	<b>5</b> Royalties . . . . .			0			
	<b>6a</b> Gross rents . . . . .	(i) Real	(ii) Personal				
	<b>b</b> Less: rental expenses . . . . .						
	<b>c</b> Rental income or (loss) . . . . .						
	<b>d</b> Net rental income or (loss) . . . . .				0		
	<b>7a</b> Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
	<b>b</b> Less: cost or other basis and sales expenses . . . . .				7,333.		
	<b>c</b> Gain or (loss) . . . . .				-4,033.		
	<b>d</b> Net gain or (loss) . . . . .				-4,033.		-4,033.
	<b>8a</b> Gross income from fundraising events (not including \$ <u>559,683.</u> of contributions reported on line 1c). See Part IV, line 18 . . . . .	<b>a</b>	<u>ATCH 4</u>				
	<b>b</b> Less: direct expenses . . . . .	<b>b</b>					
	<b>c</b> Net income or (loss) from fundraising events . . . . .		<u>ATCH 5</u>		-950.		-950.
<b>9a</b> Gross income from gaming activities. See Part IV, line 19 . . . . .	<b>a</b>						
<b>b</b> Less: direct expenses . . . . .	<b>b</b>						
<b>c</b> Net income or (loss) from gaming activities . . . . .				0			
<b>10a</b> Gross sales of inventory, less returns and allowances . . . . .	<b>a</b>						
<b>b</b> Less: cost of goods sold . . . . .	<b>b</b>	<u>ATCH 6</u>					
<b>c</b> Net income or (loss) from sales of inventory . . . . .				1,511,541.	778,351.	778,351.	
<b>Miscellaneous Revenue</b>			<b>Business Code</b>				
<b>11a</b> <u>OTHER REVENUE</u>			900099	29,566.	29,566.		
<b>b</b> _____							
<b>c</b> _____							
<b>d</b> All other revenue . . . . .							
<b>e Total.</b> Add lines 11a-11d . . . . .				29,566.			
<b>12 Total revenue.</b> See instructions . . . . .				15,758,526.	4,130,230.	803,914.	5,027.

**Part IX Statement of Functional Expenses**

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

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

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>	(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 . . . . .	91,927.	91,927.		
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 . . . . .	756,752.	313,797.	442,955.	
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 . . . . .	2,769,403.	1,973,778.	461,470.	334,155.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) . . . . .	0			
9 Other employee benefits . . . . .	254,587.	185,277.	57,695.	11,615.
10 Payroll taxes . . . . .	276,544.	182,491.	67,480.	26,573.
11 Fees for services (non-employees):				
a Management . . . . .	0			
b Legal . . . . .	1,110.		1,110.	
c Accounting . . . . .	74,920.		74,920.	
d Lobbying . . . . .	0			
e Professional fundraising services. See Part IV, line 17.	6,612.			6,612.
f Investment management fees . . . . .	0			
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.) . . . . .	0			
12 Advertising and promotion . . . . .	830,148.	830,148.		
13 Office expenses . . . . .	229,696.	24,496.	189,607.	15,593.
14 Information technology . . . . .	117,563.		117,563.	
15 Royalties . . . . .	0			
16 Occupancy . . . . .	1,120,598.	1,120,598.		
17 Travel . . . . .	0			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .	0			
19 Conferences, conventions, and meetings . . . . .	0			
20 Interest . . . . .	0			
21 Payments to affiliates . . . . .	0			
22 Depreciation, depletion, and amortization . . . . .	1,828,067.	1,811,598.	16,101.	368.
23 Insurance . . . . .	139,937.	139,937.		
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 EXHIBITS -----	589,440.	589,440.		
b IMAX FILMS -----	490,170.	490,170.		
c PROGRAMS & ACTIVITIES -----	336,777.	314,852.	2,012.	19,913.
d MEMBERSHIP DEVELOPMENT -----	131,583.			131,583.
e All other expenses -----	85,798.	85,798.		
<b>25 Total functional expenses.</b> Add lines 1 through 24e	<b>10,131,632.</b>	<b>8,154,307.</b>	<b>1,430,913.</b>	<b>546,412.</b>
<b>26 Joint costs.</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) . . . . .	0			

**Part X Balance Sheet**

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

		(A) Beginning of year		(B) End of year
<b>Assets</b>	<b>1</b> Cash - non-interest-bearing	2,310,351.	<b>1</b>	4,069,963.
	<b>2</b> Savings and temporary cash investments	160,735.	<b>2</b>	89,700.
	<b>3</b> Pledges and grants receivable, net	450,583.	<b>3</b>	5,431,059.
	<b>4</b> Accounts receivable, net	99,988.	<b>4</b>	92,874.
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0	<b>5</b>	0
	<b>6</b> 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	<b>6</b>	0
	<b>7</b> Notes and loans receivable, net	0	<b>7</b>	0
	<b>8</b> Inventories for sale or use	260,549.	<b>8</b>	246,993.
	<b>9</b> Prepaid expenses and deferred charges	68,740.	<b>9</b>	48,875.
	<b>10a</b> Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	<b>10a</b> 44,424,865.		
	<b>b</b> Less: accumulated depreciation	<b>10b</b> 23,065,254.	23,017,139.	<b>10c</b> 21,359,611.
	<b>11</b> Investments - publicly traded securities	<b>ATCH 8</b> 228,777.	<b>11</b>	356,666.
	<b>12</b> Investments - other securities. See Part IV, line 11	0	<b>12</b>	0
	<b>13</b> Investments - program-related. See Part IV, line 11	0	<b>13</b>	0
	<b>14</b> Intangible assets	0	<b>14</b>	0
	<b>15</b> Other assets. See Part IV, line 11	1,068,253.	<b>15</b>	1,075,430.
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34)	27,665,115.	<b>16</b>	32,771,171.	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses	1,376,443.	<b>17</b>	904,878.
	<b>18</b> Grants payable	0	<b>18</b>	0
	<b>19</b> Deferred revenue	0	<b>19</b>	0
	<b>20</b> Tax-exempt bond liabilities	0	<b>20</b>	0
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D	0	<b>21</b>	0
	<b>22</b> 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	<b>22</b>	0
	<b>23</b> Secured mortgages and notes payable to unrelated third parties	0	<b>23</b>	0
	<b>24</b> Unsecured notes and loans payable to unrelated third parties	0	<b>24</b>	0
	<b>25</b> 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	50,000.	<b>25</b>	0
	<b>26 Total liabilities.</b> Add lines 17 through 25	1,426,443.	<b>26</b>	904,878.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets	24,481,114.	<b>27</b>	22,830,852.
	<b>28</b> Temporarily restricted net assets	1,368,126.	<b>28</b>	3,589,075.
	<b>29</b> Permanently restricted net assets	389,432.	<b>29</b>	5,446,366.
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building, or equipment fund		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds		<b>32</b>	
	<b>33</b> Total net assets or fund balances	26,238,672.	<b>33</b>	31,866,293.
	<b>34</b> Total liabilities and net assets/fund balances	27,665,115.	<b>34</b>	32,771,171.

**Part XI Reconciliation of Net Assets**

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

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	15,758,526.
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	10,131,632.
<b>3</b>	Revenue less expenses. Subtract line 2 from line 1	<b>3</b>	5,626,894.
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	26,238,672.
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	727.
<b>6</b>	Donated services and use of facilities	<b>6</b>	0
<b>7</b>	Investment expenses	<b>7</b>	0
<b>8</b>	Prior period adjustments	<b>8</b>	0
<b>9</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>9</b>	0
<b>10</b>	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	<b>10</b>	31,866,293.

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response or note to any line 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
<b>2a</b>		X
<b>2b</b>	X	
<b>2c</b>	X	
<b>3a</b>		X
<b>3b</b>		

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

**Public Charity Status and Public Support**

OMB No. 1545-0047

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

**2013**

Department of the Treasury  
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ.  
▶ Information about Schedule A (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

**Open to Public Inspection**

Name of the organization

FERNBANK, INC

Employer identification number

58-6028607

**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?  
  - (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? 

	Yes	No
11g(i)		
  - (ii) A family member of a person described in (i) above? 

	Yes	No
11g(ii)		
  - (iii) A 35% controlled entity of a person described in (i) or (ii) above? 

	Yes	No
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)									
<b>Total</b>									

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

Schedule A (Form 990 or 990-EZ) 2013

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

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 1 Gifts, grants, contributions, and membership fees received; 2 Tax revenues levied for the organization's benefit; 3 The value of services or facilities furnished by a governmental unit; 4 Total; 5 The portion of total contributions by each person; 6 Public support.

Section B. Total Support

Table with 7 columns: (a) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (f) Total. Rows include: 7 Amounts from line 4; 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources; 9 Net income from unrelated business activities; 10 Other income; 11 Total support; 12 Gross receipts from related activities; 13 First five years.

Section C. Computation of Public Support Percentage

Table with 2 columns: Line number, Percentage. Rows include: 14 Public support percentage for 2013 (76.25%); 15 Public support percentage from 2012 Schedule A, Part II, line 14 (83.81%); 16a 33 1/3% support test - 2013; 16b 33 1/3% support test - 2012; 17a 10%-facts-and-circumstances test - 2013; 17b 10%-facts-and-circumstances test - 2012; 18 Private foundation.



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) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (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) 2009, (b) 2010, (c) 2011, (d) 2012, (e) 2013, (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, 2013, 2012. Row 15: Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f)). Row 16: Public support percentage from 2012 Schedule A, Part III, line 15.

Section D. Computation of Investment Income Percentage

Table with 3 columns: Description, 2013, 2012. Row 17: Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f)). Row 18: Investment income percentage from 2012 Schedule A, Part III, line 17.

19a 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

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

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

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SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

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.

2013

Department of the Treasury Internal Revenue Service

Attach to Form 990.

Open to Public Inspection

Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

Name of the organization

Employer identification number

FERNBANK, INC

58-6028607

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.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 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?, 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?

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

Table with 2 columns: Held at the End of the Tax Year. Rows include: 1 Purpose(s) of conservation easements held by the organization (check all that apply), 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., 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?, 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)?, 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.

Table with 2 columns: Amounts. Rows include: 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., 1b 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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Schedule D (Form 990) 2013

JSA 3E1268 2.000

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 [X] Public exhibition
b [X] Scholarly research
c [X] Preservation for future generations
d [X] 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 [X] 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:

Table with 2 columns: Description, Amount. Rows: 1c Beginning balance, 1d Additions during the year, 1e Distributions during the year, 1f Ending balance.

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.

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows: 1a Beginning of year balance, 1b Contributions, 1c Net investment earnings, gains, and losses, 1d Grants or scholarships, 1e Other expenditures for facilities and programs, 1f Administrative expenses, 1g End of year balance.

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

- a Board designated or quasi-endowment %
b Permanent endowment 100.0000 %
c Temporarily restricted endowment %

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

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

Table with 2 columns: Yes, No. Rows: 3a(i) unrelated organizations, 3a(ii) related organizations.

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? [ ] Yes [ ] No

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

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Table with 5 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows: 1a Land, 1b Buildings, 1c Leasehold improvements, 1d Equipment, 1e Other, Total.

**Part VII Investments - Other Securities.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

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

**Part VIII Investments - Program Related.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

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

**Part IX Other Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

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

**Part X Other Liabilities.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Book value	
(1) Federal income taxes		
(2) LONG TERM CONTRACTS PAYABLE		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶		

2. Liability for uncertain tax positions. 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.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

Table with 5 main rows and sub-rows (a-e) for adjustments. Total revenue reported as 15,758,526.

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

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

Table with 5 main rows and sub-rows (a-e) for adjustments. Total expenses reported as 10,131,632.

Part XIII Supplemental Information.

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

SEE PAGE 5

**Part XIII** Supplemental Information (continued)

SCHEDULE D, PART III, QUESTION 4

FERNBANK MUSEUM WAS CREATED TO ENCOURAGE AND ADVANCE THE STUDY AND UNDERSTANDING OF NATURAL HISTORY BY DISSEMINATING KNOWLEDGE OF THE EARTH AND LIFE UPON IT. WE SEEK TO DEVELOP A COMPREHENSIVE COLLECTION OF VALUE FOR EXHIBITION AND EDUCATION FOR STUDENTS AND VISITORS, AS WELL AS FOR RESEARCH BY CURATORS AND VISITING SCHOLARS. AS A NATURAL HISTORY MUSEUM, WE WILL COLLECT AND MAINTAIN A REPOSITORY OF BIOLOGICAL, ANTHROPOLOGICAL, GEOLOGICAL AND PALEONTOLOGICAL SPECIMENS. WE WILL USE THESE TO DEVELOP ENGAGING EXHIBITS, EDUCATIONAL PROGRAMS AND RESOURCES THAT WILL PROVIDE OUR VISITORS OPPORTUNITIES TO EXPERIENCE AUTHENTIC CULTURAL MATERIALS, ARTIFACTS AND SPECIMENS REPRESENTATIVE OF THE EARTH'S HISTORY AND ITS VARIETY OF LIFE.

SCHEDULE D, PART V, QUESTION 4

THE OVERALL FINANCIAL OBJECTIVES OF THE ENDOWMENT ARE TO SUPPORT THE CURRENT AND FUTURE OPERATIONS OF THE MUSEUM AND TO PRESERVE AND ENHANCE THE PURCHASING POWER OF THE ENDOWMENT. THE INVESTMENT OBJECTIVES ARE TO BE ACHIEVED THROUGH A THREE-TIERED INVESTMENT STRATEGY. TIERS I & II INCORPORATE ENDOWMENT GROWTH THROUGH REINVESTED EARNINGS WITH NO PRINCIPAL SPENDING. THE ENDOWMENT IS CURRENTLY IN ITS TIER II PHASE. IN 2013 ALL EARNINGS WERE REINVESTED; NO PRINCIPAL OR EARNINGS WERE EXPENDED. IN LATE 2013, THE MUSEUM RECEIVED A PLEDGE FOR AN OPERATING ENDOWMENT FOR \$5M TO BE RECEIVED IN FEBRUARY 2014.

**Part XIII** Supplemental Information (continued)

SCHEDULE D, PART III, QUESTION 1A

IN ACCORDANCE WITH GAAP, DONATED COLLECTIONS ARE RECORDED AT COMMERCIAL MARKET VALUE, DETERMINED BY INDEPENDENT APPRAISAL. PURCHASED COLLECTION ITEMS ARE RECORDED AT COST. COLLECTIONS ARE NOT DEPRECIATED.

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THE VALUE OF COLLECTIONS DONATED BY INDIVIDUALS PRIOR TO THE CURRENT METHOD OF RECORDING DONATED COLLECTIONS, INCLUDING THE GEM STONE COLLECTION AND OTHER WORKS OF ART, ARE NOT RECORDED. HOWEVER, THE ORGANIZATION'S GEM STONE COLLECTION IS EXTENSIVE AND HAS SUBSTANTIAL VALUE BASED UPON APPRAISALS OF THE ITEMS AT THE TIME OF THEIR DONATION.

SCHEDULE D, PART XI, QUESTION 2D

THE \$136,871 IS DUE TO FUNDRAISING EXPENSES.

SCHEDULE D, PART XII, QUESTION 2D

THE \$136,871 IS DUE TO FUNDRAISING EXPENSES.

SCHEDULE D, PART X, QUESTION 2

FERNBANK, INC. IS A NOT-FOR-PROFIT ORGANIZATION WHICH IS EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. ACCORDINGLY, NO PROVISION FOR INCOME TAXES IS REFLECTED IN THE ACCOMPANYING 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



**Part XIII** Supplemental Information *(continued)*

POSITION UNDER THE INCOME TAXES TOPIC OF THE FINANCIAL ACCOUNTING STANDARDS CODIFICATION. THE ORGANIZATION DOES NOT HAVE ANY UNCERTAIN TAX POSITIONS AS OF DECEMBER 31, 2013.

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 TAX YEARS ENDING BEFORE DECEMBER 31, 2010.

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

Department of the Treasury  
Internal Revenue Service

Name of the organization  
FERNBANK, INC

**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.

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

OMB No. 1545-0047

**2013**

**Open to Public  
Inspection**

Employer identification number  
58-6028607

**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.
- a  Mail solicitations  
 b  Internet and email solicitations  
 c  Phone solicitations  
 d  In-person solicitations  
 e  Solicitation of non-government grants  
 f  Solicitation of government grants  
 g  Special fundraising events
- 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						
2						
3						
4						
5						
6						
7						
8						
9						
10						
<b>Total</b> .....						

- 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,

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

		(a) Event #1		(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		LOST OASIS		TIMELESS	(total number)	
		(event type)		(event type)		
Revenue	<b>1</b> Gross receipts . . . . .	193,485.		502,119.	0	695,604.
	<b>2</b> Less: Contributions . . . . .	133,855.		425,828.	0	559,683.
	<b>3</b> Gross income (line 1 minus line 2) . . . . .	59,630.		76,291.	0	135,921.
Direct Expenses	<b>4</b> Cash prizes . . . . .				0	
	<b>5</b> Noncash prizes . . . . .				0	
	<b>6</b> Rent/facility costs . . . . .	1,589.		34,319.	0	35,908.
	<b>7</b> Food and beverages . . . . .	13,339.		38,671.	0	52,010.
	<b>8</b> Entertainment . . . . .	5,200.		5,400.	0	10,600.
	<b>9</b> Other direct expenses . . . . .	13,192.		25,161.	0	38,353.
	<b>10</b> Direct expense summary. Add lines 4 through 9 in column (d) . . . . .					136,871.
	<b>11</b> Net income summary. Subtract line 10 from line 3, column (d) . . . . .					-950.

**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))
		Yes	No	Yes	No	Yes	No	
Revenue	<b>1</b> Gross revenue . . . . .							
Direct Expenses	<b>2</b> Cash prizes . . . . .							
	<b>3</b> Noncash prizes . . . . .							
	<b>4</b> Rent/facility costs . . . . .							
	<b>5</b> Other direct expenses . . . . .							
	<b>6</b> 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	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	<b>7</b> Direct expense summary. Add lines 2 through 5 in column (d) . . . . .							
	<b>8</b> Net gaming income summary. Subtract line 7 from line 1, column (d) . . . . .							

**9** Enter the state(s) in which the organization operates gaming activities: \_\_\_\_\_

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

**b** If "No," explain: \_\_\_\_\_

**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	<b>13a</b>	%
b An outside facility	<b>13b</b>	%

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.** 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).

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**SCHEDULE I  
(Form 990)**

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**

OMB No. 1545-0047

**2013**

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

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

Name of the organization

FERNBANK, INC

Employer identification number

58-6028607

**Part I General Information on Grants and Assistance**

- Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  Yes  No
- Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

**Part II Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) -----							
(2) -----							
(3) -----							
(4) -----							
(5) -----							
(6) -----							
(7) -----							
(8) -----							
(9) -----							
(10) -----							
(11) -----							
(12) -----							

- Enter total number of section 501(c)(3) and government organizations listed in the line 1 table
- Enter total number of other organizations listed in the line 1 table

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

Schedule I (Form 990) (2013)

JSA

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**Part III Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" on Form 990, Part IV, line 22.  
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1 REDUCED ADMISSION	14,689.		91,927.	FMV	REDUCED ADMISSION
2					
3					
4					
5					
6					
7					

**Part IV Supplemental Information.** Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

SCHEDULE I, PART I, QUESTION 2

THE GRANTS REFLECT THE FREE ADMISSION PROVIDED TO FAMILIES IN NEED AND TITLE 1 STUDENTS. FOR EXAMPLE, WHEN A TITLE 1 SCHOOL VISITS THE MUSEUM AND THE ASSOCIATED SCHOOL IS CONSIDERED TO HAVE 80% TITLE 1 STUDENTS, THEN THE SCHOOL IS GIVEN AN 80% GRANT OF THE TOTAL MUSEUM ADMISSION COST.

**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Compensation Information**

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

- ▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.
- ▶ Attach to Form 990. ▶ See separate instructions.
- ▶ Information about Schedule J (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2013**

**Open to Public  
Inspection**

Name of the organization

FERNBANK, INC

Employer identification number

58-6028607

**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 directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?

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

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

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

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

**Only 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?
  - b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III.

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

- a** The organization?
  - b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

**7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

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

	Yes	No
<b>1b</b>		
<b>2</b>		
<b>4a</b>		X
<b>4b</b>	X	
<b>4c</b>		X
<b>5a</b>		X
<b>5b</b>		X
<b>6a</b>		X
<b>6b</b>		X
<b>7</b>		X
<b>8</b>		X
<b>9</b>		

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

Schedule J (Form 990) 2013

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

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

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

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 SUSAN NEUGENT PRESIDENT & CEO	(i)	212,000.	0	0		821.	212,821.	
	(ii)	0	0	0				
2 ANELI NUGTEREN EXEC VP & COO	(i)	141,085.	0	0		14,133.	155,218.	
	(ii)	0	0	0				
3 CATHERINE NOWELL SR. VP & CFO	(i)	140,508.	0	0		11,120.	151,628.	
	(ii)	0	0	0				
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 J, PART I, QUESTION 4B

SUSAN NEUGENT HAS SET UP FOR HER BENEFIT A 457(B) PLAN TO WHICH SHE MAKES

CONTRIBUTIONS BUT THERE IS NO CURRENT 457(F) TO WHICH THE MUSEUM IS

MAKING CONTRIBUTIONS ON HER BEHALF.

**SCHEDULE M  
(Form 990)**

**Noncash Contributions**

OMB No. 1545-0047

**2013**

**Open To Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

- ▶ Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
- ▶ Attach to Form 990.
- ▶ Information about Schedule M (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

FERNBANK, INC

Employer identification number

58-6028607

**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	10.	286,873.	BROKER CONFIRMATION
10 Securities - Closely held stock . . . . .				
11 Securities - Partnership, LLC, or trust interests . . . . .				
12 Securities - Miscellaneous . . . . .				
13 Qualified conservation contribution - Historic structures . . . . .				
14 Qualified conservation contribution - Other . . . . .				
15 Real estate - Residential . . . . .				
16 Real estate - Commercial . . . . .				
17 Real estate - Other . . . . .				
18 Collectibles . . . . .				
19 Food inventory . . . . .				
20 Drugs and medical supplies . . . . .				
21 Taxidermy . . . . .				
22 Historical artifacts . . . . .				
23 Scientific specimens . . . . .				
24 Archeological artifacts . . . . .				
25 Other ▶ (ATCH 1) . . . . .		1.	13,025.	
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**

	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) (2013)

JSA

3E1298 1.000

**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.

SCHEDULE M, PART I, QUESTION 32B

SUNTRUST SECURITIES RECEIVES ANY STOCK GIFTS AND SELLS THEM IMMEDIATELY  
UPON RECEIPT.

SCHEDULE M, NUMBER OF CONTRIBUTIONS

THE NUMBER OF CONTRIBUTIONS IS DETERMINED BY THE NUMBER OF CONTRIBUTIONS  
RECEIVED NOT THE NUMBER OF ITEMS 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>
COMPUTER HARDWARE & SOFTW	X	1.	13,025.	FMV
TOTALS		<u>1.</u>	<u>13,025.</u>	

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

Department of the Treasury  
Internal Revenue Service

Name of the organization

FERNBANK, 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

**2013**

**Open to Public  
Inspection**

Employer identification number

58-6028607

PART VI, SECTION A, QUESTION 2

TWO TRUSTEES ARE SERVING AS CO-DIRECTORS IN AN INVESTMENT COMPANY.

PART VI, SECTION A, QUESTION 11B

AS STATED IN THE FINANCE & AUDIT COMMITTEE CHARTER ADOPTED ON AUGUST 3,  
2006, THE FORM 990 IS REVIEWED BY THE FINANCE & AUDIT COMMITTEE, A  
SUB-COMMITTEE OF THE BOARD OF TRUSTEES PRIOR TO FILING WITH THE IRS. THE  
REVIEW WAS CONDUCTED BY THE FINANCE COMMITTEE. A COMPLETE COPY OF THE  
FORM 990 WAS MADE AVAILABLE ON THE MUSEUM'S WEB SITE AND A LINK WAS  
PROVIDED TO EACH BOARD TRUSTEE.

PART VI, SECTION B, QUESTION 12C

A FULL COPY OF THE CONFLICT OF INTEREST STATEMENT IS PROVIDED TO EACH  
TRUSTEE AT THE FIRST BOARD MEETING OF THE YEAR. EACH TRUSTEE IS REQUIRED  
TO SIGN AN ACKNOWLEDGEMENT OF RECEIPT AND RETURN IT TO THE MUSEUM. A  
CONTROL LIST IS MAINTAINED TO ENSURE ALL ACKNOWLEDGEMENTS ARE RETURNED.  
THE MUSEUM RECOGNIZES A CONFLICT OF INTEREST AS OCCURRING WHEN AN  
INTERESTED PERSON DEFINED AS ANY TRUSTEE, PRINCIPAL OFFICER OR MEMBER OF  
A COMMITTEE WITH BOARD-DELEGATED POWERS HAS A DIRECT OR INDIRECT  
FINANCIAL INTEREST OR COMPENSATION ARRANGEMENT THROUGH BUSINESS,  
INVESTMENT OR FAMILY. COMPENSATION INCLUDES DIRECT AND INDIRECT  
REMUNERATION AS WELL AS GIFTS OR FAVORS THAT ARE SUBSTANTIAL IN NATURE.  
ALL POTENTIAL CONFLICTS ARE REVIEWED BY A COMMITTEE OF THE BOARD TO  
DETERMINE WHETHER THE TRANSACTION OR ARRANGEMENT IS IN THE MUSEUM'S BEST

Name of the organization FERNBANK, INC	Employer identification number 58-6028607
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INTEREST AND FOR ITS OWN BENEFIT AND WHETHER THE TRANSACTION IS FAIR AND REASONABLE TO THE MUSEUM AND SHALL MAKE ITS DECISION AS TO WHETHER TO ENTER INTO THE TRANSACTION OR ARRANGEMENT IN CONFORMITY WITH SUCH DETERMINATION. IF THE BOARD COMMITTEE DETERMINES A CONFLICT OF INTEREST DOES EXIST, IT SHALL TAKE APPROPRIATE DISCIPLINARY AND CORRECTIVE ACTION.

PART VI, SECTION B, QUESTION 15A

COMPENSATION FOR THE PRESIDENT/CEO IS DETERMINED BY THE EXECUTIVE COMMITTEE OF THE BOARD OF TRUSTEES. COMPENSATION AND BENEFIT INFORMATION IS GATHERED FROM HUMAN RESOURCE CONSULTANTS PERTAINING TO BOTH MUSEUMS OF COMPARABLE SIZE AND NATURE AND OTHER REGIONAL CULTURAL INSTITUTIONS. THE INFORMATION IS REVIEWED BY THE EXECUTIVE COMMITTEE AND A COMPENSATION PACKAGE IS DEVELOPED AND APPROVED. THE MINUTES OF THE EXECUTIVE COMMITTEE REFLECT THE PROCESS OBSERVED IN DETERMINING THE COMPENSATION ARRANGEMENT UNDER SIGNED CONTRACT THROUGH DECEMBER 31, 2017.

PART VI, SECTION B, QUESTION 15B

ALL OTHER OFFICERS' COMPENSATION IS DETERMINED IN A SIMILAR PROCESS AS TO THAT OF THE PRESIDENT/CEO; HOWEVER, THE PROCESS IS PERFORMED BY HUMAN RESOURCES STAFF AND ALL OTHER OFFICERS ARE NOT UNDER CONTRACT.

PART VI, SECTION C, QUESTION 19

THE MUSEUM'S GOVERNING DOCUMENTS INCLUDING FERNBANK'S CHARTER AND ARTICLES OF INCORPORATION, ITS MISSION STATEMENT AND STRATEGIC PLAN, ETHICS POLICY, COLLECTIONS POLICY, PRIVACY POLICY, GIFT POLICY, INVESTMENT POLICY, ENDOWMENT POLICY, CONFLICT OF INTEREST POLICY, WHISTLE

Name of the organization FERNBANK, INC	Employer identification number 58-6028607
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BLOWER POLICY, AND FINANCE COMMITTEE CHARTER ARE AVAILABLE UPON REQUEST THROUGH THE FINANCE DEPARTMENT AT 767 CLIFTON ROAD, NE, ATLANTA, GEORGIA, 30307 FOR A NOMINAL FEE. THE MUSEUM'S AUDITED FINANCIAL STATEMENTS AND CURRENT FORM 990 ARE AVAILABLE ON-LINE THROUGH THE MUSEUM'S WEB SITE.

FORM 990, PART III, QUESTION 4A

EXHIBITIONS AND FILMS: IN 2013, FERNBANK MUSEUM PRESENTED TWO SPECIAL EXHIBITIONS, EXTREME MAMMALS AND MARCO POLO: MAN OR MYTH. ADDITIONALLY, THE MUSEUM HOSTED NEARLY A DOZEN FILMS IN ITS IMAX THEATRE, INCLUDING THE NEW FILMS TITANS OF THE ICE AGE, FLIGHT OF THE BUTTERFLIES, HIDDEN UNIVERSE AND PENGUINS. IN 2013, FERNBANK PRESENTED THE FOURTH ANNUAL WINTER WONDERLAND: CELEBRATIONS & TRADITIONS AROUND THE WORLD, A FESTIVE HOLIDAY EXHIBITION WHICH SERVES AS A UNIQUE PRESENTATION OF CROSS-CULTURAL SYMBOLISM BOLSTERED BY VIBRANT ENRICHMENT PROGRAMS ON THE WEEKENDS. THROUGH THESE INTERACTIVE EXHIBITS AND THOUGHT-PROVOKING FILMS, FERNBANK INTRODUCES VISITORS TO CULTURES AROUND THE GLOBE AND HIGHLIGHTS IMPORTANT ENVIRONMENTAL ISSUES FACING THE WORLD TODAY TO ENCOURAGE A DEEPER UNDERSTANDING OF OUR PLANET AND THE HUMAN DISCOURSE.

FORM 990, PART III, QUESTION 4B

EDUCATIONAL PROGRAMS: THE MUSEUM IS COMMITTED TO OFFERING THE HIGHEST QUALITY EDUCATIONAL PROGRAMMING DESIGNED TO COMPLEMENT THE VISITOR'S EXPERIENCE AT THE MUSEUM AS WELL AS IN-SCHOOL LEARNING. PROGRAMS ARE DESIGNED FOR A VARIETY OF AUDIENCES INCLUDING FAMILIES, CHILDREN AND SCHOOL CHILDREN. IN 2013, FERNBANK MUSEUM OFFERED MORE THAN 500 EXPLORATORY SCIENCE CLASSES AND DELIVERED ENHANCED, ON-SITE LABORATORY

Name of the organization FERNBANK, INC	Employer identification number 58-6028607
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AND CLASSROOM PROGRAMS TO ROUGHLY 15,000 OF THE 60,000 STUDENTS WHO VISITED AS PART OF A FIELD TRIP. ALL MUSEUM PROGRAMS, EXHIBITIONS AND FILMS ARE DESIGNED TO MEET OR EXCEED STATE AND NATIONAL STANDARDS, ENHANCING THE CURRICULUM AND PARTNERING WITH TEACHERS TO BRING SCIENCE TO LIFE THROUGH HANDS-ON EXPERIENCES. ADDITIONALLY, THE MUSEUM PRESENTED TWO SIGNATURE ENVIRONMENTAL PROGRAMS, URBANWATCH ATLANTA AND CITY SCIENTISTS, SERVING SCHOOLS WITH A FOCUS ON STUDENTS FROM UNDERSERVED POPULATIONS. FERNBANK'S URBANWATCH PROGRAM CONNECTS MIDDLE AND HIGH SCHOOL STUDENTS WITH NATURE AND BIODIVERSITY THROUGH AN IMMERSIVE ECOLOGY EXPERIENCE IN FERNBANK FOREST AND ACROSS THE MUSEUM CAMPUS. THE PROGRAM FOCUSES ON THE IMPORTANCE OF NATIVE PLANT SPECIES, BIODIVERSITY AND HEALTHY ECOSYSTEMS PROVIDING TITLE 1 STUDENTS THE OPPORTUNITY TO ACTIVELY PARTICIPATE IN A RESTORATION PROJECT ON THE MUSEUM CAMPUS. CITY SCIENTISTS, AN AFTER-SCHOOL PROGRAM, SERVES 300 3RD, 4TH AND 5TH GRADERS ATTENDING ATLANTA'S TITLE I SCHOOLS. THIS HIGHLY INTERACTIVE PROGRAM INTRODUCES UNDERSERVED STUDENTS TO REGIONAL ECOLOGY, GEOLOGY AND NATURAL HISTORY THEMES, PROVIDING THEM WITH MEANINGFUL CHALLENGES IN EDUCATION AND THE ENHANCED FOUNDATION TO PERFORM WELL IN SCIENCE. FOR FAMILIES AND CHILDREN, THE MUSEUM OFFERS EXCELLENT EXPERIMENTS, WEEKEND WONDERS, LIVE ANIMAL ENCOUNTERS, FAMILY EXPLORATION DAYS, NATURE WALKS AND MORE. THESE PROGRAMS PROVIDE VISITORS WITH NEW EXPERIENCES EVERY TIME THEY VISIT, ALLOWING THEM TO DELVE DEEPER INTO THEMES PRESENTED THROUGHOUT THE MUSEUM AT AGE-APPROPRIATE LEVELS.

FORM 990, PART III, QUESTION 4C

STRATEGIC INITIATIVES: FERNBANK'S STRATEGIC PLAN CALLS FOR THE MUSEUM TO



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FULFILL ON ITS UNIQUE ENVIRONMENTAL LEGACY IN ITS PRESERVATION AND STEWARDSHIP OF FERNBANK FOREST, AS WELL AS HOW TO LEVERAGE THE ENTIRE CAMPUS IN FERNBANK'S MISSION TO FOSTER A DEEPER CONNECTION TO THE NATURAL WORLD. IN 2013, THE MUSEUM BEGAN WORK TO BRING THE PLANS IDENTIFIED THROUGH ITS CAMPUS AND FOREST STEWARDSHIP PLANS TO FRUITION WITH NECESSARY PREPARATIONS FOR FUTURE DESIGN AND IMPLEMENTATION PHASES. INITIAL FUNDRAISING EFFORTS BEGAN TO SUPPORT THE RESTORATION OF FERNBANK FOREST AND TO INTRODUCE NEW GUEST EXPERIENCES ELSEWHERE ON THE CAMPUS. THESE PLANS WILL INFORM LONGER TERM INITIATIVES AT THE MUSEUM.

ATTACHMENT 1

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

FERNBANK MUSEUM OF NATURAL HISTORY IS DEDICATED TO STIMULATING AN INTEREST IN SCIENCE, THE ENVIRONMENT AND HUMAN CULTURE, RECONNECTING PEOPLE TO NATURE AND RESTORING A SENSE OF WONDER IN THE NATURAL WORLD. THE MUSEUM'S MISSION IS TO INSPIRE LIFELONG LEARNING OF NATURAL HISTORY THROUGH IMMERSIVE PROGRAMMING AND UNMATCHED EXPERIENCES TO ENCOURAGE A GREATER APPRECIATION OF OUR PLANET AND ITS INHABITANTS. FERNBANK VIEWS NATURAL HISTORY AS A STARTLINGLY CONTEMPORARY SUBJECT MATTER ENCOMPASSING TWO OF THE MOST SIGNIFICANT ISSUES OF OUR TIME-THE DIVERSITY OF OUR ENVIRONMENT AND THE DIVERSITY OF HUMAN CULTURE. FERNBANK PRESENTS THE CONCEPTS OF PHYSICAL, EARTH, LIFE AND SOCIAL SCIENCES IN AN INTERACTIVE AND ENGAGING ENVIRONMENT THROUGH 14 PERMANENT EXHIBITS AND FEATURES, ANNUAL SPECIAL EXHIBITIONS AND A HOST OF FILMS AND SIGNATURE PROGRAMS. AS AN EDUCATIONAL INSTITUTION, FERNBANK SUPPORTS A VISITOR'S INTRINSIC DESIRE TO LEARN. OUR GOAL IS TO BUILD A MORE INFORMED CITIZENRY, SCIENTIFICALLY AND CULTURALLY, THAT PLACES A HIGH VALUE ON LEARNING

Name of the organization FERNBANK, INC	Employer identification number 58-6028607
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ATTACHMENT 1 (CONT'D)FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

AND EXPANDING THEIR VIEW OF THE WORLD. WITH EVERY PROGRAM ROOTED IN SCIENCE, FERNBANK OFFERS NUMEROUS EDUCATIONAL EXPERIENCES FOR PERSONS OF ALL AGES AND COGNITIVE LEVELS.

ATTACHMENT 2990, PART VII- COMPENSATION OF THE FIVE HIGHEST PAID IND. CONTRACTORS

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
SYSKO PO BOX 490379 COLLEGE PARK, GA 30349	FOOD SERVICE	271,849.
GEORGIA MAINT SOLUTIONS, INC. 2841 EAST MOUNT TABOR CIRCLE DULUTH, GA 30096	JANITORIAL SVCS	185,700.
IMAX CORPORATION 2525 SPEAKMAN DR. SHERIDAN PARK L5K 1B1 MISSISSAUGA ONTARIO CANADA	FILM RENTALS	179,169.
CONTEMPORANEA PROGETTI VIA DIRICORBOLI 5R 50126 FLORENCE ITALY	TEMP EXHIBIT	168,755.
MUSEUM OF NEW ZEALAND PO BOX 467 CABLE STREET 6011 WELLINGTON WELLINGTON NEW ZEALAND	TEMP EXHIBIT	140,000.

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ATTACHMENT 3

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>
INTEREST INCOME	10,010.			10,010.
TOTALS	<u>10,010.</u>			<u>10,010.</u>

ATTACHMENT 4

FORM 990, PART VIII - EXCLUDED CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>AMOUNT</u>
LOST OASIS EVENT	133,855.
TIMELESS EVENT	425,828.
TOTAL	<u>559,683.</u>

ATTACHMENT 5

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>
LOST OASIS EVENT	59,630.	33,320.	26,310.
TIMELESS EVENT	76,291.	103,551.	-27,260.
TOTALS	<u>135,921.</u>	<u>136,871.</u>	<u>-950.</u>

Name of the organization <b>FERNBANK, INC</b>	Employer identification number <b>58-6028607</b>
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ATTACHMENT 6

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

GROSS SALES LESS RETURNS AND ALLOWANCES .....	2,168,370.
INVENTORY AT BEGINNING OF YEAR .....	260,549.
PURCHASES .....	643,273.
SALARIES AND WAGES .....	
OTHER COSTS .....	
SUBTOTAL .....	<u>903,822.</u>
MINUS ENDING INVENTORY .....	246,993.
COST OF GOODS SOLD .....	<u><u>656,829.</u></u>

ATTACHMENT 7

FORM 990, PART X - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
PREPAID EXPENSES	44,972.
PREPAID POSTAGE	273.
DEPOSITS	3,630.
TOTALS	<u><u>48,875.</u></u>

ATTACHMENT 8

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>COST OR FMV</u>
STOCKS	356,666.	FMV
TOTALS	<u><u>356,666.</u></u>	

# Underpayment of Estimated Tax by Corporations

**2013**

▶ Attach to the corporation's tax return.

▶ Information about Form 2220 and its separate instructions is at [www.irs.gov/form2220](http://www.irs.gov/form2220).

Name <b>FERNBANK, INC</b>	Employer identification number <b>58-6028607</b>
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**Note:** Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

## Part I Required Annual Payment

1 Total tax (see instructions) . . . . .		<b>1</b>	
2a Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1 . . . . .	<b>2a</b>		
b Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method . . . . .	<b>2b</b>		
c Credit for federal tax paid on fuels (see instructions) . . . . .	<b>2c</b>		
d <b>Total.</b> Add lines 2a through 2c . . . . .		<b>2d</b>	
3 Subtract line 2d from line 1. If the result is less than \$500, <b>do not</b> complete or file this form. The corporation does not owe the penalty. . . . .		<b>3</b>	
4 Enter the tax shown on the corporation's 2012 income tax return (see instructions). <b>Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5</b> . . . . .		<b>4</b>	
5 <b>Required annual payment.</b> Enter the <b>smaller</b> of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3 . . . . .		<b>5</b>	

## Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation must file Form 2220 even if it does not owe a penalty (see instructions).

6	<input type="checkbox"/>	The corporation is using the adjusted seasonal installment method.
7	<input type="checkbox"/>	The corporation is using the annualized income installment method.
8	<input type="checkbox"/>	The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

## Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)
9 <b>Installment due dates.</b> Enter in columns (a) through (d) the 15th day of the 4th ( <b>Form 990-PF filers:</b> Use 5th month), 6th, 9th, and 12th months of the corporation's tax year . . . . .	<b>9</b>			
10 <b>Required installments.</b> If the box on line 6 and/or line 7 above is checked, enter the amounts from Schedule A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column . . . . .	<b>10</b>			
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15 . . . . .	<b>11</b>			
<b>Complete lines 12 through 18 of one column before going to the next column.</b>				
12 Enter amount, if any, from line 18 of the preceding column . . . . .	<b>12</b>			
13 Add lines 11 and 12 . . . . .	<b>13</b>			
14 Add amounts on lines 16 and 17 of the preceding column . . . . .	<b>14</b>			
15 Subtract line 14 from line 13. If zero or less, enter -0- . . . . .	<b>15</b>			
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0- . . . . .	<b>16</b>			
17 <b>Underpayment.</b> If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18 . . . . .	<b>17</b>			
18 <b>Overpayment.</b> If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column . . . . .	<b>18</b>			

**Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.**

For Paperwork Reduction Act Notice, see separate instructions.

**Exempt Organization Business Income Tax Return  
(and proxy tax under section 6033(e))**

For calendar year 2013 or other tax year beginning \_\_\_\_\_, 2013, and ending \_\_\_\_\_, 2013.

**2013**

Department of the Treasury  
Internal Revenue Service

▶ See separate instructions.  
▶ Information about Form 990-T and its instructions is available at [www.irs.gov/form990t](http://www.irs.gov/form990t).  
▶ Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

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

<input type="checkbox"/> Check box if address changed	Name of organization ( <input type="checkbox"/> Check box if name changed and see instructions.)	<b>D Employer identification number</b> (Employees' trust, see instructions.)
<b>B Exempt under section</b> <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)	FERNBANK, INC Number, street, and room or suite no. If a P.O. box, see instructions. 767 CLIFTON ROAD, NE City or town, state or province, country, and ZIP or foreign postal code ATLANTA, GA 30307-1221	58-6028607
<b>C Book value of all assets at end of year</b> 32,771,171.	<b>F Group exemption number</b> (See instructions.) ▶	<b>E Unrelated business activity codes</b> (See instructions.) 722320 722410
<b>G Check organization type</b> ▶ <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.** ▶ DINING SERVICES AND SPECIAL EVENTS

**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 ▶ CATHERINE NOWELL Telephone number ▶ 404-929-6344

Part I Unrelated Trade or Business Income		(A) Income	(B) Expenses	(C) Net
1a	Gross receipts or sales 940,962.			
b	Less returns and allowances			
	<b>c Balance ▶</b>	<b>1c</b>	940,962.	
2	Cost of goods sold (Schedule A, line 7) . . . . .	<b>2</b>	137,049.	
3	Gross profit. Subtract line 2 from line 1c . . . . .	<b>3</b>	803,913.	803,913.
4a	Capital gain net income (attach Form 8949 and Schedule D)	<b>4a</b>		
b	Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797) . .	<b>4b</b>		
c	Capital loss deduction for trusts . . . . .	<b>4c</b>		
5	Income (loss) from partnerships and S corporations (attach statement)	<b>5</b>		
6	Rent income (Schedule C) . . . . .	<b>6</b>		
7	Unrelated debt-financed income (Schedule E) . . . . .	<b>7</b>		
8	Interest, annuities, royalties, and rents from controlled organizations (Schedule F)	<b>8</b>		
9	Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	<b>9</b>		
10	Exploited exempt activity income (Schedule I) . . . . .	<b>10</b>		
11	Advertising income (Schedule J) . . . . .	<b>11</b>		
12	Other income (See instructions; attach schedule.) . . . . .	<b>12</b>		
13	<b>Total.</b> Combine lines 3 through 12 . . . . .	<b>13</b>	803,913.	803,913.

**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) . . . . .	<b>14</b>	74,064.
15	Salaries and wages . . . . .	<b>15</b>	469,836.
16	Repairs and maintenance . . . . .	<b>16</b>	38,883.
17	Bad debts . . . . .	<b>17</b>	
18	Interest (attach schedule) . . . . .	<b>18</b>	
19	Taxes and licenses . . . . .	<b>19</b>	7,208.
20	Charitable contributions (See instructions for limitation rules.) . . . . .	<b>20</b>	
21	Depreciation (attach Form 4562) . . . . .	<b>21</b>	169,897.
22	Less depreciation claimed on Schedule A and elsewhere on return . . . . .	<b>22a</b>	
		<b>22b</b>	169,897.
23	Depletion . . . . .	<b>23</b>	
24	Contributions to deferred compensation plans . . . . .	<b>24</b>	
25	Employee benefit programs . . . . .	<b>25</b>	
26	Excess exempt expenses (Schedule I) . . . . .	<b>26</b>	
27	Excess readership costs (Schedule J) . . . . .	<b>27</b>	
28	Other deductions (attach schedule) . . . . . ATTACHMENT 1 . . . . .	<b>28</b>	288,097.
29	<b>Total deductions.</b> Add lines 14 through 28 . . . . .	<b>29</b>	1,047,985.
30	Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	<b>30</b>	-244,072.
31	Net operating loss deduction (limited to the amount on line 30) . . . . .	<b>31</b>	
32	Unrelated business taxable income before specific deduction. Subtract line 31 from line 30 . . . . .	<b>32</b>	-244,072.
33	Specific deduction (Generally \$1,000, but see line 33 instructions for exceptions.) . . . . .	<b>33</b>	1,000.
34	<b>Unrelated business taxable income.</b> Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32 . . . . .	<b>34</b>	-244,072.

Part III Tax Computation

Table with 2 main columns: Description and Amount. Rows include Organizations Taxable as Corporations, Trusts Taxable at Trust Rates, Proxy tax, Alternative minimum tax, and Total.

Part IV Tax and Payments

Table with 2 main columns: Description and Amount. Rows include Foreign tax credit, Other credits, General business credit, Total credits, Subtract line 40e from line 39, Other taxes, Total tax, Payments (A 2012 overpayment, 2013 estimated tax, Tax deposited, Foreign organizations, Backup withholding, Credit for small employer health insurance), Total payments, Estimated tax penalty, Tax due, Overpayment, and Enter the amount of line 48.

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

Table with 3 columns: Question, Yes, No. Rows include interest in foreign country, distribution from foreign trust, and tax-exempt interest received.

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

Table with 4 columns: Line number, Description, Amount, and Yes/No. Rows include Inventory at beginning/end of year, Purchases, Cost of labor, Additional section 263A costs, Other costs, and Total.

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, and a box for 'May the IRS discuss this return with the preparer shown below'.

Paid Preparer Use Only section including Print/Type preparer's name (MARC AZAR), Preparer's signature, Date, Firm's name (SMITH & HOWARD, P.C.), Firm's address (271 17TH STREET, SUITE 1600 ATLANTA, GA 30363), Firm's EIN (58-1250486), and Phone no. (404-874-6244).

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 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 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 schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
<b>Totals</b> . . . . . ▶		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)						
<b>Totals</b> . . . . . ▶		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)						
<b>Totals</b> (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)						
<b>Totals from Part I</b>						
<b>Totals, Part II</b> (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 2			%
(2)			%
(3)			%
(4)			%
<b>Total.</b> Enter here and on page 1, Part II, line 14. . . . . ▶			

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

ADVERTISING / MARKETING	79,647.
CREDIT CARD SERVICE FEES	17,836.
CUSTODIAN	41,521.
UTILITIES	52,618.
ENTERTAINMENT	41,116.
INSURANCE	13,014.
KITCHEN SUPPLIES	15,461.
LINENS	7,782.
OFFICE EXPENSE	2,125.
PROFESSIONAL FEES	10,589.
SECURITY	648.
TEMPORARY ASSISTANCE	5,477.
UNIFORMS	263.
PART II - LINE 28 - OTHER DEDUCTIONS	<u>288,097.</u>

ATTACHMENT 2SCHD. K, FORM 990-T, COMPENSATION OF OFFICERS, DIRECTORS, & TRUSTEES

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS PERCENT</u>	<u>COMPENSATION</u>
SUSAN NEUGENT 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	PRESIDENT & CEO	0	0
ANELI NUGTEREN 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	EXEC VP & COO	0	0
CATHERINE NOWELL 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	SR. VP & CFO	0	0
JENNIFER GRANT-WARNER 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	SR. VP & CPO	0	0
DANA HARVEY 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	VP & CTO	0	0
MELISSA T. ALLEN 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
ASHISH BAHL 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
JEFFERY B. BAKER 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
HARTLEY D. BLAHA 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
RONALD B. BOBO 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	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>
SHERRI CRAWFORD 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
CAROL G. DOTY 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
RYAN SMITH DUNLAP 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
ARNOLD B. EVANS 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
TERESA FINLEY 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
DARRELL FITZGERALD 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
RICK FRAZIER 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
DEBORAH HODGE HARRISON 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
DOROTHY SMITH HINES 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
FAY S. HOWELL 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	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>
WAB P. KADABA 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
RANDOLPH J. KOPORC 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
RONNIE R. LABRATO 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
CARA ISDELL LEE 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
KEVIN A. MAXIM 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
RICHARD V. MCPHAIL 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
ASHLEY MILLER 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
RANDOLPH A. MOORE 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
W. HAMPTON MORRIS 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
MELANIE M. PLATT 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	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>
DREW ATKINSON PUTT 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
SEAN RICHARDS 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
JAKE RING 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
JOSEPH B. SCHULTZ 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
REBECCA S. SHEPHERD 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
WILLIAM L WARREN 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
JOHN B. ZELLARS, JR. 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
TOTAL COMPENSATION			<u>0</u>

INSTRUCTIONS FOR FILING  
FERNBANK, INC  
GA FORM 600T  
GEORGIA 600T - EXEMPT ORG. UNRELATED BUS. INC. TAX  
FOR THE PERIOD ENDED DECEMBER 31, 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 NOVEMBER 17, 2014  
WITH...

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



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

<b>Exempt Organization Unrelated Business Income Tax Return</b> (Under Georgia Code Section 48-7-25)						<b>20</b> <u>13</u>		
For the taxable year beginning <u>01/01</u> , 20 <u>13</u> and ending <u>12/31</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.)		
Fernbank, Inc								
Number and Street			Number and Street					
767 Clifton Road, NE						58-6028607		
City or Town			City or Town			NAICS Code	Date of current exemption letter.	IRS code section for which you are exempt.
Atlanta								Sec. 501
State	Zip Code		State	Zip Code				( C ) ( X ) ( 3 )
GA	30307-1221							
						<b>SCHEDULE 1</b>		
1. Unrelated business taxable income from Federal Form 990-T (attach copy) . . . . . ▶						1.		-244,072.
2. Additions . . . . . ▶						2.		
3. Total (add line 1 and line 2) . . . . . ▶						3.		-244,072.
4. Subtractions . . . . . ▶						4.		
5. Georgia unrelated business taxable income (line 3 less line 4) . . . . . ▶						5.		-244,072.
<b>COMPUTATION OF GEORGIA UNRELATED BUSINESS INCOME TAX</b>						<b>SCHEDULE 2</b>		
1. Line 5, above, multiplied by 6% . . . . . ▶						1.		
2. Less: Credits and Payments . . . . . ▶						2.		
3. Withholding Credits (G2-A, G2-LP and/or G2-RP) . . . . . ▶						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>14</u>								
<b>Estimated Tax</b> ▶ _____ <b>Refunded</b> ▶ _____								

**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 my/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 he/she 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





Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

For calendar year 2013 or other tax year beginning 2013, and ending 2013

2013

Department of the Treasury Internal Revenue Service

Information about Form 990-T and its instructions is available at www.irs.gov/form990t. Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

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

Form header section including: A Check box if address changed, B Exempt under section 501(c)(3), C Book value of all assets at end of year, D Employer identification number, E Unrelated business activity codes, F Group exemption number, G Check organization type.

Form section H: Describe the organization's primary unrelated business activity. DINING SERVICES AND SPECIAL EVENTS. Section I: During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Section J: The books are in care of CATHERINE NOWELL. Telephone number 404-929-6344.

Table for Part I: Unrelated Trade or Business Income. Columns: (A) Income, (B) Expenses, (C) Net. Rows 1a-13 including Gross receipts or sales (940,962), Less returns and allowances, Cost of goods sold (137,049), Gross profit (803,913), Total (803,913).

Table for Part II: Deductions Not Taken Elsewhere. Columns: Line number, Description, Amount. Rows 14-34 including Compensation of officers (74,064), Salaries and wages (469,836), Repairs and maintenance (38,883), Taxes and licenses (7,208), Depreciation (169,897), Total deductions (1,047,985), Unrelated business taxable income before net operating loss deduction (-244,072), Net operating loss deduction, Specific deduction (1,000), Unrelated business taxable income (-244,072).

Part III Tax Computation

Table with 2 columns: Description and Amount. Rows include Organizations Taxable as Corporations, Trusts Taxable at Trust Rates, Proxy tax, Alternative minimum tax, and Total.

Part IV Tax and Payments

Table with 2 columns: Description and Amount. Rows include Foreign tax credit, Other credits, General business credit, Total credits, Subtract line 40e from line 39, Other taxes, Total tax, Payments (A 2012 overpayment, 2013 estimated tax, Tax deposited, Foreign organizations, Backup withholding, Credit for small employer health insurance), Total payments, Estimated tax penalty, Tax due, Overpayment, and Enter the amount of line 48.

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

Table with 3 columns: Question, Yes, No. Rows include interest in foreign country, distribution from foreign trust, and tax-exempt interest received.

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

Table with 4 columns: Line number, Description, Amount, and Yes/No. Rows include Inventory at beginning/end of year, Purchases, Cost of labor, Additional section 263A costs, Other costs, Total, and Section 263A rules.

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, and a box for 'May the IRS discuss this return with the preparer shown below'.

Paid Preparer Use Only section including Print/Type preparer's name (MARC AZAR), Preparer's signature, Date, Firm's name (SMITH & HOWARD, P.C.), Firm's address (271 17TH STREET, SUITE 1600 ATLANTA, GA 30363), Firm's EIN (58-1250486), and Phone no. (404-874-6244).

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 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 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 schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
<b>Totals</b> . . . . . ▶		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)						
<b>Totals</b> . . . . . ▶		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)						
<b>Totals</b> (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)						
<b>Totals from Part I</b>		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.
<b>Totals, Part II (lines 1-5)</b> . . . ▶						

**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 2			%
(2)			%
(3)			%
(4)			%
<b>Total.</b> Enter here and on page 1, Part II, line 14. . . . . ▶			

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

ADVERTISING / MARKETING	79,647.
CREDIT CARD SERVICE FEES	17,836.
CUSTODIAN	41,521.
UTILITIES	52,618.
ENTERTAINMENT	41,116.
INSURANCE	13,014.
KITCHEN SUPPLIES	15,461.
LINENS	7,782.
OFFICE EXPENSE	2,125.
PROFESSIONAL FEES	10,589.
SECURITY	648.
TEMPORARY ASSISTANCE	5,477.
UNIFORMS	263.
PART II - LINE 28 - OTHER DEDUCTIONS	<u>288,097.</u>

ATTACHMENT 2SCHD. K, FORM 990-T, COMPENSATION OF OFFICERS, DIRECTORS, & TRUSTEES

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS PERCENT</u>	<u>COMPENSATION</u>
SUSAN NEUGENT 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	PRESIDENT & CEO	0	0
ANELI NUGTEREN 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	EXEC VP & COO	0	0
CATHERINE NOWELL 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	SR. VP & CFO	0	0
JENNIFER GRANT-WARNER 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	SR. VP & CPO	0	0
DANA HARVEY 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	VP & CTO	0	0
MELISSA T. ALLEN 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
ASHISH BAHL 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
JEFFERY B. BAKER 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
HARTLEY D. BLAHA 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
RONALD B. BOBO 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	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>
SHERRI CRAWFORD 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
CAROL G. DOTY 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
RYAN SMITH DUNLAP 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
ARNOLD B. EVANS 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
TERESA FINLEY 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
DARRELL FITZGERALD 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
RICK FRAZIER 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
DEBORAH HODGE HARRISON 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
DOROTHY SMITH HINES 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
FAY S. HOWELL 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	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>
WAB P. KADABA 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
RANDOLPH J. KOPORC 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
RONNIE R. LABRATO 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
CARA ISDELL LEE 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
KEVIN A. MAXIM 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
RICHARD V. MCPHAIL 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
ASHLEY MILLER 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
RANDOLPH A. MOORE 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
W. HAMPTON MORRIS 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
MELANIE M. PLATT 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	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>
DREW ATKINSON PUTT 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
SEAN RICHARDS 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
JAKE RING 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
JOSEPH B. SCHULTZ 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
REBECCA S. SHEPHERD 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
WILLIAM L WARREN 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
JOHN B. ZELLARS, JR. 767 CLIFTON ROAD, NE ATLANTA, GA 30307-1221	BOARD MEMBER	0	0
TOTAL COMPENSATION			<u>0</u>