

INSTRUCTIONS FOR FILING
ROBERT W. WOODRUFF ARTS CENTER, INC.
FORM 8879-EO - IRS E-FILE SIGNATURE AUTHORIZATION
FOR THE PERIOD ENDED MAY 31, 2017

SIGNATURE...

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

FILING...

RETURN YOUR SIGNED FORM 8879-EO TO:

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

PAYMENT OF TAX...

NO PAYMENT OF TAX IS REQUIRED.

AN ADDITIONAL COPY OF THE RETURN SHOULD BE FILED WITH:

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

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

WE MUST RECEIVE YOUR SIGNED FORM BEFORE WE CAN ELECTRONICALLY
TRANSMIT YOUR RETURN WHICH IS DUE ON APRIL 17, 2018. WE
WOULD APPRECIATE YOUR RETURNING THIS FORM AS SOON AS POSSIBLE
AS THIS WILL EXPEDITE THE PROCESSING OF YOUR RETURN. THE INTERNAL
REVENUE SERVICE WILL NOTIFY US WHEN YOUR RETURN IS ACCEPTED.
YOUR RETURN IS NOT CONSIDERED FILED UNTIL THE INTERNAL REVENUE
SERVICE CONFIRMS THEIR ACCEPTANCE, WHICH MAY OCCUR AFTER THE DUE
DATE OF YOUR RETURN.

PUBLIC INSPECTION COPY

INSTRUCTIONS FOR FILING
ROBERT W. WOODRUFF ARTS CENTER, INC.
FORM 990T - EXEMPT ORGANIZATION BUSINESS RETURN
FOR THE PERIOD ENDED MAY 31, 2017

SIGNATURE...

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

FILING...

THE SIGNED RETURN SHOULD BE FILED ON OR BEFORE APRIL 17, 2018
WITH...

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

OVERPAYMENT OF TAX...

THE RETURN SHOWS AN OVERPAYMENT OF \$87,913. OF WHICH \$NONE
SHOULD BE REFUNDED TO YOU AND \$87,913. HAS BEEN APPLIED TO YOUR
2017 ESTIMATED TAX.

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

PUBLIC INSPECTION COPY

Form **8879-EO****IRS e-file Signature Authorization
for an Exempt Organization**

OMB No. 1545-1878

For calendar year 2016, or fiscal year beginning 06/01, 2016, and ending 05/31, 20 17

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

▶ Information about Form 8879-EO and its instructions is at www.irs.gov/form8879eo.**2016**Department of the Treasury
Internal Revenue Service

Name of exempt organization

ROBERT W. WOODRUFF ARTS CENTER, INC.

Employer identification number

58-0633971

Name and title of officer

DOUG SHIPMAN, PRESIDENT & CEO**Part I Type of Return and Return Information (Whole Dollars Only)**

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

1a	Form 990 check here ▶ <input checked="" type="checkbox"/>	b	Total revenue, if any (Form 990, Part VIII, column (A), line 12) . . .	1b	<u>89514069.</u>
2a	Form 990-EZ check here ▶ <input type="checkbox"/>	b	Total revenue, if any (Form 990-EZ, line 9)	2b	
3a	Form 1120-POL check here ▶ <input type="checkbox"/>	b	Total tax (Form 1120-POL, line 22)	3b	
4a	Form 990-PF check here ▶ <input type="checkbox"/>	b	Tax based on investment income (Form 990-PF, Part VI, line 5).	4b	
5a	Form 8868 check here ▶ <input type="checkbox"/>	b	Balance Due (Form 8868, line 3c)	5b	

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2016 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

☒ I authorize SMITH & HOWARD, P.C.
ERO firm name

to enter my PIN

1 7 2 3 6

as my signature

Enter five numbers, but
do not enter all zeros

on the organization's tax year 2016 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

☐ As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2016 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶

Date ▶ 04/17/2018**Part III Certification and Authentication**

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

6 7 9 8 3 8 5 8 1 2 5

do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2016 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of Pub. 4163, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶

Date ▶ 04/17/2018**ERO Must Retain This Form - See Instructions****Do Not Submit This Form To the IRS Unless Requested To Do So**

For Paperwork Reduction Act Notice, see back of form.

Form **8879-EO** (2016)

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2016

Open to Public
InspectionDepartment of the Treasury
Internal Revenue Service

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.

A For the 2016 calendar year, or tax year beginning 06/01, 2016, and ending 05/31, 2017

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization ROBERT W. WOODRUFF ARTS CENTER, INC.		D Employer identification number 58-0633971
	Doing business as		E Telephone number (404) 733-4200
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	1280 PEACHTREE ST. NE		
	City or town, state or province, country, and ZIP or foreign postal code ATLANTA, GA 30309		
F Name and address of principal officer: DOUG SHIPMAN 1280 PEACHTREE ST. ATLANTA, GA 30309		G Gross receipts \$ 267,414,189.	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
J Website: WWW.WOODRUFFCENTER.ORG		H(c) Group exemption number ▶	
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1965 M State of legal domicile: GA	

Part I Summary

Activities & Governance	1	Briefly describe the organization's mission or most significant activities: CHARITABLE ARTS ORGANIZATION TO INSPIRE, CREATE, SUPPORT AND CELEBRATE RENOWNED ARTS AND EDUCATION FOR DIVERSE AUDIENCES THROUGH OUR UNIQUE MODEL OF DIVISIONS AND COLLABORATIONS.		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3	Number of voting members of the governing body (Part VI, line 1a)	109.	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	105.	
	5	Total number of individuals employed in calendar year 2016 (Part V, line 2a)	1,201.	
	6	Total number of volunteers (estimate if necessary)	1,500.	
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	3,892,910.	
7b	Net unrelated business taxable income from Form 990-T, line 34	12,398.		
Revenue	8	Contributions and grants (Part VIII, line 1h)	70,547,564.	58,423,844.
	9	Program service revenue (Part VIII, line 2g)	26,545,559.	20,564,477.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	20,948,581.	3,600,449.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	4,422,758.	6,925,299.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	122,464,462.	89,514,069.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	14	Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	43,891,452.	44,900,450.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	856,409.	693,005.
	16b	Total fundraising expenses (Part IX, column (D), line 25) ▶	6,354,475.	
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	59,497,830.	50,626,681.	
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	104,245,691.	96,220,136.	
19	Revenue less expenses. Subtract line 18 from line 12	18,218,771.	-6,706,067.	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	661,537,512.	698,675,039.
	21	Total liabilities (Part X, line 26)	219,584,233.	212,276,706.
	22	Net assets or fund balances. Subtract line 21 from line 20	441,953,279.	486,398,333.

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			
	DOUG SHIPMAN Type or print name and title	04/17/2018 PRESIDENT & CEO			
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	MARC AZAR		04/17/2018		P91739349
	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 (2016)

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response or note to any line in this Part III ☐ Yes ☒ No**1** Briefly describe the organization's mission:

CHARITABLE ARTS ORGANIZATION TO INSPIRE, CREATE, SUPPORT, AND
 CELEBRATE RENOWNED ARTS AND EDUCATION FOR DIVERSE AUDIENCES THROUGH
 OUR UNIQUE MODEL OF DIVISIONS AND COLLABORATIONS, IN AN
 INSTITUTIONALLY SUSTAINABLE MANNER.

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

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a** (Code:) (Expenses \$ 38,870,056. including grants of \$) (Revenue \$ 10,663,454.)

ATTACHMENT 1

4b (Code:) (Expenses \$ 7,181,836. including grants of \$) (Revenue \$ 1,970,236.)

HIGH MUSEUM OF ART: THE HIGH MUSEUM OF ART IS THE LEADING MUSEUM
 OF ART IN THE SOUTHEASTERN UNITED STATES. WITH MORE THAN 16,400
 WORKS OF ART IN ITS PERMANENT COLLECTION, THE HIGH MUSEUM HAS AN
 EXTENSIVE ANTHOLOGY OF 19TH AND 20TH CENTURY AMERICAN ART AND
 BURGEONING COLLECTIONS OF MODERN AND CONTEMPORARY ART,
 PHOTOGRAPHY, AND AFRICAN ART. IN NOVEMBER 2005, THE HIGH OPENED
 THREE NEW BUILDINGS DESIGNED BY ARCHITECT RENZO PIANO WHICH MORE
 THAN DOUBLED THE MUSEUM'S SIZE, CREATING A VIBRANT "VILLAGE FOR
 THE ARTS" AT THE WOODRUFF ARTS CENTER IN MIDTOWN ATLANTA.

4c (Code:) (Expenses \$ 28,909,033. including grants of \$) (Revenue \$ 7,930,787.)

ATTACHMENT 2

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

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

4e Total program service expenses 74,960,925.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i>	1 X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	2 X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I.</i>	3	X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i>	4 X	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III.</i>	5	X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I.</i>	6	X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II.</i>	7	X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i>	8 X	
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV.</i>	9	X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i>	10 X	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i>	11a X	
b Did the organization report an amount for investments-other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i>	11b X	
c Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i>	11c	X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i>	11d	X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>	11e	X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i>	11f X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII.</i>	12a	X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional.</i>	12b X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV.</i>	14b X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV.</i>	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV.</i>	16	X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions).</i>	17 X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i>	18 X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i>	19	X

Part IV Checklist of Required Schedules (continued)

	Yes	No
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H.</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic 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 or for domestic individuals 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	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a.</i>	X	
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		X
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?		X
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		X
25a Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>		X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>		X
26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II.</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III.</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>	X	
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1.</i>	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. 1a 514		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. 1b 0.		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? 1c	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. 2a 1,201		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions). 2b	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year? 3a	X	
b	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O. 3b	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? 4a		X
b	If "Yes," enter the name of the foreign country: <input type="text"/> See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? 5a		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? 5b		X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T? 5c		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? 6a		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? 6b		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? 7a	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided? 7b	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? 7c	X	
d	If "Yes," indicate the number of Forms 8282 filed during the year 7d 2		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? 7e		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 7f		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? 7g		X
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? 7h		X
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year? 8		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the sponsoring organization make any taxable distributions under section 4966? 9a		
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person? 9b		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12 10a		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. 10b		
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders 11a		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) 11b		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? 12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year. 12b		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? 13a		
Note.	See the instructions for additional information the organization must report on Schedule O.		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans 13b		
c	Enter the amount of reserves on hand 13c		
14a	Did the organization receive any payments for indoor tanning services during the tax year? 14a		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O 14b		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.Check if Schedule O contains a response or note to any line in this Part VI ☒ X**Section A. Governing Body and Management**

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year 1a 109		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
b Enter the number of voting members included in line 1a, above, who are independent 1b 105		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	X	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? . .		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

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

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **GA**.
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, address, and telephone number of the person who possesses the organization's books and records: **DOUG SHIPMAN 1280 PEACHTREE ST. ATLANTA, GA 30309 404-733-4200**

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			
	3.00	X						0.	0.	0.
	0.									
	3.00	X						0.	0.	0.
	0.									
	3.00	X						0.	0.	0.
	0.									
	2.00	X						0.	0.	0.
	0.									
	2.00	X						0.	0.	0.
	0.									
	1.00	X						0.	0.	0.
	0.									
	2.00	X						0.	0.	0.
	0.									
	2.00	X						0.	0.	0.
	0.									
	2.00	X						0.	0.	0.
	0.									
	1.00	X						0.	0.	0.
	0.									
	1.00	X						0.	0.	0.
	0.									
	0.	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								6,769,736.	0.	716,408.
d Total (add lines 1b and 1c)								6,769,736.	0.	716,408.

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 **47**

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

	Yes	No
3	X	
4	X	
5		X

Section B. Independent Contractors

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

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

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **39**

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			
	1.00 ----- 0.	X						0.	0.	0.
	1.00 ----- 0.	X						0.	0.	0.
	2.00 ----- 0.	X						0.	0.	0.
	1.00 ----- 0.	X						0.	0.	0.
	2.00 ----- 0.	X						0.	0.	0.
	1.00 ----- 0.	X						0.	0.	0.
	2.00 ----- 0.	X						0.	0.	0.
	2.00 ----- 0.	X						0.	0.	0.
	1.00 ----- 0.	X						0.	0.	0.
	1.00 ----- 0.	X						0.	0.	0.
	2.00 ----- 0.	X						0.	0.	0.
	2.00 ----- 0.	X						0.	0.	0.
	2.00 ----- 0.	X						0.	0.	0.
	2.00 ----- 0.	X						0.	0.	0.
	2.00 ----- 0.	X						0.	0.	0.
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **47**

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

	Yes	No
3	X	
4	X	
5		X

Section B. Independent Contractors

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

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

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

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			
	1.00 ----- 0.	X						0.	0.	0.
	2.00 ----- 0.	X						0.	0.	0.
	2.00 ----- 0.	X						0.	0.	0.
	2.00 ----- 0.	X						0.	0.	0.
	2.00 ----- 0.	X						0.	0.	0.
	2.00 ----- 0.	X						0.	0.	0.
	1.00 ----- 0.	X						0.	0.	0.
	2.00 ----- 0.	X						0.	0.	0.
	2.00 ----- 0.	X						0.	0.	0.
	1.00 ----- 0.	X						0.	0.	0.
	1.00 ----- 0.	X						0.	0.	0.
	1.00 ----- 0.	X						0.	0.	0.
	0.	X						0.	0.	0.
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **47**

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

	Yes	No
3	X	
4	X	
5		X

Section B. Independent Contractors

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

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

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

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			
	1.00									
	0.	X						0.	0.	0.
	1.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									

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			
	1.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	1.00									
	0.	X						0.	0.	0.
	1.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	1.00									
	0.	X						0.	0.	0.
	1.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	2.00									
	0.	X						0.	0.	0.
	1.00									
	0.	X						0.	0.	0.
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **47**

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

	Yes	No
3	X	
4	X	
5		X

Section B. Independent Contractors

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

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

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

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			
	2.00 ----- 0.	X						0.	0.	0.
	1.00 ----- 0.	X						0.	0.	0.
	2.00 ----- 0.	X						0.	0.	0.
	2.00 ----- 0.	X						0.	0.	0.
	2.00 ----- 0.	X						0.	0.	0.
	1.00 ----- 0.	X						0.	0.	0.
	2.00 ----- 0.	X						0.	0.	0.
	2.00 ----- 0.	X						0.	0.	0.
	1.00 ----- 0.	X						0.	0.	0.
	1.00 ----- 0.	X						0.	0.	0.
	2.00 ----- 0.	X						0.	0.	0.
	2.00 ----- 0.	X						0.	0.	0.
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **47**

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

	Yes	No
3	X	
4	X	
5		X

Section B. Independent Contractors

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

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

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

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			
	2.00 0.	X						0.	0.	0.
	2.00 0.	X						0.	0.	0.
	1.00 0.	X						0.	0.	0.
	2.00 0.	X						0.	0.	0.
	0. 0.	X						0.	0.	0.
	2.00 0.	X						0.	0.	0.
	2.00 0.	X						0.	0.	0.
	1.00 0.	X						0.	0.	0.
	2.00 0.	X						0.	0.	0.
	2.00 0.	X						0.	0.	0.
	1.00 0.	X						0.	0.	0.
	2.00 0.	X						0.	0.	0.
	2.00 0.	X						0.	0.	0.
	1.00 0.	X						0.	0.	0.
	0.	X						0.	0.	0.
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **47**

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

	Yes	No
3	X	
4	X	
5		X

Section B. Independent Contractors

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

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

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

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			
	2.00									
	0.	X						0.	0.	0.
	1.00									
	0.	X						0.	0.	0.
	1.00									
	0.	X						0.	0.	0.
	1.00									
	0.	X						0.	0.	0.
	0.									
	0.	X						0.	0.	0.
	0.	X						0.	0.	0.
	40.00	X		X				501,117.	0.	17,131.
	0.			X				245,842.	0.	47,432.
	40.00			X				176,578.	0.	10,746.
	0.				X			306,740.	0.	32,107.
	40.00				X			362,480.	0.	48,056.
	0.									
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **47**

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

	Yes	No
3	X	
4	X	
5		X

Section B. Independent Contractors

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

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

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

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			
	40.00 0.				X			440,653.	0.	44,226.
	40.00 0.				X			795,392.	0.	38,250.
	40.00 0.				X			555,801.	0.	27,497.
	40.00 0.				X			345,302.	0.	37,754.
	40.00 0.				X			285,707.	0.	46,418.
	40.00 0.				X			230,708.	0.	8,766.
	40.00 0.				X			210,937.	0.	35,824.
	40.00 0.				X			228,929.	0.	47,155.
	40.00 0.				X			225,297.	0.	26,557.
	40.00 0.				X			191,079.	0.	22,815.
	40.00 0.				X			187,044.	0.	8,500.
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **47**

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

	Yes	No
3	X	
4	X	
5		X

Section B. Independent Contractors

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

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

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

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			
	40.00 0.				X			181,364.	0.	10,946.
	40.00 0.				X			159,645.	0.	9,852.
	40.00 0.				X			151,682.	0.	24,354.
	40.00 0.				X			154,167.	0.	43,277.
	40.00 0.					X		150,167.	0.	38,659.
	40.00 0.					X		146,994.	0.	27,981.
	40.00 0.					X		143,593.	0.	24,542.
	40.00 0.					X		138,295.	0.	9,132.
	40.00 0.					X		137,756.	0.	28,431.
	0. 0.						X	116,467.	0.	0.
1b Sub-total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)										

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **47**

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

	Yes	No
3	X	
4	X	
5		X

Section B. Independent Contractors

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

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

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

Part VIII Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII. ☒ X

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b	2,975,162.			
	c	Fundraising events	1c	1,805,389.			
	d	Related organizations	1d				
	e	Government grants (contributions) . .	1e	241,429.			
	f	All other contributions, gifts, grants, and similar amounts not included above .	1f	53,401,864.			
	g	Noncash contributions included in lines 1a-1f: \$		3,877,509.			
	h	Total. Add lines 1a-1f		58,423,844.			
	Program Service Revenue	2a	PERFORMANCE ARTS TICKETS	Business Code 711190	12,060,505.	12,060,505.	
b		EDUC. PROGRAMS FEES	711190	1,688,631.	1,688,631.		
c		PARKING REVENUE	711190	1,799,775.	1,776,415.	23,360.	
d		MUSEUM EXHIBITIONS	711190	1,507,768.	1,507,768.		
e		OTHER ASO CONCERT RELATED	711190	3,208,046.	3,208,046.		
f		All other program service revenue		299,752.	299,752.		
g		Total. Add lines 2a-2f		20,564,477.			
Other Revenue		3	Investment income (including dividends, interest, and other similar amounts).		6,256,624.		-119,934.
	4	Income from investment of tax-exempt bond proceeds .		0.			
	5	Royalties		51,978.			51,978.
			(i) Real (ii) Personal				
	6a	Gross rents	4,300,140.				
	b	Less: rental expenses	183,826.				
	c	Rental income or (loss)	4,116,314.				
	d	Net rental income or (loss)		4,116,313.		2,557,089.	1,559,224.
	7a	Gross amount from sales of assets other than inventory	(i) Securities (ii) Other 171,896,387.				
	b	Less: cost or other basis and sales expenses	174,421,778. 130,784.				
	c	Gain or (loss)	-2,525,391. -130,784.				
	d	Net gain or (loss)		-2,656,175.			-2,656,175.
	8a	Gross income from fundraising events (not including \$ 1,805,389. of contributions reported on line 1c). See Part IV, line 18	ATCH 4 a 1,566,954.				
	b	Less: direct expenses	b 1,655,779.				
	c	Net income or (loss) from fundraising events.	ATCH 5 -88,825.				-88,825.
	9a	Gross income from gaming activities. See Part IV, line 19	a 0.				
	b	Less: direct expenses	b 0.				
c	Net income or (loss) from gaming activities.	0.					
10a	Gross sales of inventory, less returns and allowances	a 4,353,788.					
b	Less: cost of goods sold	ATCH 6 b 1,507,953.					
c	Net income or (loss) from sales of inventory.	2,845,833.	1,413,438.	1,432,395.			
Miscellaneous Revenue			Business Code				
11a							
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d		0.				
12	Total revenue. See instructions.		89,514,069.	21,954,555.	3,892,910.	5,242,760.	

PUBLIC INSPECTION COPY

Part IX Statement of Functional Expenses

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

Check if Schedule O contains a response or note to any line in this Part IX ☐**Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.**

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	0.			
2 Grants and other assistance to domestic individuals. See Part IV, line 22	0.			
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. 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	5,663,713.	4,385,092.	693,417.	585,204.
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	31,302,531.	24,235,769.	3,832,413.	3,234,349.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	914,977.	666,579.	227,053.	21,345.
9 Other employee benefits	4,411,389.	2,967,570.	1,162,127.	281,692.
10 Payroll taxes	2,607,840.	2,111,084.	258,710.	238,046.
11 Fees for services (non-employees):				
a Management	230,329.	226,537.	3,792.	
b Legal	70,409.		70,409.	
c Accounting	271,118.		271,118.	
d Lobbying	44,358.		44,358.	
e Professional fundraising services. See Part IV, line 17.	693,005.			693,005.
f Investment management fees	942,000.		942,000.	
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	6,178,670.	5,246,457.	899,076.	33,137.
12 Advertising and promotion	3,297,650.	2,918,787.	61,876.	316,987.
13 Office expenses	2,291,325.	321,962.	1,446,072.	523,291.
14 Information technology	303,103.	219,180.	82,567.	1,356.
15 Royalties	272,658.	206,431.	66,227.	
16 Occupancy	3,435,899.	2,898,213.	537,686.	
17 Travel	1,149,276.	1,087,639.	37,327.	24,310.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	0.			
19 Conferences, conventions, and meetings	403,555.	121,357.	75,398.	206,800.
20 Interest	7,378,258.	6,113,692.	1,264,566.	
21 Payments to affiliates	0.			
22 Depreciation, depletion, and amortization	8,559,109.	7,147,874.	1,411,235.	
23 Insurance	1,039,548.	103,115.	936,433.	
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 GENERAL ADMINISTRATION	9,361,138.	8,715,830.	580,732.	64,576.
b SET DESIGN COSTS	4,116,208.	4,116,208.		
c EXHIBITIONS	1,248,679.	1,127,944.		120,735.
d MISCELLANEOUS EXPENSES	33,391.	23,605.	144.	9,642.
e All other expenses				
25 Total functional expenses. Add lines 1 through 24e	96,220,136.	74,960,925.	14,904,736.	6,354,475.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)	0.			

PUBLIC INSPECTION COPY

Part X Balance SheetCheck if Schedule O contains a response or note to any line in this Part X. ☒ X

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	8,073,003.	1	19,024,083.
	2 Savings and temporary cash investments	0.	2	0.
	3 Pledges and grants receivable, net	36,218,027.	3	28,976,690.
	4 Accounts receivable, net	13,152,630.	4	12,942,641.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L	0.	5	0.
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L	0.	6	0.
	7 Notes and loans receivable, net	0.	7	0.
	8 Inventories for sale or use	638,768.	8	486,492.
	9 Prepaid expenses and deferred charges	2,428,416.	9	2,839,712.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 305,802,526.		
	b Less: accumulated depreciation	10b 143,057,587.		
	11 Investments - publicly traded securities	167,771,033.	10c	162,744,939.
	12 Investments - other securities. See Part IV, line 11	278,024,308.	11	311,477,262.
	13 Investments - program-related. See Part IV, line 11	131,539,951.	12	131,391,461.
	14 Intangible assets	0.	13	0.
	15 Other assets. See Part IV, line 11	0.	14	0.
16 Total assets. Add lines 1 through 15 (must equal line 34)	23,691,376.	15	28,791,759.	
	661,537,512.	16	698,675,039.	
Liabilities	17 Accounts payable and accrued expenses	43,968,154.	17	39,438,671.
	18 Grants payable	0.	18	0.
	19 Deferred revenue	5,945,668.	19	5,450,193.
	20 Tax-exempt bond liabilities	154,440,411.	20	154,102,842.
	21 Escrow or custodial account liability. Complete Part IV of Schedule D	0.	21	0.
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L	0.	22	0.
	23 Secured mortgages and notes payable to unrelated third parties	15,230,000.	23	13,285,000.
	24 Unsecured notes and loans payable to unrelated third parties	0.	24	0.
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	0.	25	0.
	26 Total liabilities. Add lines 17 through 25	219,584,233.	26	212,276,706.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	81,652,801.	27	75,733,921.
	28 Temporarily restricted net assets	95,456,284.	28	132,437,255.
	29 Permanently restricted net assets	264,844,194.	29	278,227,157.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	441,953,279.	33	486,398,333.
	34 Total liabilities and net assets/fund balances	661,537,512.	34	698,675,039.

Form **990** (2016)

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response or note to any line in this Part XI. ☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	89,514,069.
2	Total expenses (must equal Part IX, column (A), line 25)	2	96,220,136.
3	Revenue less expenses. Subtract line 2 from line 1	3	-6,706,067.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	441,953,279.
5	Net unrealized gains (losses) on investments	5	48,527,536.
6	Donated services and use of facilities	6	0.
7	Investment expenses	7	0.
8	Prior period adjustments	8	-583,100.
9	Other changes in net assets or fund balances (explain in Schedule O)	9	3,206,685.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	486,398,333.

Part XII Financial Statements and ReportingCheck 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
2a		X
2b	X	
2c	X	
3a		X
3b		

Form **990** (2016)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ Attach to Form 990 or Form 990-EZ.

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

OMB No. 1545-0047

2016

**Open to Public
Inspection**

Name of the organization

ROBERT W. WOODRUFF ARTS CENTER, INC.

Employer identification number

58-0633971

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 12, 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 (Form 990 or 990-EZ).)
- 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 agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land-grant college of agriculture (see instructions). Enter the name, city, and state of the college or university: _____
- 10 ☐ 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.)
- 11 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12 ☐ 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 in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
- a ☐ **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
- b ☐ **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
- c ☐ **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
- d ☐ **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
- e ☐ Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.

f Enter the number of supported organizations.

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-10 above (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see instructions)	(vi) Amount of other support (see instructions)
			Yes	No		
(A)						
(B)						
(C)						
(D)						
(E)						
Total						

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

Schedule A (Form 990 or 990-EZ) 2016

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	43,243,564.	44,226,951.	77,870,611.	70,547,564.	58,423,844.	294,312,534.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0.
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0.
4 Total. Add lines 1 through 3.	43,243,564.	44,226,951.	77,870,611.	70,547,564.	58,423,844.	294,312,534.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						66,716,830.
6 Public support. Subtract line 5 from line 4.						227,595,704.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
7 Amounts from line 4	43,243,564.	44,226,951.	77,870,611.	70,547,564.	58,423,844.	294,312,534.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	3,740,333.	3,130,887.	6,563,188.	8,723,179.	8,027,424.	30,185,011.
9 Net income from unrelated business activities, whether or not the business is regularly carried on	0.	726,234.			12,398.	738,632.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						0.
11 Total support. Add lines 7 through 10.						325,236,177.
12 Gross receipts from related activities, etc. (see instructions)					12	167,683,107.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2016 (line 6, column (f) divided by line 11, column (f))	14	69.98 %
15 Public support percentage from 2015 Schedule A, Part II, line 14	15	69.49 %
16a 33 1/3% support test - 2016. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input checked="" type="checkbox"/>
b 33 1/3% support test - 2015. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10%-facts-and-circumstances test - 2016. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization.		<input type="checkbox"/>
b 10%-facts-and-circumstances test - 2015. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization.		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 10 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b.						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
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 <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2016 (line 8, column (f) divided by line 13, column (f)).	15	%
16 Public support percentage from 2015 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2016 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2015 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2016. 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 - 2015. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization ► ☐

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

Part IV Supporting Organizations

(Complete only if you checked a box in line 12 on Part I. If you checked 12a of Part I, complete Sections A and B. If you checked 12b of Part I, complete Sections A and C. If you checked 12c of Part I, complete Sections A, D, and E. If you checked 12d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? <i>If "No," describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.</i>		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? <i>If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).</i>		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? <i>If "Yes," answer (b) and (c) below.</i>		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? <i>If "Yes," describe in Part VI when and how the organization made the determination.</i>		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? <i>If "Yes," explain in Part VI what controls the organization put in place to ensure such use.</i>		
4a Was any supported organization not organized in the United States ("foreign supported organization")? <i>If "Yes," and if you checked 12a or 12b in Part I, answer (b) and (c) below.</i>		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? <i>If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.</i>		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? <i>If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.</i>		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? <i>If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI, including (i) the names and EIN numbers of the supported organizations added, substituted, or removed; (ii) the reasons for each such action; (iii) the authority under the organization's organizing document authorizing such action; and (iv) how the action was accomplished (such as by amendment to the organizing document).</i>		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (i) its supported organizations, (ii) individuals that are part of the charitable class benefited by one or more of its supported organizations, or (iii) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? <i>If "Yes," provide detail in Part VI.</i>		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in section 4958(c)(3)(C)), a family member of a substantial contributor, or a 35% controlled entity with regard to a substantial contributor? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? <i>If "Yes," complete Part I of Schedule L (Form 990 or 990-EZ).</i>		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? <i>If "Yes," provide detail in Part VI.</i>		
b Did one or more disqualified persons (as defined in line 9a) hold a controlling interest in any entity in which the supporting organization had an interest? <i>If "Yes," provide detail in Part VI.</i>		
c Did a disqualified person (as defined in line 9a) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? <i>If "Yes," provide detail in Part VI.</i>		
10a Was the organization subject to the excess business holdings rules of section 4943 because of section 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? <i>If "Yes," answer 10b below.</i>		
b Did the organization have any excess business holdings in the tax year? <i>(Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)</i>		

Part IV Supporting Organizations (continued)

	Yes	No
11 Has the organization accepted a gift or contribution from any of the following persons?		
a A person who directly or indirectly controls, either alone or together with persons described in (b) and (c) below, the governing body of a supported organization?		
b A family member of a person described in (a) above?		
c A 35% controlled entity of a person described in (a) or (b) above? If "Yes" to a, b, or c, provide detail in Part VI .		

Section B. Type I Supporting Organizations

	Yes	No
1 Did the directors, trustees, or membership of one or more supported organizations have the power to regularly appoint or elect at least a majority of the organization's directors or trustees at all times during the tax year? If "No," describe in Part VI how the supported organization(s) effectively operated, supervised, or controlled the organization's activities. If the organization had more than one supported organization, describe how the powers to appoint and/or remove directors or trustees were allocated among the supported organizations and what conditions or restrictions, if any, applied to such powers during the tax year.		
2 Did the organization operate for the benefit of any supported organization other than the supported organization(s) that operated, supervised, or controlled the supporting organization? If "Yes," explain in Part VI how providing such benefit carried out the purposes of the supported organization(s) that operated, supervised, or controlled the supporting organization.		

Section C. Type II Supporting Organizations

	Yes	No
1 Were a majority of the organization's directors or trustees during the tax year also a majority of the directors or trustees of each of the organization's supported organization(s)? If "No," describe in Part VI how control or management of the supporting organization was vested in the same persons that controlled or managed the supported organization(s).		

Section D. All Type III Supporting Organizations

	Yes	No
1 Did the organization provide to each of its supported organizations, by the last day of the fifth month of the organization's tax year, (i) a written notice describing the type and amount of support provided during the prior tax year, (ii) a copy of the Form 990 that was most recently filed as of the date of notification, and (iii) copies of the organization's governing documents in effect on the date of notification, to the extent not previously provided?		
2 Were any of the organization's officers, directors, or trustees either (i) appointed or elected by the supported organization(s) or (ii) serving on the governing body of a supported organization? If "No," explain in Part VI how the organization maintained a close and continuous working relationship with the supported organization(s).		
3 By reason of the relationship described in (2), did the organization's supported organizations have a significant voice in the organization's investment policies and in directing the use of the organization's income or assets at all times during the tax year? If "Yes," describe in Part VI the role the organization's supported organizations played in this regard.		

Section E. Type III Functionally Integrated Supporting Organizations

1 Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions).			
a <input type="checkbox"/> The organization satisfied the Activities Test. Complete line 2 below.			
b <input type="checkbox"/> The organization is the parent of each of its supported organizations. Complete line 3 below.			
c <input type="checkbox"/> The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).			
2 Activities Test. Answer (a) and (b) below.		Yes	No
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.			
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.			
3 Parent of Supported Organizations. Answer (a) and (b) below.			
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI .			
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.			

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations

- 1** ☐ Check here if the organization satisfied the Integral Part Test as a qualifying trust on Nov. 20, 1970 (explain in Part VI). **See instructions.** All other Type III non-functionally integrated supporting organizations must complete Sections A through E.

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1 Net short-term capital gain	1		
2 Recoveries of prior-year distributions	2		
3 Other gross income (see instructions)	3		
4 Add lines 1 through 3.	4		
5 Depreciation and depletion	5		
6 Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6		
7 Other expenses (see instructions)	7		
8 Adjusted Net Income (subtract lines 5, 6, and 7 from line 4).	8		
Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1 Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):			
a Average monthly value of securities	1a		
b Average monthly cash balances	1b		
c Fair market value of other non-exempt-use assets	1c		
d Total (add lines 1a, 1b, and 1c)	1d		
e Discount claimed for blockage or other factors (explain in detail in Part VI):			
2 Acquisition indebtedness applicable to non-exempt-use assets	2		
3 Subtract line 2 from line 1d.	3		
4 Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4		
5 Net value of non-exempt-use assets (subtract line 4 from line 3)	5		
6 Multiply line 5 by .035.	6		
7 Recoveries of prior-year distributions	7		
8 Minimum Asset Amount (add line 7 to line 6)	8		
Section C - Distributable Amount			Current Year
1 Adjusted net income for prior year (from Section A, line 8, Column A)	1		
2 Enter 85% of line 1.	2		
3 Minimum asset amount for prior year (from Section B, line 8, Column A)	3		
4 Enter greater of line 2 or line 3.	4		
5 Income tax imposed in prior year	5		
6 Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6		
7 <input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).			

Schedule A (Form 990 or 990-EZ) 2016

Part V Type III Non-Functionally Integrated 509(a)(3) Supporting Organizations (continued)

Section D - Distributions		Current Year	
1	Amounts paid to supported organizations to accomplish exempt purposes		
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity		
3	Administrative expenses paid to accomplish exempt purposes of supported organizations		
4	Amounts paid to acquire exempt-use assets		
5	Qualified set-aside amounts (prior IRS approval required)		
6	Other distributions (describe in Part VI). See instructions.		
7	Total annual distributions. Add lines 1 through 6.		
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.		
9	Distributable amount for 2016 from Section C, line 6		
10	Line 8 amount divided by Line 9 amount		

Section E - Distribution Allocations (see instructions)		(i) Excess Distributions	(ii) Underdistributions Pre-2016	(iii) Distributable Amount for 2016
1	Distributable amount for 2016 from Section C, line 6			
2	Underdistributions, if any, for years prior to 2016 (reasonable cause required-explain in Part VI). See instructions.			
3	Excess distributions carryover, if any, to 2016:			
a				
b				
c	From 2013.			
d	From 2014.			
e	From 2015.			
f	Total of lines 3a through e			
g	Applied to underdistributions of prior years			
h	Applied to 2016 distributable amount			
i	Carryover from 2011 not applied (see instructions)			
j	Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4	Distributions for 2016 from Section D, line 7: \$			
a	Applied to underdistributions of prior years			
b	Applied to 2016 distributable amount			
c	Remainder. Subtract lines 4a and 4b from 4.			
5	Remaining underdistributions for years prior to 2016, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions.			
6	Remaining underdistributions for 2016. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.			
7	Excess distributions carryover to 2017. Add lines 3j and 4c.			
8	Breakdown of line 7:			
a				
b	Excess from 2013. . . .			
c	Excess from 2014. . . .			
d	Excess from 2015. . . .			
e	Excess from 2016. . . .			

Schedule A (Form 990 or 990-EZ) 2016

Part VI **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; Part III, line 12; Part IV, Section A, lines 1, 2, 3b, 3c, 4b, 4c, 5a, 6, 9a, 9b, 9c, 11a, 11b, and 11c; Part IV, Section B, lines 1 and 2; Part IV, Section C, line 1; Part IV, Section D, lines 2 and 3; Part IV, Section E, lines 1c, 2a, 2b, 3a and 3b; Part V, line 1; Part V, Section B, line 1e; Part V, Section D, lines 5, 6, and 8; and Part V, Section E, lines 2, 5, and 6. Also complete this part for any additional information. (See instructions.)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

OMB No. 1545-0047

2016▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.**Name of the organization**

ROBERT W. WOODRUFF ARTS CENTER, INC.

Employer identification number

58-0633971

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☒ 501(c)(3) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☐ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- ☒ For an organization described in section 501(c)(3) filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Don't complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions totaling \$5,000 or more during the year ▶ \$ _____

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

Name of organization ROBERT W. WOODRUFF ARTS CENTER, INC.**Employer identification number**
58-0633971**Part I** **Contributors** (See instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1		\$ 11,965,491.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2		\$ 1,389,911.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3		\$ 2,001,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4		\$ 1,408,030.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization ROBERT W. WOODRUFF ARTS CENTER, INC.

Employer identification number

58-0633971

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (See instructions)	(d) Date received
4		\$ 1,317,657.	01/26/2017
(a) No. from Part I		(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I		(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I		(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I		(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I		(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	
(a) No. from Part I		(c) FMV (or estimate) (See instructions)	(d) Date received
		\$	

Name of organization ROBERT W. WOODRUFF ARTS CENTER, INC.

Employer identification number
58-0633971

Part III **Exclusively** religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ► \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

SCHEDULE C
(Form 990 or 990-EZ)

Political Campaign and Lobbying Activities

OMB No. 1545-0047

2016

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

For Organizations Exempt From Income Tax Under section 501(c) and section 527

- ▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

If the organization answered "Yes," on Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," on Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," on Form 990, Part IV, line 5 (Proxy Tax) (see separate instructions) or Form 990-EZ, Part V, line 35c (Proxy Tax) (see separate instructions), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

Name of organization	Employer identification number
ROBERT W. WOODRUFF ARTS CENTER, INC.	58-0633971

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV. (see instructions for definition of "political campaign activities")
- 2 Political campaign activity expenditures (see instructions) ▶ \$
- 3 Volunteer hours for political campaign activities (see instructions) ▶

Part I-B Complete if the organization is exempt under section 501(c)(3).

- 1 Enter the amount of any excise tax incurred by the organization under section 4955. ▶ \$
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955. ▶ \$
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No
- 4a Was a correction made? ☐ Yes ☐ No
- b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities. ▶ \$
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities. ▶ \$
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b. ▶ \$
- 4 Did the filing organization file **Form 1120-POL** for this year? ☐ Yes ☐ No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.
(1)				
(2)				
(3)				
(4)				
(5)				
(6)				

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

Schedule C (Form 990 or 990-EZ) 2016

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

A Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).

B Check ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)			
b Total lobbying expenditures to influence a legislative body (direct lobbying)			
c Total lobbying expenditures (add lines 1a and 1b)			
d Other exempt purpose expenditures			
e Total exempt purpose expenditures (add lines 1c and 1d)			
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.			
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:		
Not over \$500,000	20% of the amount on line 1e.		
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.		
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.		
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.		
Over \$17,000,000	\$1,000,000.		
g Grassroots nontaxable amount (enter 25% of line 1f)			
h Subtract line 1g from line 1a. If zero or less, enter -0-			
i Subtract line 1f from line 1c. If zero or less, enter -0-			
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No	

4-Year Averaging Period Under section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.

See the separate instructions for lines 2a through 2f.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column (e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2016

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response on lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.		(a)		(b)
		Yes	No	Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a	Volunteers?	X		
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	X		
c	Media advertisements?		X	
d	Mailings to members, legislators, or the public?		X	
e	Publications, or published or broadcast statements?		X	
f	Grants to other organizations for lobbying purposes?		X	
g	Direct contact with legislators, their staffs, government officials, or a legislative body?	X		44,358.
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
i	Other activities?		X	
j	Total. Add lines 1c through 1i			44,358.
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political campaign activity expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a	Current year	2a	
b	Carryover from last year.	2b	
c	Total	2c	
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues.	3	
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, lines 1 and 2 (see instructions); and Part II-B, line 1. Also, complete this part for any additional information.

PART II-B

LOBBYING EXPENDITURES IN AN EFFORT TO INCREASE ARTS FUNDING IN THE STATE

OF GEORGIA.

Part IV **Supplemental Information** *(continued)*

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Name of the organization

ROBERT W. WOODRUFF ARTS CENTER, INC.

Supplemental Financial Statements

► Complete if the organization answered "Yes" on Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.

► Attach to Form 990.

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

OMB No. 1545-0047

2016

Open to Public
Inspection

Employer identification number

58-0633971

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.

Complete if the organization answered "Yes" on Form 990, Part IV, line 6.

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

Part II Conservation Easements.

Complete if the organization answered "Yes" on Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).	
<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of a historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	
2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.	
a Total number of conservation easements	2a Held at the End of the Tax Year
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ►	
4 Number of states where property subject to conservation easement is located ►	
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?	<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Staff and volunteer hours devoted to monitoring, inspecting, handling of violations, and enforcing conservation easements during the year ►	
7 Amount of expenses incurred in monitoring, inspecting, handling of violations, 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)?	<input type="checkbox"/> Yes <input type="checkbox"/> No
9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.	

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" on Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.	
b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:	
(i) Revenue 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 Revenue included in Form 990, Part VIII, line 1	► \$
b Assets included in Form 990, Part X.	► \$

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

Schedule D (Form 990) 2016

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

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

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

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

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

Part IV Escrow and Custodial Arrangements.

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

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

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

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

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability? ☐ Yes ☐ No

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

Part V Endowment Funds.

Complete if the organization answered "Yes" on Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	322,986,159.	323,343,524.	295,685,264.	290,492,354.	265,665,278.
b Contributions	12,659,592.	29,427,363.	28,481,677.	5,838,668.	2,177,075.
c Net investment earnings, gains, and losses	42,944,162.	-14,835,042.	12,574,395.	31,675,007.	36,308,601.
d Grants or scholarships					
e Other expenditures for facilities and programs	15,683,288.	14,949,686.	13,397,812.	32,320,765.	13,658,600.
f Administrative expenses					
g End of year balance	362,906,625.	322,986,159.	323,343,524.	295,685,264.	290,492,354.

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

a Board designated or quasi-endowment ▶ 6.0000 %

b Permanent endowment ▶ 71.0000 %

c Temporarily restricted endowment ▶ 23.0000 %

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

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

(i) unrelated organizations

(ii) related organizations

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

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

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

Part VI Land, Buildings, and Equipment.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		10,526,166.		10,526,166.
b Buildings		261,334,029.	120,288,082.	141,045,947.
c Leasehold improvements				
d Equipment		26,184,588.	17,424,482.	8,760,107.
e Other		7,757,743.	5,345,024.	2,412,719.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				162,744,939.

Schedule D (Form 990) 2016

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" on 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) HEDGE FUNDS	115,395,061.	FMV
(B) PRIVATE EQUITY FUNDS	7,520,891.	FMV
(C) DISTRESSED OPPORTUNITY FUNDS	639,747.	FMV
(D) EMERGING MARKETS	1,310,109.	FMV
(E) SENIOR DIRECT LOAN FUNDS	1,046,296.	FMV
(F) REAL ESTATE FUNDS	5,479,357.	FMV
(G)		
(H)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 12.) ►	131,391,461.	

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" on 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)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 13.) ►		

Part IX Other Assets.

Complete if the organization answered "Yes" on 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)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ►	

Part X Other Liabilities.

Complete if the organization answered "Yes" on 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)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (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" on Form 990, Part IV, line 12a.

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

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

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

1	Total expenses and losses per audited financial statements		1	
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b		4c	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5	

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)

PT III, LINE 1A

THE MUSEUM'S COLLECTIONS COMPRISE MORE THAN 16,400 OBJECTS AND WORKS OF ART. THE COLLECTIONS ARE MAINTAINED FOR PUBLIC EXHIBITION, EDUCATION AND RESEARCH IN FURTHERANCE OF PUBLIC SERVICE RATHER THAN FOR FINANCIAL GAIN AND ARE CONSIDERED TO HAVE CULTURAL, AESTHETIC OR HISTORICAL VALUE WORTH PRESERVING PERPETUALLY. IN CONFORMITY WITH ACCOUNTING PRACTICES GENERALLY FOLLOWED BY ART MUSEUMS, THE VALUE OF THE MUSEUM'S COLLECTIONS HAS BEEN EXCLUDED FROM THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION.

CONTRIBUTIONS FOR PURCHASES OF ART OBJECTS ARE RECORDED AS INCREASES IN NET ASSETS AND PURCHASES OF ART OBJECTS ARE RECORDED AS DECREASES IN NET ASSETS IN THE CONSOLIDATED STATEMENTS OF ACTIVITIES. PROCEEDS RECEIVED FROM THE DEACCESSION OF WORKS OF ART ARE USED TO PURCHASE OTHER WORKS OF ART. PROCEEDS FROM DEACCESSIONS OF WORKS OF ART WERE \$128,404 AND \$166,227 FOR THE YEARS ENDED MAY 31, 2017 AND 2016, RESPECTIVELY. THESE AMOUNTS ARE INCLUDED IN TEMPORARILY RESTRICTED CONTRIBUTIONS ON THE CONSOLIDATED STATEMENTS OF ACTIVITIES.

PART III, LINE 4

THE HIGH MUSUEM OF ART HAS MORE THAN 16,400 OBJECTS AND WORKS OF ART IN ITS PERMANENT COLLECTION, AN EXTENSIVE ANTHOLOGY OF 19TH AND 20TH CENTURY AMERICAN AND DECORATIVE ART, SIGNIFICANT HOLDINGS OF EUROPEAN PAINTINGS, A GROWING COLLECTION OF AFRICAN-AMERICAN ART, AND A BURGEONING COLLECTION OF MODERN, CONTEMPORARY, AND AFRICAN ART. THE HIGH IS DEDICATED TO SUPPORTING AND COLLECTING WORKS BY SOUTHERN ARTISTS, AND IS DISTINGUISHED AS THE ONLY MAJOR MUSEUM IN NORTH AMERICA TO HAVE A CURATORIAL DEPARTMENT SPECIFICALLY DEVOTED TO THE FIELD OF FOLK AND SELF-TAUGHT ART.

Part XIII Supplemental Information (continued)

PART V, LINE 4

ENDOWMENT FUNDS ARE AVAILABLE FOR USE IN OPERATIONAL SUPPORT AND ORGANIZATIONAL GROWTH.

PART X, LINE 2

THE ARTS CENTER IS RECOGNIZED AS AN ORGANIZATION EXEMPT FROM FEDERAL INCOME TAXES UNDER SECTION 501(A) OF THE INTERNAL REVENUE CODE AS AN ORGANIZATION DESCRIBED IN SECTION 501(C)(3) WHEREBY ONLY UNRELATED BUSINESS INCOME, IS SUBJECT TO FEDERAL INCOME TAX. ANY PROVISION OR LIABILITY FOR FEDERAL AND STATE INCOME TAXES WAS NOT SIGNIFICANT TO THE OVERALL CONSOLIDATED FINANCIAL STATEMENTS.

ASC 740, ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES, ESTABLISHES THE CRITERION THAT AN INDIVIDUAL TAX POSITION HAS TO MEET FOR SOME OR ALL OF THE BENEFITS OF THAT POSITION TO BE RECOGNIZED IN THE ARTS CENTER'S CONSOLIDATED FINANCIAL STATEMENTS. UNDER ASC 740, THE ARTS CENTER IS REQUIRED TO DETERMINE THAT THE RELEVANT TAX AUTHORITY WOULD MORE LIKELY THAN NOT SUSTAIN ITS TAX POSITION FOLLOWING AN IRS AUDIT. TAX YEARS OPEN TO EXAMINATION BY TAX AUTHORITIES UNDER THE STATUTE OF LIMITATIONS INCLUDE FISCAL 2014 THROUGH 2017. THE ARTS CENTER HAS DETERMINED THAT ITS MATERIAL TAX POSITIONS SATISFY THE MORE LIKELY THAN NOT CRITERION AND THAT NO PROVISION FOR INCOME TAXES WAS REQUIRED AT MAY 31, 2017 AND 2016, FOR UNCERTAIN TAX POSITIONS.

**SCHEDULE F
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

ROBERT W. WOODRUFF ARTS CENTER, INC.

Statement of Activities Outside the United States

► Complete if the organization answered "Yes" on Form 990, Part IV, line 14b, 15, or 16.

► Attach to Form 990.

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

OMB No. 1545-0047

2016

**Open to Public
Inspection**

Employer identification number

58-0633971

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in the region	(d) Activities conducted in the region (by type) (such as, fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in the region	(f) Total expenditures for and investments in the region
(1) CENTRAL AMERICA/CARIBBEAN			INVESTMENTS		1,076,812.
(2) EUROPE			PROGRAM SERVICES	SCOUTING EXHIBITS	19,660.
(3)					
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					
(11)					
(12)					
(13)					
(14)					
(15)					
(16)					
(17)					
3a Sub-total					1,096,472.
b Total from continuation sheets to Part I					
c Totals (add lines 3a and 3b)					1,096,472.

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

Schedule F (Form 990) 2016

JSA
6E1274 1.000

PUBLIC INSPECTION COPY

3370FZ 9242 4/3/2018 5:50:27 PM V 16 7.16 81506

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

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

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

3 Enter total number of other organizations or entities. ►

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

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

Schedule F (Form 990) 2016

Part IV Foreign Forms

- 1** Was the organization a U.S. transferor of property to a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926)* ☒ Yes ☐ No
- 2** Did the organization have an interest in a foreign trust during the tax year? *If "Yes," the organization may be required to separately file Form 3520, Annual Return To Report Transactions With Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A; do not file with Form 990)* ☐ Yes ☒ No
- 3** Did the organization have an ownership interest in a foreign corporation during the tax year? *If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons With Respect To Certain Foreign Corporations (see Instructions for Form 5471)* ☐ Yes ☒ No
- 4** Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? *If "Yes," the organization may be required to file Form 8621, Information Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund (see Instructions for Form 8621)* ☒ Yes ☐ No
- 5** Did the organization have an ownership interest in a foreign partnership during the tax year? *If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons With Respect to Certain Foreign Partnerships (see Instructions for Form 8865)* ☒ Yes ☐ No
- 6** Did the organization have any operations in or related to any boycotting countries during the tax year? *If "Yes," the organization may be required to separately file Form 5713, International Boycott Report (see Instructions for Form 5713; do not file with Form 990)* ☐ Yes ☒ No

Schedule F (Form 990) 2016

Part V **Supplemental Information**

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

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" on 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.

OMB No. 1545-0047

2016

**Open to Public
Inspection**

Name of the organization

ROBERT W. WOODRUFF ARTS CENTER, INC.

Employer identification number

58-0633971

Part I

Fundraising Activities. Complete if the organization answered "Yes" on 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 <input checked="" type="checkbox"/> Mail solicitations | e <input checked="" type="checkbox"/> Solicitation of non-government grants |
| b <input checked="" type="checkbox"/> Internet and email solicitations | f <input checked="" type="checkbox"/> Solicitation of government grants |
| c <input checked="" type="checkbox"/> Phone solicitations | g <input checked="" type="checkbox"/> Special fundraising events |
| d <input checked="" type="checkbox"/> In-person solicitations | |

- 2a** Did the organization have a written or oral agreement with any individual (including officers, directors, trustees, or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☒ **Yes** ☐ **No**
- b** If "Yes," list the 10 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 SD&A TELESERVICES	TELEFUNDING		X	613,078.	232,928.	380,150.
2 DIRECT RESOURCE GROUP	CONSULTING		X	111,355.	188,104.	
3 AVALON	CONSULTING		X	884,390.	85,243.	799,147.
4						
5						
6						
7						
8						
9						
10						
Total				1,608,823.	506,275.	1,179,297.

- 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.

AL, AK, AR, CO, CT, DC, FL, GA, HI,

KS, ME, MD, MI, MS, NV, NH, NJ, NM, NY, NC, OH, OK, OR, PA, RI, SC, VA, WA, WV, WI,

Part II Fundraising Events. Complete if the organization answered "Yes" on 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 WINE AUCTION (event type)	(b) Event #2 DRISKELL DINNE (event type)	(c) Other events 5. (total number)	(d) Total events (add col. (a) through col. (c))
Revenue	1 Gross receipts	2,512,506.	195,433.	664,404.	3,372,343.
	2 Less: Contributions	1,304,058.	80,256.	421,075.	1,805,389.
	3 Gross income (line 1 minus line 2).	1,208,448.	115,177.	243,329.	1,566,954.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	425,496.	26,750.	52,870.	505,116.
	7 Food and beverages	148,384.	38,613.	91,954.	278,951.
	8 Entertainment	61,457.	7,154.	49,374.	117,985.
	9 Other direct expenses	573,527.	42,661.	137,539.	753,727.
	10 Direct expense summary. Add lines 4 through 9 in column (d) ▶				1,655,779.
	11 Net income summary. Subtract line 10 from line 3, column (d) ▶				-88,825.

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

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

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

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

b If "No," explain: _____

10a 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 conduct 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 conducted in:
- | | | |
|--------------------------------------|------------|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► _____

Address ► _____

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

Name ► _____

Address ► _____

16 Gaming manager information:

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions:

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

Part IV **Supplemental Information.** 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 provide any additional information (see instructions).

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ **Attach to Form 990.**

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

OMB No. 1545-0047

2016

**Open to Public
Inspection**

Name of the organization

ROBERT W. WOODRUFF ARTS CENTER, INC.

Employer identification number

58-0633971

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 on Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input checked="" type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input checked="" 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 checked="" type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input checked="" type="checkbox"/> Personal services (such as, 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 on line 1a?

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

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

4 During the year, did any person listed on 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), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.

5 For persons listed on 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" on line 5a or 5b, describe in Part III.

6 For persons listed on 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" on line 6a or 6b, describe in Part III.

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

8 Were any amounts reported on 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" on line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b	X	
2	X	
4a	X	
4b	X	
4c		X
5a		X
5b		X
6a		X
6b		X
7	X	
8		X
9		

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

Schedule J (Form 990) 2016

Schedule J (Form 990) 2016

Page **2****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 on 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 aren't 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 in column (B) reported as deferred on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
	(i) 408,617.	92,500.	0.	17,131.	0.	518,248.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 223,497.	22,345.	0.	15,814.	31,618.	293,274.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 262,995.	43,745.	0.	14,279.	17,828.	338,847.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 347,480.	15,000.	0.	16,686.	31,370.	410,536.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 421,093.	19,560.	0.	15,900.	28,326.	484,879.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 795,392.	0.	0.	15,875.	22,375.	833,642.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 75,383.	61,250.	419,168.	16,133.	11,364.	583,298.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 295,302.	50,000.	0.	18,276.	19,478.	383,056.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 248,657.	37,050.	0.	14,800.	31,618.	332,125.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 228,833.	1,875.	0.	0.	8,766.	239,474.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 210,937.	0.	0.	14,126.	21,698.	246,761.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 198,929.	30,000.	0.	14,537.	32,618.	276,084.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 190,297.	35,000.	0.	14,037.	12,520.	251,854.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 181,079.	10,000.	0.	10,203.	12,612.	213,894.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 166,419.	20,625.	0.	8,500.	0.	195,544.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 171,364.	10,000.	0.	9,574.	1,372.	192,310.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.

Schedule J (Form 990) 2016

Schedule J (Form 990) 2016

Page **2****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 on 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 aren't 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 in column (B) reported as deferred on prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
	(i) 163,078.	13,500.	0.	10,746.	0.	187,324.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 154,645.	5,000.	0.	9,852.	0.	169,497.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 151,682.	0.	0.	8,842.	15,512.	176,036.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 149,167.	5,000.	0.	8,669.	34,608.	197,444.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 138,667.	11,500.	0.	9,891.	28,768.	188,826.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	116,467.	0.	0.	116,467.	116,467.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 145,494.	1,500.	0.	9,284.	18,697.	174,975.	0.
	(ii) 0.	0.	0.				
	(i) 143,593.	0.	0.	3,845.	20,697.	168,135.	0.
	(ii) 0.	0.	0.				
	(i) 127,716.	10,040.	0.	9,034.	19,397.	166,187.	0.
	(ii) 0.	0.	0.				
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						
	(i)						
	(ii)						

Schedule J (Form 990) 2016

Part III Supplemental Information

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

PART I, LINE 4A

INDIVIDUALS WHO SERVED AS OFFICERS FOR PART OF THE YEAR RECEIVED

SEVERANCE PAYMENTS AFTER THEIR EMPLOYMENT ENDED.

PART 1, LINE 7

OFFICERS AND OTHER MANAGEMENT PERSONNEL ARE ELIGIBLE TO PARTICIPATE IN

BONUSES.

PART I LINE 4B

THE ARTS CENTER MAINTAINS A NONQUALIFIED PLAN FOR CERTAIN MANAGEMENT

PERSONNEL. TOTAL EXPENSE FOR 2016 WAS 116,467. THIS AMOUNT WAS REPORTED

AS DEFERRED COMPENSATION ON PRIOR YEARS' FORM 990.

**SCHEDULE K
(Form 990)**

Department of the Treasury
Internal Revenue Service

ROBERT W. WOODRUFF ARTS CENTER

Supplemental Information on Tax-Exempt Bonds

► Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.

► Attach to Form 990.

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

OMB No. 1545-0047

2016

**Open to Public
Inspection**

Name of the organization

ROBERT W. WOODRUFF ARTS CENTER, INC.

Employer identification number

58-0633971

Part I Bond Issues

(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pooled financing	
						Yes	No	Yes	No	Yes	No
A DEVELOPMENT AUTHORITIES OF FULTON AND DEKALB	58-1639487	359900ZQ3	09/24/2009	196,035,351.	REFUND 2/1/02, 4/28/04, 1/16/08, 9		X		X		X
B DEVELOPMENT AUTHORITY OF FULTON CO.	58-1639487	3599007B7	12/30/2015	43,710,329.	REFUND 9/24/09		X		X		X
C											
D											

Part II Proceeds

	A		B		C		D	
1 Amount of bonds retired	78,255,000.							
2 Amount of bonds legally defeased								
3 Total proceeds of issue	196,035,351.		43,710,329.					
4 Gross proceeds in reserve funds	5,091,250.							
5 Capitalized interest from proceeds								
6 Proceeds in refunding escrows								
7 Issuance costs from proceeds	2,040,700.		519,194.					
8 Credit enhancement from proceeds	271,651.							
9 Working capital expenditures from proceeds								
10 Capital expenditures from proceeds								
11 Other spent proceeds	188,631,750.		43,191,135.					
12 Other unspent proceeds								
13 Year of substantial completion								
	Yes	No	Yes	No	Yes	No	Yes	No
14 Were the bonds issued as part of a current refunding issue?	X		X					
15 Were the bonds issued as part of an advance refunding issue?		X		X				
16 Has the final allocation of proceeds been made?	X		X					
17 Does the organization maintain adequate books and records to support the final allocation of proceeds?	X		X					

Part III Private Business Use

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X		X				
2 Are there any lease arrangements that may result in private business use of bond-financed property?	X		X					

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

PUBLIC INSPECTION COPY

Schedule K (Form 990) 2016

Part III Private Business Use (Continued)

ROBERT W. WOODRUFF ARTS CENTER

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
3a Are there any management or service contracts that may result in private business use of bond-financed property?	X		X					
b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?	X		X					
c Are there any research agreements that may result in private business use of bond-financed property?		X		X				
d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶	2.3800 %		2.3800 %					
5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶								
6 Total of lines 4 and 5	2.3800 %		2.3800 %					
7 Does the bond issue meet the private security or payment test?		X		X				
8a Has there been a sale or disposition of any of the bond-financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?	X			X				
b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of	7.8644 %							
c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2?	X							
9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2?	X		X					

Part IV Arbitrage

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate?		X		X				
2 If "No" to line 1, did the following apply?								
a Rebate not due yet?								
b Exception to rebate?			X					
c No rebate due?		X						
If "Yes" to line 2c, provide in Part VI the date the rebate computation was performed								
3 Is the bond issue a variable rate issue?	X			X				
4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X		X				
b Name of provider								
c Term of hedge								
d Was the hedge superintegrated?								
e Was the hedge terminated?								

Part IV **Arbitrage (Continued)**

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
5a Were gross proceeds invested in a guaranteed investment contract (GIC)?		X		X				
b Name of provider								
c Term of GIC								
d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6 Were any gross proceeds invested beyond an available temporary period?		X		X				
7 Has the organization established written procedures to monitor the requirements of section 148?	X		X					

Part V	Procedures To Undertake Corrective Action
---------------	--

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation isn't available under applicable regulations?	X		X					

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K. See instructions

[illegible]

Part VI **Supplemental Information.** Provide additional information for responses to questions on Schedule K (see instructions) *(Continued)*

PART I, LINE A

ON SEPTEMBER 24, 2009, THE DEVELOPMENT AUTHORITIES OF FULTON AND DEKALB COUNTIES ISSUED THREE SERIES OF BONDS FOR THE BENEFIT OF THE ROBERT W. WOODRUFF ARTS CENTER, INC. UNDER TREASURY REGULATION SECTION 1.150-1(C), THE THREE SERIES OF BONDS WERE CONSIDERED A SINGLE ISSUE FOR FEDERAL INCOME TAX PURPOSES AND ARE SHOWN COLLECTIVELY ON LINE A. THE RELEVANT INFORMATION REGARDING THE SEPARATE SERIES OF BONDS IS AS FOLLOWS:

- (A) ISSUER NAME: DEVELOPMENT AUTHORITY OF DEKALB COUNTY
- (B) ISSUER EIN: 58-1500666
- (C) CUSIP #: 240463JG5
- (D) DATE ISSUED: 9/24/09
- (E) ISSUE PRICE: \$5,343,160
- (F) DESCRIPTION OF PURPOSE: REFUND 2/1/02

THE PRINCIPAL \$5,235,000 OF DEVELOPMENT AUTHORITY OF DEKALB COUNTY BONDS, CUSIP 240463JG5, WAS REPAID ON 3/15/2015.

- (A) ISSUER NAME: DEVELOPMENT AUTHORITY OF FULTON COUNTY
- (B) ISSUER EIN: 58-1639487
- (C) CUSIP #: 359900ZQ3
- (D) DATE ISSUED: 9/24/09
- (E) ISSUE PRICE: \$125,692,191

Part VI **Supplemental Information.** Provide additional information for responses to questions on Schedule K (see instructions) *(Continued)*

(F) DESCRIPTION OF PURPOSE: REFUND 2/1/02, 4/28/04, 1/16/08

(A) ISSUER NAME: DEVELOPMENT AUTHORITY OF FULTON COUNTY

(B) ISSUER EIN: 58-1639487

(C) CUSIP #: 359900ZL4

(D) DATE ISSUED: 9/24/09

(E) ISSUE PRICE: \$65,000,000

(F) DESCRIPTION OF PURPOSE: REFUND 2/1/02

(A) ISSUER NAME: DEVELOPMENT AUTHORITY OF FULTON COUNTY

(B) ISSUER EIN: 58-1639487

(C) CUSIP #: 3599007B7

(D) DATE ISSUED: 12/30/2015

(E) ISSUE PRICE: \$43,710,329

(F) DESCRIPTION OF PURPOSE: REFUND 9/24/09

A PORTION OF THE DEVELOPMENT AUTHORITY OF FULTON COUNTY BONDS, CUSIP

359900ZL4, HAS BEEN REDEEMED, BUT NO OTHER PORTION HAS BEEN DEFEASED.

NONE OF THE BONDS WAS APPLIED AS AN ON BEHALF OF ISSUER, AND NO PORTION

OF THE BONDS WAS A POOLED FINANCING.

Part VI **Supplemental Information.** Provide additional information for responses to questions on Schedule K (see instructions) *(Continued)*

PART II, LINE 1

DEVELOPMENT AUTHORITY OF DEKALB COUNTY BONDS, CUSIP 240463JG5, IN THE
AMOUNT OF \$5,235,000 MATURED AND WAS REDEEMED ON MARCH 15, 2016.

A PORTION OF THE DEVELOPMENT AUTHORITY OF FULTON COUNTY BONDS, CUSIP
359900ZL4, IN THE AMOUNT OF \$15,420,000 WAS REDEEMED ON JUNE 24, 2015.

A PORTION OF THE DEVELOPMENT AUTHORITY OF FULTON COUNTY BONDS, CUSIP
359900ZQ3, IN THE AMOUNT OF \$57,600,000 WAS REDEEMED ON MARCH 15, 2016.

PART IV, LINE 2

A REBATE COMPUTATION SHOWING NO AMOUNT DUE WAS PERFORMED AS OF SEPTEMBER
24, 2014.

SCHEDULE L
(Form 990 or 990-EZ)

Transactions With Interested Persons

OMB No. 1545-0047

2016

**Open To Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

▶ **Attach to Form 990 or Form 990-EZ.**

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

Name of the organization

ROBERT W. WOODRUFF ARTS CENTER, INC.

Employer identification number

58-0633971

Part I

Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and 501(c)(29) organizations only).

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

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

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

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

Part II

Loans to and/or From Interested Persons.

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

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

Part III

Grants or Assistance Benefiting Interested Persons.

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

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

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

Schedule L (Form 990 or 990-EZ) 2016

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
(1) DOUG HERTZ	TRUSTEE	160,839.	FOOD & BEVERAGE		X
(2) JILL CAMPBELL	TRUSTEE	237,067.	RADIO BROADCASTING		X
(3) JULIE MILLER-PHIPPS	TRUSTEE	1,022,269.	HEALTHCARE PROVIDER		X
(4)					
(5)					
(6)					
(7)					
(8)					
(9)					
(10)					

Part V Supplemental Information

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

PART IV

SEVERAL TRUSTEES SERVE AS OFFICERS AT COMPANIES WITH WHICH WOODRUFF ARTS CENTER, INC. HAS A VENDOR RELATIONSHIP. BECAUSE OF THE SIZE OF TRANSACTIONS BETWEEN THESE VENDORS AND WOODRUFF ARTS CENTER, INC. DURING THE FISCAL YEAR, THESE TRUSTEES ARE REPORTED AS INTERESTED PERSONS.

DOUGLAS J. HERTZ- CHAIRMAN & CHIEF EXECUTIVE OFFICER- UNITED DISTRIBUTORS, INC.

JILL CAMPBELL- EXECUTIVE VICE PRESIDENT- COX ENTERPRISES, INC.

JULIE MILLER-PHIPPS-SENIOR VICE PRESIDENT AND EXECUTIVE DIRECTOR- KAISER PERMANENTE

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

ROBERT W. WOODRUFF ARTS CENTER, INC.

Noncash Contributions

▶ 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.

OMB No. 1545-0047

2016

**Open To Public
Inspection**

Employer identification number

58-0633971

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	X	43 .	0 .	
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	149 .	3,332,757 .	STOCK QUOTE
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)		17 .	544,752 .	
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** 22 .

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which isn't 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 nonstandard contributions?	X	
32a 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 didn't 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) (2016)

JSA

6E1298 1.000

3370FZ 9242 4/3/2018 5:50:27 PM V 16 7.16

81506

PUBLIC INSPECTION COPY

Part II **Supplemental Information.** 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.

SCH M, LINE 1

UNDER SFAS 116, THE ORGANIZATION DOES NOT REPORT REVENUES FOR ARTWORK AND
COLLECTIONS RECEIVED ON ITS FINANCIAL STATEMENTS AS REPORTED ON LINE 1 OF
SCHEDULE M.

SCH M, LINE 33

DONATED WORKS OF ART INCLUDE PAINTING, SCULPTURES, PRINTS, CERAMICS,
DECORATIVE ARTS, AND PHOTOGRAPHY.

COLUMN B - THE ORGANIZATION IS REPORTING THE NUMBER OF CONTRIBUTIONS, NOT
THE NUMBER OF ITEMS CONTRIBUTED.

Part II **Supplemental Information.** 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>
AUCTION DONATIONS AND PRO	X	9.	269,655.	FMV
HOME DEPOT DONATED MATERI	X	1.	64,985.	FMV
WINE AUCTION FOOD AND BEV	X	6.	133,335.	FMV
DONATED TICKETS	X	1.	76,777.	FMV
TOTALS		<u>17.</u>	<u>544,752.</u>	

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Name of the organization

ROBERT W. WOODRUFF ARTS CENTER, 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.

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

OMB No. 1545-0047

2016

**Open to Public
Inspection**

Employer identification number

58-0633971

PT VI, LINE 2

BERTRAM L. LEVY AND SUZANNE T. PLYBON- BUSINESS RELATIONSHIP

W. STANLEY BLACKBURN, WAB P. KADABA, AND G. KIMBROUGH TAYLOR, JR.-

BUSINESS RELATIONSHIP

CHRISTINA MILLER AND LOUISE SAMS- BUSINESS RELATIONSHIP

REGGIE WALKER AND SHELLEY G. GIBERSON- BUSINESS RELATIONSHIP

JAMES W. BOSWELL AND ALAN PRINCE- BUSINESS RELATIONSHIP

WILLIAM J. TAGGART AND VALERIE MONTGOMERY RICE- BUSINESS RELATIONSHIP

LARRY MARK AND KATHY N. WALLER- BUSINESS RELATIONSHIP

W. PAUL BOWERS AND CHRISTOPHER CUMMISKEY- BUSINESS RELATIONSHIP

WILLIAM H. ROGERS, JR. AND SIDNEY GARY PEACOCK- BUSINESS RELATIONSHIP

PART VI, LINE 11A

THE FORM 990 IS COMPLETED ANNUALLY AND COPIES ARE PROVIDED TO THE ENTIRE
BOARD OF TRUSTEES AS WELL AS THE PRESIDENT/CEO OF THE ORGANIZATION. THE
DRAFT 990 IS ALSO PRESENTED TO THE GOVERNING BOARD AND THE AUDIT
COMMITTEE, WHICH HAS THE OPPORTUNITY TO ASK QUESTIONS, AND PROVIDE
FEEDBACK OR COMMENTS WHICH ARE ADDRESSED AS NECESSARY. A COPY OF THE
APPROVED, SIGNED FORM 990 IS PROVIDED TO ALL OFFICERS, DIRECTORS, AND
TRUSTEES BEFORE THE RETURN IS FILED.

PART VI, LINE 12C

ROBERT W. WOODRUFF ARTS CENTER, INC. (THE "ARTS CENTER") MAINTAINS A
CONFLICT OF INTEREST POLICY, ORIGINALLY ADOPTED BY THE BOARD OF TRUSTEES

Name of the organization ROBERT W. WOODRUFF ARTS CENTER, INC.	Employer identification number 58-0633971
--	--

IN 1995, AS AMENDED THEREAFTER (THE "POLICY"). THIS POLICY APPLIES TO ALL ART CENTER TRUSTEES, OFFICERS AND EMPLOYEES, AS WELL AS OTHER ARTS CENTER REPRESENTATIVES.

THE POLICY IS INTENDED TO PREVENT THE ARTS CENTER FROM ENGAGING WITH RELATED PERSONS IN TRANSACTIONS WHICH ARE IMPERMISSIBLE OR IMPROPER UNDER GEORGIA NONPROFIT CORPORATION LAW OR FEDERAL TAX LAW (ALTHOUGH THE POLICY IS MORE EXPANSIVE THAN THESE LAWS.) THE KEY DEFINITIONS UNDER THE POLICY ARE "INSIDER, "FAMILY MEMBER," AND "RELATED PARTY." THE POLICY IS REVIEWED AND UPDATED (IF NECESSARY) ON AN ANNUAL BASIS.

THE UPDATED DOCUMENT IS THEN DISTRIBUTED TO THE AUDIT COMMITTEE FOR REVIEW AND APPROVAL. A COPY OF THE POLICY AND A RELATED QUESTIONNAIRE IS THEN DISTRIBUTED ANNUALLY TO ALL ARTS CENTER TRUSTEES, OFFICERS AND SENIOR MANAGEMENT, AS WELL AS OTHER ARTS CENTER REPRESENTATIVES. ONCE RESPONSES ARE OBTAINED, THEY ARE REVIEWED AND RESULTS COMPILED, INCLUDING A LIST OF POTENTIAL CONFLICTS TO BE REVIEWED BY THE AUDIT COMMITTEE AND MANAGEMENT.

THE AUDIT COMMITTEE WILL DETERMINE WHETHER A BUSINESS OR FINANCIAL RELATIONSHIP INVOLVING A TRUSTEE OR OFFICER SHOULD BE ENTERED INTO OR CONTINUED. IN THE CASE OF ANY SUCH RELATIONSHIP INVOLVING A TRUSTEE, SUCH A DETERMINATION SHALL BE SET FORTH IN A WRITTEN REPORT OF THE AUDIT COMMITTEE, SIGNED BY THE CHAIRMAN AND A MAJORITY OF THE COMMITTEE, AND PROVIDED TO THE BOARD OF TRUSTEES.

IF THE GOVERNING BOARD OR COMMITTEE HAS REASONABLE CAUSE TO BELIEVE A TRUSTEE, OFFICER, EMPLOYEE, OR OTHER REPRESENTATIVE HAS FAILED TO DISCLOSE ACTUAL OR POSSIBLE CONFLICTS OF INTEREST, IT SHALL INFORM THE

Name of the organization	Employer identification number
ROBERT W. WOODRUFF ARTS CENTER, INC.	58-0633971

INDIVIDUAL OF THE BASIS FOR SUCH BELIEF AND ALLOW HIM/HER AN OPPORTUNITY TO EXPLAIN THE ALLEGED FAILURE TO DISCLOSE. IF, AFTER HEARING THE RESPONSE AND AFTER MAKING FURTHER INVESTIGATION AS WARRANTED BY THE CIRCUMSTANCES, THE GOVERNING BOARD OR COMMITTEE DETERMINES THE TRUSTEE, OFFICER, EMPLOYEE, OR OTHER REPRESENTATIVE HAS FAILED TO DISCLOSE AN ACTUAL OR POSSIBLE CONFLICT OF INTEREST, IT SHALL TAKE APPROPRIATE DISCIPLINARY AND CORRECTIVE ACTION.

PT VI, LINE 15

THE DETERMINATION OF COMPENSATION FOR THE OFFICERS AND OTHER KEY EMPLOYEES IS THE RESPONSIBILITY OF THE BOARD OF DIRECTORS OF THE ROBERT W. WOODRUFF ARTS CENTER, INC. WHICH HAS DELEGATED THIS TO THE COMPENSATION COMMITTEE. THE COMPENSATION COMMITTEE IS COMPOSED OF INDEPENDENT BOARD MEMBERS WHOSE RESPONSIBILITIES INCLUDE, IN PART, THE REVIEW AND APPROVAL OF THE COMPENSATION FOR THE OFFICERS AND KEY EMPLOYEES. THE COMPENSATION AGREEMENTS DELIBERATED BY THE COMMITTEE ARE DETERMINED BASED ON COMPARABLE DATA WHICH IS DOCUMENTED IN THE RECORDS OF THE COMMITTEE'S WORK. SUCH DOCUMENTATION IS MEANT TO MEET OR EXCEED THE REQUIREMENTS WHICH WOULD SATISFY THE REBUTTABLE PRESUMPTION CRITERIA UNDER THE INTERMEDIATE SANCTIONS LANGUAGE OF THE IRS. AS THE COMPOSITION OF THE COMPENSATION COMMITTEE IS COMPRISED EXCLUSIVELY OF BOARD MEMBERS, EACH BOARD MEMBER COMPLETES A CONFLICT OF INTEREST STATEMENT WHICH IS REVIEWED BY THE CENTER'S MANAGEMENT PRIOR TO THE COMPLETION AND FILING OF THE RETURN.

PART VI, LINE 19

GOVERNING DOCUMENTS FOR THE ROBERT W. WOODRUFF ARTS CENTER, INC. ARE

Name of the organization	Employer identification number
ROBERT W. WOODRUFF ARTS CENTER, INC.	58-0633971

REGISTERED WITH THE STATE OF GEORGIA. CONFLICT OF INTEREST POLICY AND
FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST.

PART XI, LINE 8

BAD DEBT WRITE OFF OF PLEDGE RECEIVABLES

PART XI LINE 9

OTHER CHANGES IN NET ASSETS OR FUND BALANCE

1,224,177 CHANGE IN SPLIT INTEREST AGREEMENTS

240,879 CHANGE IN MINIMUM PENSION LIABILITY

1,741,629 CHANGE IN VALUE INTEREST RATE SWAP

3,206,685

ATTACHMENT 1

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

ATLANTA SYMPHONY ORCHESTRA: CELEBRATING ITS 73RD SEASON, THE
GRAMMY® AWARD WINNING ATLANTA SYMPHONY ORCHESTRA CONTINUES TO
AFFIRM ITS POSITION AS ONE OF AMERICA'S LEADING ORCHESTRAS WITH
EXCELLENT LIVE PERFORMANCES, IMPRESSIVE GUEST ARTISTS, RENOWNED
CHORUS AND ENGAGING EDUCATION INITIATIVES, ALL UNDER MUSIC
DIRECTOR ROBERT SPANO AND PRINCIPAL GUEST CONDUCTOR DONALD
RUNNICLES. THE ORCHESTRA AND AUDIENCES TOGETHER EXPLORE A CREATIVE
PROGRAMMING MIX, RECORDING AND VISUAL ENHANCEMENTS, SUCH AS
THEATRE OF A CONCERT. THE ATLANTA SCHOOL OF COMPOSERS REFLECTS
MUSIC DIRECTOR ROBERT SPANO AND THE ORCHESTRA'S COMMITMENT TO
NURTURING AND CHAMPIONING MUSIC THROUGH MULTI-YEAR PARTNERSHIPS
DEFINING A NEW GENERATION OF AMERICAN COMPOSERS. AS THE

Name of the organization ROBERT W. WOODRUFF ARTS CENTER, INC.	Employer identification number 58-0633971
--	--

ATTACHMENT 1 (CONT'D)

CORNERSTONE FOR ARTISTIC DEVELOPMENT IN THE SOUTHEAST, THE ATLANTA SYMPHONY ORCHESTRA PERFORMS MORE THAN 150 CONCERTS EACH YEAR IN SYMPHONY HALL, AS WELL AS VENUES ACROSS THE STATE OF GEORGIA, INCLUDING EDUCATIONAL AND COMMUNITY CONCERTS, FOR A COMBINED AUDIENCE OF MORE THAN HALF A MILLION PEOPLE.

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

ALLIANCE THEATRE

FOUNDED IN 1968, THE ALLIANCE THEATRE IS THE LEADING PRODUCING THEATRE IN THE SOUTHEAST, CREATING THE POWERFUL EXPERIENCE OF SHARED THEATRE FOR DIVERSE PEOPLE. UNDER THE LEADERSHIP OF SUSAN V. BOOTH, JENNING HERTZ ARTISTIC DIRECTOR, THE ALLIANCE THEATRE RECEIVED THE REGIONAL THEATRE TONY AWARD® IN RECOGNITION OF SUSTAINED EXCELLENCE IN PROGRAMMING EDUCATION, AND COMMUNITY ENGAGEMENT. REACHING MORE THAN 165,000 PATRONS ANNUALLY, THE ALLIANCE DELIVERS POWERFUL PROGRAMMING THAT CHALLENGES ADULT AND YOUTH AUDIENCES TO THINK CRITICALLY AND CARE DEEPLY. KNOWN FOR ITS HIGH ARTISTIC STANDARDS AND NATIONAL ROLE IN CREATING SIGNIFICANT THEATRICAL WORKS, THE ALLIANCE HAS LAUNCHED TONY AWARD-WINNING HITS TO BROADWAY AND NATIONAL TOURS. EACH YEAR, THE EDUCATION DEPARTMENT, COMPRISED OF THE ALLIANCE ARTS FOR LEARNING INSTITUTE, THEATRE FOR THE VERY YOUNG (AUDIENCES 18 MONTHS - 5 YEARS), THEATRE FOR YOUTH AND FAMILIES (AUDIENCES K-12), AND THE ACTING PROGRAM, SERVES OVER 50,000 STUDENTS, EDUCATORS, AND FAMILIES

Name of the organization ROBERT W. WOODRUFF ARTS CENTER, INC.	Employer identification number 58-0633971
--	--

ATTACHMENT 2 (CONT'D)

THROUGH IN-SCHOOL RESIDENCY INITIATIVES, PERFORMANCES, ACTING CLASSES, AND DRAMA CAMPS. PROGRAMS THAT SERVE OUR COMMUNITY INCLUDE THE PALEFSKY COLLISION PROJECT, GA WOLF TRAP EARLY LEARNING THROUGH ARTS, AND ALLIANCE@WORK. THE ALLIANCE ALSO NURTURES THE CAREERS OF PLAYWRITES AND EMERGING THEATRE ARTISTS THROUGH THE ALLIANCE/KENDEDA NATIONAL GRADUATE PLAYWRITING COMPETITION AND THE REISER ATLANTA ARTISTS LAB.

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

<u>NAME AND ADDRESS</u>	<u>DESCRIPTION OF SERVICES</u>	<u>COMPENSATION</u>
WALDEN SECURITY 5901-A PEACHTREE DUNWOODY RD SUITE 300 ATLANTA, GA 30328	SECURITY	2,021,337.
TRAHAN ARCHITECTS, APAC 838 NORTH BOULEVARD BATON ROUGE, LA 70802	ARCHITECTS	1,073,212.
ABM JANITORIAL SERVICES- SOUTHEAST LLC 3399 PEACHTREE RD NE SUITE 1500 ATLANTA, GA 30326	JANITORIAL SERVICES	624,367.
JONES DAY 1420 W PEACHTREE ST NE #800 ATLANTA, GA 30309	LEGAL	385,559.
GENESIS CAPITAL LLC 3414 PEACHTREE RD, ATLANTA ATLANTA, GA 30326	INVESTMENT ADVISOR	351,173.

Name of the organization

ROBERT W. WOODRUFF ARTS CENTER, INC.

Employer identification number

58-0633971

ATTACHMENT 4FORM 990, PART VIII - EXCLUDED CONTRIBUTIONS

<u>DESCRIPTION</u>	<u>AMOUNT</u>
FUNDRAISING EVENTS	1,805,389.
TOTAL	<u>1,805,389.</u>

ATTACHMENT 5FORM 990, PART VIII - FUNDRAISING EVENTS

<u>DESCRIPTION</u>	<u>GROSS INCOME</u>	<u>DIRECT EXPENSES</u>	<u>NET INCOME</u>
FUNDRAISING EVENTS	1,566,954.	1,655,779.	-88,825.
TOTALS	<u>1,566,954.</u>	<u>1,655,779.</u>	<u>-88,825.</u>

ATTACHMENT 6FORM 990, PART VIII - GROSS SALES AND COST OF GOODS SOLD

GROSS SALES LESS RETURNS AND ALLOWANCES	4,353,788.
INVENTORY AT BEGINNING OF YEAR	
PURCHASES	1,507,953.
SALARIES AND WAGES	
OTHER COSTS	
SUBTOTAL	<u>1,507,953.</u>
MINUS ENDING INVENTORY	
COST OF GOODS SOLD	<u>1,507,953.</u>

ATTACHMENT 7

Name of the organization

ROBERT W. WOODRUFF ARTS CENTER, INC.

Employer identification number

58-0633971

ATTACHMENT 7 (CONT'D)

FORM 990, PART X - INVESTMENTS - PUBLICLY TRADED SECURITIES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>
CASH & EQUIVALENTS	16,466,656.
EQUITY SECURITIES- DOMESTIC	115,750,492.
EQUITY SECURITIES- ITNL	14,134,409.
DEBT SECURITIES	
COMMINGLED FUNDS	155,406,451.
DEBT SERVICE RESERVE	6,133,198.
REAL ESTATE FUNDS	3,586,056.
TOTALS	<u>311,477,262.</u>

**SCHEDULE R
(Form 990)**Department of the Treasury
Internal Revenue Service

Name of the organization

ROBERT W. WOODRUFF ARTS CENTER, INC.

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

▶ Attach to Form 990.

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

OMB No. 1545-0047

2016**Open to Public
Inspection**

Employer identification number

58-0633971

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

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
(1) ENCORE PARK FOR THE ARTS, INC. 16-1661377 1280 PEACHTREE STREET NE ATLANTA, GA 30309	FUNDRAISING	GA	501(C)(3)	509(A)(3)	WAC		X
(2)							
(3)							
(4)							
(5)							
(6)							
(7)							

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

Schedule R (Form 990) 2016

JSA

6E1307 1.000

3370FZ 9242 4/3/2018

3:50:27 PM

V 16-7.16

81506

PUBLIC INSPECTION COPY

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

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

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
(1) E P MCBURNEY TRUST 58-6029235 303 PEACHTREE STREET ATLANTA, GA 30308	TRUST-INVESTI	GA	SUNTRUST	TRUST	1,128,953.	7,876,449.	100.0000		X
(2) E P MCBURNEY TRUST 58-6029260 303 PEACHTREE STREET ATLANTA, GA 30308	TRUST-INVESTI	GA	SUNTRUST	TRUST	188,480.	1,313,393.	100.0000		X
(3) LUCY CLAIR HARRIS TRUST 58-6163824 ONE WEST 4TH STREET WINSTON-SALEM, NC 27101	TRUST-INVESTI	GA	WELLS FARGO	TRUST	602.	161,472.	100.0000		X
(4) CHARITABLE REMAINDER TRUST (4) 99-9999999 N/A	TRUST INVESTI	GA	VARIOUS	TRUST					
(5)									
(6)									
(7)									

Part V Transactions With Related Organizations. Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.**Note:** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

	Yes	No
1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?		
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity	1a	X
b Gift, grant, or capital contribution to related organization(s)	1b	X
c Gift, grant, or capital contribution from related organization(s)	1c	X
d Loans or loan guarantees to or for related organization(s)	1d	X
e Loans or loan guarantees by related organization(s)	1e	X
f Dividends from related organization(s)	1f	X
g Sale of assets to related organization(s)	1g	X
h Purchase of assets from related organization(s)	1h	X
i Exchange of assets with related organization(s)	1i	X
j Lease of facilities, equipment, or other assets to related organization(s)	1j	X
k Lease of facilities, equipment, or other assets from related organization(s)	1k	X
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	X
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	X
o Sharing of paid employees with related organization(s)	1o	X
p Reimbursement paid to related organization(s) for expenses	1p	X
q Reimbursement paid by related organization(s) for expenses	1q	X
r Other transfer of cash or property to related organization(s)	1r	X
s Other transfer of cash or property from related organization(s)	1s	X
2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.		

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1)			
(2)			
(3)			
(4)			
(5)			
(6)			

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

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

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

Part VII **Supplemental Information**

Provide additional information for responses to questions on Schedule R. See instructions.

PUBLIC INSPECTION COPY

JSA

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE

OTHER INCOME

4,300,140.

OTHER DEDUCTIONS

183,826.

183,826.

PUBLIC INSPECTION COPY

RENT AND ROYALTY SUMMARY

<u>PROPERTY</u>	<u>TOTAL INCOME</u>	<u>DEPLETION/ DEPRECIATION</u>	<u>OTHER EXPENSES</u>	<u>ALLOWABLE NET INCOME</u>
PROPERTY	4,300,140.		183,826.	4,116,314.
TOTALS	<u>4,300,140.</u>		<u>183,826.</u>	<u>4,116,314.</u>

PUBLIC INSPECTION COPY

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Use Form 8949 to list your transactions for lines 1b, 2, 3, 8b, 9 and 10.
▶ Information about Schedule D and its separate instructions is at www.irs.gov/form1041.

OMB No. 1545-0092

2016

Name of estate or trust

ROBERT W. WOODRUFF ARTS CENTER, INC.

Employer identification number

58-0633971

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

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

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part I, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
1a Totals for all short-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 1b.				
1b Totals for all transactions reported on Form(s) 8949 with Box A checked				
2 Totals for all transactions reported on Form(s) 8949 with Box B checked				
3 Totals for all transactions reported on Form(s) 8949 with Box C checked				
4 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824				4
5 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts				5
6 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2015 Capital Loss Carryover Worksheet.				6 ()
7 Net short-term capital gain or (loss). Combine lines 1a through 6 in column (h). Enter here and on line 17, column (3) on the back ▶				7

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

See instructions for how to figure the amounts to enter on the lines below.

This form may be easier to complete if you round off cents to whole dollars.

	(d) Proceeds (sales price)	(e) Cost (or other basis)	(g) Adjustments to gain or loss from Form(s) 8949, Part II, line 2, column (g)	(h) Gain or (loss) Subtract column (e) from column (d) and combine the result with column (g)
8a Totals for all long-term transactions reported on Form 1099-B for which basis was reported to the IRS and for which you have no adjustments (see instructions). However, if you choose to report all these transactions on Form 8949, leave this line blank and go to line 8b.				
8b Totals for all transactions reported on Form(s) 8949 with Box D checked	171,896,387.	174,421,778.		-2,525,391.
9 Totals for all transactions reported on Form(s) 8949 with Box E checked				
10 Totals for all transactions reported on Form(s) 8949 with Box F checked				
11 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824				11
12 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts.				12
13 Capital gain distributions.				13
14 Gain from Form 4797, Part I.				14
15 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2015 Capital Loss Carryover Worksheet				15 ()
16 Net long-term capital gain or (loss). Combine lines 8a through 15 in column (h). Enter here and on line 18a, column (3) on the back ▶				16 -2,525,391.

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

Schedule D (Form 1041) 2016

JSA
6F1210 1.000

PUBLIC INSPECTION COPY

3370FZ 9242 4/3/2018 5:50:27 PM V 16 7.16 81506

Part III Summary of Parts I and II**Caution:** Read the instructions *before* completing this part.

		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
17	Net short-term gain or (loss).	17		
18	Net long-term gain or (loss):			
a	Total for year	18a		-2,525,391.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	18b		
c	28% rate gain	18c		
19	Total net gain or (loss). Combine lines 17 and 18a. ▶	19		-2,525,391.

Note: If line 19, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 18a and 19, column (2), are net gains, go to Part V, and **don't** complete Part IV. If line 19, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

20 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 19, column (3) **or** b \$3,000 **20** (3,000.)

Note: If the loss on line 19, column (3), is more than \$3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 18a and 19 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 18b, col. (2) or line 18c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 18a and 19 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 18b, col. (2) or line 18c, col. (2) is more than zero.

21	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34). . .	21		
22	Enter the smaller of line 18a or 19 in column (2) but not less than zero. 22			
23	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T). . . 23			
24	Add lines 22 and 23 24			
25	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-. . . ▶ 25			
26	Subtract line 25 from line 24. If zero or less, enter -0-. 26			
27	Subtract line 26 from line 21. If zero or less, enter -0-. 27			
28	Enter the smaller of the amount on line 21 or \$2,550 28			
29	Enter the smaller of the amount on line 27 or line 28 29			
30	Subtract line 29 from line 28. If zero or less, enter -0-. This amount is taxed at 0% ▶ 30			
31	Enter the smaller of line 21 or line 26 31			
32	Subtract line 30 from line 26. 32			
33	Enter the smaller of line 21 or \$12,400. 33			
34	Add lines 27 and 30 34			
35	Subtract line 34 from line 33. If zero or less, enter -0-. 35			
36	Enter the smaller of line 32 or line 35. 36			
37	Multiply line 36 by 15% (0.15). ▶ 37			
38	Enter the amount from line 31 38			
39	Add lines 30 and 36 39			
40	Subtract line 39 from line 38. If zero or less, enter -0-. 40			
41	Multiply line 40 by 20% (0.20). ▶ 41			
42	Figure the tax on the amount on line 27. Use the 2016 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041). . . . 42			
43	Add lines 37, 41, and 42 43			
44	Figure the tax on the amount on line 21. Use the 2016 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041). . . . 44			
45	Tax on all taxable income. Enter the smaller of line 43 or line 44 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36). ▶ 45			

Schedule D (Form 1041) 2016

Name(s) shown on return. Name and SSN or taxpayer identification no. not required if shown on other side

Social security number or taxpayer identification number

ROBERT W. WOODRUFF ARTS CENTER, INC.

58-0633971

Before you check Box D, E, or F below, see whether you received any Form(s) 1099-B or substitute statement(s) from your broker. A substitute statement will have the same information as Form 1099-B. Either will show whether your basis (usually your cost) was reported to the IRS by your broker and may even tell you which box to check.

Part II

Long-Term. Transactions involving capital assets you held more than 1 year are long term. For short-term transactions, see page 1.

Note: You may aggregate all long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS and for which no adjustments or codes are required. Enter the totals directly on Schedule D, line 8a; you aren't required to report these transactions on Form 8949 (see instructions).

You must check Box D, E, or F below. Check only one box. If more than one box applies for your long-term transactions, complete a separate Form 8949, page 2, for each applicable box. If you have more long-term transactions than will fit on this page for one or more of the boxes, complete as many forms with the same box checked as you need.

☒ **(D)** Long-term transactions reported on Form(s) 1099-B showing basis was reported to the IRS (see **Note** above)

☐ **(E)** Long-term transactions reported on Form(s) 1099-B showing basis **wasn't** reported to the IRS

☐ **(F)** Long-term transactions not reported to you on Form 1099-B

1	(a) Description of property (Example: 100 sh. XYZ Co.)	(b) Date acquired (Mo., day, yr.)	(c) Date sold or disposed (Mo., day, yr.)	(d) Proceeds (sales price) (see instructions)	(e) Cost or other basis. See the Note below and see <i>Column (e)</i> in the separate instructions	Adjustment, if any, to gain or loss. If you enter an amount in column (g), enter a code in column (f). See the separate instructions.		(h) Gain or (loss). Subtract column (e) from column (d) and combine the result with column (g)
						(f) Code(s) from instructions	(g) Amount of adjustment	
	STATE STREET			171896387.	174421778.			-2525391.
2 Totals. Add the amounts in columns (d), (e), (g), and (h) (subtract negative amounts). Enter each total here and include on your Schedule D, line 8b (if Box D above is checked), line 9 (if Box E above is checked), or line 10 (if Box F above is checked)▶				171896387	174421778			-2525391.

Note: If you checked Box D above but the basis reported to the IRS was incorrect, enter in column (e) the basis as reported to the IRS, and enter an adjustment in column (g) to correct the basis. See *Column (g)* in the separate instructions for how to figure the amount of the adjustment.

Form **4797**Department of the Treasury
Internal Revenue Service**Sales of Business Property**
(Also Involuntary Conversions and Recapture Amounts
Under Sections 179 and 280F(b)(2))

▶ Attach to your tax return.

▶ Information about Form 4797 and its separate instructions is at www.irs.gov/form4797.

OMB No. 1545-0184

2016Attachment
Sequence No. **27**

Name(s) shown on return

ROBERT W. WOODRUFF ARTS CENTER, INC.

Identifying number

58-0633971

1 Enter the gross proceeds from sales or exchanges reported to you for 2016 on Form(s) 1099-B or 1099-S (or substitute statement) that you are including on line 2, 10, or 20. See instructions**1****Part I Sales or Exchanges of Property Used in a Trade or Business and Involuntary Conversions From Other Than Casualty or Theft - Most Property Held More Than 1 Year** (see instructions)

2	(a) Description of property	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Gross sales price	(e) Depreciation allowed or allowable since acquisition	(f) Cost or other basis, plus improvements and expense of sale	(g) Gain or (loss) Subtract (f) from the sum of (d) and (e)						
3	Gain, if any, from Form 4684, line 39						3						
4	Section 1231 gain from installment sales from Form 6252, line 26 or 37						4						
5	Section 1231 gain or (loss) from like-kind exchanges from Form 8824						5						
6	Gain, if any, from line 32, from other than casualty or theft						6						
7	Combine lines 2 through 6. Enter the gain or (loss) here and on the appropriate line as follows:						7						
Partnerships (except electing large partnerships) and S corporations. Report the gain or (loss) following the instructions for Form 1065, Schedule K, line 10, or Form 1120S, Schedule K, line 9. Skip lines 8, 9, 11, and 12 below.													
Individuals, partners, S corporation shareholders, and all others. If line 7 is zero or a loss, enter the amount from line 7 on line 11 below and skip lines 8 and 9. If line 7 is a gain and you didn't have any prior year section 1231 losses, or they were recaptured in an earlier year, enter the gain from line 7 as a long-term capital gain on the Schedule D filed with your return and skip lines 8, 9, 11, and 12 below.													
8	Nonrecaptured net section 1231 losses from prior years. See instructions						8						
9	Subtract line 8 from line 7. If zero or less, enter -0-. If line 9 is zero, enter the gain from line 7 on line 12 below. If line 9 is more than zero, enter the amount from line 8 on line 12 below and enter the gain from line 9 as a long-term capital gain on the Schedule D filed with your return. See instructions						9						

Part II Ordinary Gains and Losses (see instructions)**10** Ordinary gains and losses not included on lines 11 through 16 (include property held 1 year or less):

ATTACHMENT 1							-130,784.
11	Loss, if any, from line 7						11 ()
12	Gain, if any, from line 7 or amount from line 8, if applicable.						12
13	Gain, if any, from line 31						13
14	Net gain or (loss) from Form 4684, lines 31 and 38a						14
15	Ordinary gain from installment sales from Form 6252, line 25 or 36						15
16	Ordinary gain or (loss) from like-kind exchanges from Form 8824						16
17	Combine lines 10 through 16.						17 -130,784.
18	For all except individual returns, enter the amount from line 17 on the appropriate line of your return and skip lines a and b below. For individual returns, complete lines a and b below:						
a	If the loss on line 11 includes a loss from Form 4684, line 35, column (b)(ii), enter that part of the loss here. Enter the part of the loss from income-producing property on Schedule A (Form 1040), line 28, and the part of the loss from property used as an employee on Schedule A (Form 1040), line 23. Identify as from "Form 4797, line 18a." See instructions						18a
b	Redetermine the gain or (loss) on line 17 excluding the loss, if any, on line 18a. Enter here and on Form 1040, line 14						18b

For Paperwork Reduction Act Notice, see separate instructions.

Form **4797** (2016)

JSA

6X2610 2.000

3370FZ 9242 4/3/2018 5:50:27 PM V 16 7.16

81506

PUBLIC INSPECTION COPY

Part III Gain From Disposition of Property Under Sections 1245, 1250, 1252, 1254, and 1255
(see instructions)

19 (a) Description of section 1245, 1250, 1252, 1254, or 1255 property:		(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)
A			
B			
C			
D			

These columns relate to the properties on lines 19A through 19D. ►		Property A	Property B	Property C	Property D
20	Gross sales price (Note: See line 1 before completing.)	20			
21	Cost or other basis plus expense of sale	21			
22	Depreciation (or depletion) allowed or allowable	22			
23	Adjusted basis. Subtract line 22 from line 21.	23			
24	Total gain. Subtract line 23 from line 20.	24			
25 If section 1245 property:					
a	Depreciation allowed or allowable from line 22	25a			
b	Enter the smaller of line 24 or 25a	25b			
26 If section 1250 property: If straight line depreciation was used, enter -0- on line 26g, except for a corporation subject to section 291.					
a	Additional depreciation after 1975. See instructions	26a			
b	Applicable percentage multiplied by the smaller of line 24 or line 26a. See instructions	26b			
c	Subtract line 26a from line 24. If residential rental property or line 24 isn't more than line 26a, skip lines 26d and 26e	26c			
d	Additional depreciation after 1969 and before 1976	26d			
e	Enter the smaller of line 26c or 26d	26e			
f	Section 291 amount (corporations only)	26f			
g	Add lines 26b, 26e, and 26f	26g			
27 If section 1252 property: Skip this section if you didn't dispose of farmland or if this form is being completed for a partnership (other than an electing large partnership).					
a	Soil, water, and land clearing expenses	27a			
b	Line 27a multiplied by applicable percentage. See instructions	27b			
c	Enter the smaller of line 24 or 27b	27c			
28 If section 1254 property:					
a	Intangible drilling and development costs, expenditures for development of mines and other natural deposits, mining exploration costs, and depletion. See instructions	28a			
b	Enter the smaller of line 24 or 28a	28b			
29 If section 1255 property:					
a	Applicable percentage of payments excluded from income under section 126. See instructions	29a			
b	Enter the smaller of line 24 or 29a. See instructions	29b			

Summary of Part III Gains. Complete property columns A through D through line 29b before going to line 30.

30	Total gains for all properties. Add property columns A through D, line 24	30	
31	Add property columns A through D, lines 25b, 26g, 27c, 28b, and 29b. Enter here and on line 13	31	
32	Subtract line 31 from line 30. Enter the portion from casualty or theft on Form 4684, line 33. Enter the portion from other than casualty or theft on Form 4797, line 6	32	

Part IV Recapture Amounts Under Sections 179 and 280F(b)(2) When Business Use Drops to 50% or Less
(see instructions)

	(a) Section 179	(b) Section 280F(b)(2)
33 Section 179 expense deduction or depreciation allowable in prior years	33	
34 Recomputed depreciation. See instructions	34	
35 Recapture amount. Subtract line 34 from line 33. See the instructions for where to report	35	

Form **4797** (2016)

Description	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed or Allowable	Cost or Other Basis	Gain or (Loss) for entire year
ASSET DISPOSAL	VAR	VAR			130,784.	-130,784.
Totals						-130,784.

Underpayment of Estimated Tax by Corporations

OMB No. 1545-0123

2016

▶ Attach to the corporation's tax return.

▶ Information about Form 2220 and its separate instructions is at www.irs.gov/form2220.

Name **ROBERT W. WOODRUFF ARTS CENTER, INC.** Employer identification number **58-0633971**

Note: Generally, the corporation isn't 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)	1	1,860.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
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	2b	
c	Credit for federal tax paid on fuels (see instructions)	2c	
d	Total. Add lines 2a through 2c	2d	
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation doesn't owe the penalty.	3	1,860.
4	Enter the tax shown on the corporation's 2015 income tax return. See instructions. 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	4	
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	1,860.

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 doesn't 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 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9 09/15/2016	11/15/2016	02/15/2017	05/15/2017
10 Required installments. 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% (0.25) of line 5 above in each column.	10 465.	465.	465.	465.
11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions.	11 89,773.			
Complete lines 12 through 18 of one column before going to the next column.				
12 Enter amount, if any, from line 18 of the preceding column	12	89,308.	88,843.	88,378.
13 Add lines 11 and 12	13	89,308.	88,843.	88,378.
14 Add amounts on lines 16 and 17 of the preceding column	14			
15 Subtract line 14 from line 13. If zero or less, enter -0-	15 89,773.	89,308.	88,843.	88,378.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16			
17 Underpayment. 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	17			
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column.	18 89,308.	88,843.	88,378.	

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.

Form **2220** (2016)

JSA

6X8006 2.000

PUBLIC INSPECTION COPY

3370FZ 9242 4/3/2018 3:50:27 PM V 16-7.16 81506

Form **990-T****Exempt Organization Business Income Tax Return**
(and proxy tax under section 6033(e))

OMB No. 1545-0687

2016Department of the Treasury
Internal Revenue ServiceFor calendar year 2016 or other tax year beginning 06/01, 2016, and ending 05/31, 2017.▶ 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

A <input type="checkbox"/> Check box if address changed	Print or Type	Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.)	D Employer identification number (Employees' trust, see instructions.)
B Exempt under section		ROBERT W. WOODRUFF ARTS CENTER, INC.	58-0633971
<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)		Number, street, and room or suite no. If a P.O. box, see instructions.	E Unrelated business activity codes (See instructions.)
C Book value of all assets at end of year		1280 PEACHTREE ST. NE	722320 532000
698,675,039.		City or town, state or province, country, and ZIP or foreign postal code	
		ATLANTA, GA 30309	
		F Group exemption number (See instructions.) ▶	
		G Check organization type ▶ <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust	

H Describe the organization's primary unrelated business activity. ▶ ATTACHMENT 1

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 ▶ DOUG SHIPMAN Telephone number ▶ 404-733-4200

Part I Unrelated Trade or Business Income				(A) Income	(B) Expenses	(C) Net
1a	Gross receipts or sales	3,507,519.				
b	Less returns and allowances		c Balance ▶	1c	3,507,519.	
2	Cost of goods sold (Schedule A, line 7)			2	558,310.	
3	Gross profit. Subtract line 2 from line 1c			3	2,949,209.	2,949,209.
4a	Capital gain net income (attach Schedule D)			4a		
b	Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)			4b		
c	Capital loss deduction for trusts			4c		
5	Income (loss) from partnerships and S corporations (attach statement)			5	-119,934.	ATCH 2 -119,934.
6	Rent income (Schedule C)			6		
7	Unrelated debt-financed income (Schedule E)			7	1,063,635.	638,918. 424,717.
8	Interest, annuities, royalties, and rents from controlled organizations (Schedule F)			8		
9	Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)			9		
10	Exploited exempt activity income (Schedule I)			10		
11	Advertising income (Schedule J)			11		
12	Other income (See instructions; attach schedule)			12		
13	Total. Combine lines 3 through 12			13	3,892,910.	638,918. 3,253,992.

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.) (Except for contributions, deductions must be directly connected with the unrelated business income.)						
14	Compensation of officers, directors, and trustees (Schedule K)			14		
15	Salaries and wages			15	1,874,230.	
16	Repairs and maintenance			16	139,248.	
17	Bad debts			17		
18	Interest (attach schedule)		ATTACHMENT 3	18	43,490.	
19	Taxes and licenses			19		
20	Charitable contributions (See instructions for limitation rules)			20		
21	Depreciation (attach Form 4562)			21	569,088.	
22	Less depreciation claimed on Schedule A and elsewhere on return			22a	402,488.	22b 166,600.
23	Depletion			23		
24	Contributions to deferred compensation plans			24		
25	Employee benefit programs			25		
26	Excess exempt expenses (Schedule I)			26		
27	Excess readership costs (Schedule J)			27		
28	Other deductions (attach schedule)		ATTACHMENT 4	28	869,462.	
29	Total deductions. Add lines 14 through 28			29	3,093,030.	
30	Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13			30	160,962.	
31	Net operating loss deduction (limited to the amount on line 30)			31	147,564.	
32	Unrelated business taxable income before specific deduction. Subtract line 31 from line 30			32	13,398.	
33	Specific deduction (Generally \$1,000, but see line 33 instructions for exceptions)			33	1,000.	
34	Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32			34	12,398.	

For Paperwork Reduction Act Notice, see instructions.

6X2740 1-000

3370FZ 9242 4/3/2018 5:50:27 PM V 16 7.16 81506

PUBLIC INSPECTION COPYForm **990-T** (2016)

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here <input type="checkbox"/> See instructions and:		
a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):		
(1) \$ (2) \$ (3) \$		
b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750). \$		
(2) Additional 3% tax (not more than \$100,000) \$		
c Income tax on the amount on line 34. ▶	35c	1,860.
36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from: <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041). ▶	36	
37 Proxy tax. See instructions ▶	37	
38 Alternative minimum tax ▶	38	
39 Tax on Non-Compliant Facility Income. See instructions ▶	39	
40 Total. Add lines 37, 38 and 39 to line 35c or 36, whichever applies ▶	40	1,860.

Part IV Tax and Payments

41 a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116).	41a	
b Other credits (see instructions).	41b	
c General business credit. Attach Form 3800 (see instructions)	41c	
d Credit for prior year minimum tax (attach Form 8801 or 8827).	41d	
e Total credits. Add lines 41a through 41d	41e	
42 Subtract line 41e from line 40.	42	1,860.
43 Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule).	43	
44 Total tax. Add lines 42 and 43.	44	1,860.
45 a Payments: A 2015 overpayment credited to 2016	45a	89,773.
b 2016 estimated tax payments	45b	
c Tax deposited with Form 8868.	45c	
d Foreign organizations: Tax paid or withheld at source (see instructions)	45d	
e Backup withholding (see instructions)	45e	
f Credit for small employer health insurance premiums (Attach Form 8941)	45f	
g Other credits and payments: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other Total ▶	45g	
46 Total payments. Add lines 45a through 45g	46	89,773.
47 Estimated tax penalty (see instructions). Check if Form 2220 is attached. ▶ <input type="checkbox"/>	47	
48 Tax due. If line 46 is less than the total of lines 44 and 47, enter amount owed ▶	48	
49 Overpayment. If line 46 is larger than the total of lines 44 and 47, enter amount overpaid ▶	49	87,913.
50 Enter the amount of line 49 you want: Credited to 2017 estimated tax ▶ 87,913. Refunded ▶	50	

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

51 At any time during the 2016 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file FinCEN Form 114, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here ▶	Yes	No
		X
52 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file.		X
53 Enter the amount of tax-exempt interest received or accrued during the tax year ▶ \$		

Sign Here	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
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date
	MARC AZAR		04/17/2018
	Firm's name ▶ SMITH & HOWARD, P.C.	Firm's EIN ▶ 58-1250486	Check <input type="checkbox"/> if self-employed
	Firm's address ▶ 271 17TH STREET, SUITE 1600, ATLANTA, GA 30363	Phone no. 404-874-6244	PTIN P91739349

May the IRS discuss this return with the preparer shown below (see instructions)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No

Form 990-T (2016)

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

1 Inventory at beginning of year	1		6 Inventory at end of year	6	
2 Purchases	2	558,310.	7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2	7	558,310.
3 Cost of labor	3		8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes	No
4a Additional section 263A costs (attach schedule)	4a				
b Other costs (attach schedule)	4b				
5 Total. Add lines 1 through 4b	5	558,310.			X

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

(see instructions)

1. Description of property

(1)	
(2)	
(3)	
(4)	

2. Rent received or accrued

(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(1)		
(2)		
(3)		
(4)		
Total	Total	

(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)

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 (attach schedule)	(b) Other deductions (attach schedule)
(1)	ATTACHMENT 5			
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
Totals ►			Enter here and on page 1, Part I, line 7, column (A). 1,063,635.	Enter here and on page 1, Part I, line 7, column (B). 638,918.
Total dividends-received deductions included in column 8 ►				

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

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	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
(1)					
(2)					
(3)					
(4)					

Nonexempt Controlled Organizations

7. Taxable Income	8. Net unrelated income (loss) (see instructions)	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
(1)				
(2)				
(3)				
(4)				
			Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A).	Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B).

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)				
	Enter here and on page 1, Part I, line 9, column (A).			Enter here and on page 1, Part I, line 9, column (B).

Totals**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)						
	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.

Totals**Schedule J - Advertising Income** (see instructions)**Part I Income From Periodicals Reported on a Consolidated Basis**

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

Form **990-T** (2016)

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

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

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)		%	
(2) ATCH 6		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14 ▶			

Form **990-T** (2016)

ORGANIZATION'S PRIMARY UNRELATED BUSINESS ACTIVITY.

SPECIAL EVENTS, GIFT SHOP SALE & RENTAL OF REAL PROPERTY

FORM 990T - LINE 5 -INCOME (LOSS) FROM PARTNERSHIPS

HEDGE FUNDS	-119,934.
INCOME (LOSS) FROM PARTNERSHIPS	-119,934.

FORM 990T - PART II - LINE 18 - INTEREST

PART II - LINE 18 - INTEREST

43,490.

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

OTHER INDIRECT COSTS 869,462.

PART II - LINE 28 - OTHER DEDUCTIONS 869,462.

SCHEDULE E - UNRELATED DEBT-FINANCED INCOME

ATTACHMENT 5

1.	2.	3.		4.	5.	6.	7.	8.
		DEDUCTIONS DIRECTLY CONNECTED		AVERAGE	AVERAGE	% 4 IS	GROSS INCOME	ALLOCABLE
DESCRIPTION OF DEBT-FINANCED PROPERTY	GROSS INCOME	(3A)	(3B)	ACQUISITION	ADJUSTED	OF 5	REPORTABLE	DEDUCTIONS
				DEBT	BASIS		(2 X 6)	6 * (3A + 3B)
VERIZON WIRELESS LEASE	2,300,000.	833,429.	548,164.	14,252,500.	30,819,512.	46.245	1,063,635.	638,918.
				TOTALS			1,063,635.	638,918.

ATTACHMENT 6SCHD. K, FORM 990-T, COMPENSATION OF OFFICERS, DIRECTORS, & TRUSTEES

<u>NAME AND ADDRESS</u>	<u>TITLE</u>	<u>BUSINESS PERCENT</u>	<u>COMPENSATION</u>
DOUGLAS J. HERTZ 1280 PEACHTREE ST. NE ATLANTA, GA 30309	GOVERNING BOARD OFFICER	0	0.
PHILIP S. JACOBS 1280 PEACHTREE ST. NE ATLANTA, GA 30309	GOVERNING BOARD OFFICER	0	0.
READE FAHS 1280 PEACHTREE ST. NE ATLANTA, GA 30309	GOVERNING BOARD OFFICER	0	0.
KIRK JAMIESON 1280 PEACHTREE ST. NE ATLANTA, GA 30309	GOVERNING BOARD OFFICER	0	0.
CHARLES L. ABNEY, III 1280 PEACHTREE ST. NE ATLANTA, GA 30309	GOVERNING BOARD OFFICER	0	0.
BARRY N. BERLIN 1280 PEACHTREE ST. NE ATLANTA, GA 30309	GOVERNING BOARD OFFICER	0	0.
JOE W. ROGERS, JR. 1280 PEACHTREE ST. NE ATLANTA, GA 30309	GOVERNING BOARD OFFICER	0	0.
D. RICHARD WILLIAMS 1280 PEACHTREE ST. NE ATLANTA, GA 30309	GOVERNING BOARD OFFICER	0	0.
MILFORD W. MCGUIRT 1280 PEACHTREE ST. NE ATLANTA, GA 30309	GOVERNING BOARD OFFICER	0	0.
SHANTELLA E. COOPER 1280 PEACHTREE ST. NE ATLANTA, GA 30309	GOVERNING BOARD OFFICER	0	0.

PUBLIC INSPECTION COPY

ATTACHMENT 6 (CONT'D)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>
DANIEL D. REARDON 1280 PEACHTREE ST. NE ATLANTA, GA 30309	GOVERNING BOARD OFFICER	0	0.
ELIZABETH KISS 1280 PEACHTREE ST. NE ATLANTA, GA 30309	GOVERNING BOARD OFFICER	0	0.
HOWARD FEINSAND 1280 PEACHTREE ST. NE ATLANTA, GA 30309	GOVERNING BOARD AT-LARGE MEMBE	0	0.
JUANITA P. BARANCO 1280 PEACHTREE ST. NE ATLANTA, GA 30309	GOVERNING BOARD AT-LARGE MEMBE	0	0.
JAMES W. BOSWELL 1280 PEACHTREE ST. NE ATLANTA, GA 30309	GOVERNING BOARD AT-LARGE MEMBE	0	0.
LYNDA BRADBURY COURTS 1280 PEACHTREE ST. NE ATLANTA, GA 30309	GOVERNING BOARD AT-LARGE MEMBE	0	0.
CHRISTOPHER CUMMISKEY 1280 PEACHTREE ST. NE ATLANTA, GA 30309	GOVERNING BOARD AT-LARGE MEMBE	0	0.
CLAIRE LEWIS ARNOLD 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
DANIEL BALDWIN 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
EDWARD H. BASTIAN 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.

PUBLIC INSPECTION COPY

ATTACHMENT 6 (CONT'D)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>
SUSAN BELL 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
J. VERONICA BIGGINS 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
REBECCA BLALOCK 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
KENNY BLANK 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
W. PAUL BOWERS 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
ROSALIND G. BREWER 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
JANINE BROWN 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
PAUL J. BROWN 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
KAREN BUNN 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE (EX-OFFICIO)	0	0.
MARY L. CAHILL 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.

PUBLIC INSPECTION COPY

ATTACHMENT 6 (CONT'D)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>
ELIZABETH W. CAMP 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
JILL CAMPBELL 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
MERIA CARSTARPHEN 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
STEVE W. CHADDICK 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
THOMAS C. CHUBB 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
BERT CLARK 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
JERRY COUVARAS 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
ANN W. CRAMER 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
MICHAEL S. DONNELLY 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
RICHARD J. DUGAS, JR. 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.

PUBLIC INSPECTION COPY

ATTACHMENT 6 (CONT'D)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>
DURIYA FAROOQUI 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
MARTIN L. FLANAGAN 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE (EX-OFFICIO)	0	0.
SHELLEY G. GIBERSON 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
JAVIER C. GOIZUETA 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
LAURIE ANN GOLDMAN 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
ERNEST LAMONT GREER 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
JAMES B. HANNAN 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
PHIL HARRISON 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
EDWARD S. HEYS, JR. 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
ELIZABETH HOLDER 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.

PUBLIC INSPECTION COPY

ATTACHMENT 6 (CONT'D)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>
MICHAEL E. HOLLINGSWORTH II 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
DANIEL ISRAEL 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
THARON L. JOHNSON 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
WAB P. KADABA 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
AMY KENNY 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
STEVE KOONIN 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
KURT P. KUEHN 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
BERTRAM L. LEVY 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
WILLIAM H. LINGINFELTER 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
MILTON LITTLE 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.

PUBLIC INSPECTION COPY

ATTACHMENT 6 (CONT'D)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>
HELENE G. LOLLIS 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
CHARLES S. MANN 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
LARRY MARK 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
BARRY MCCARTHY 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
CAROLYN C. MCCLATCHEY 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
PENELOPE MCPHEE 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
EDWARD MEYERS 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
CHRISTINA MILLER 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
GLENN MITCHELL 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
HALA MODELMOG 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.

ATTACHMENT 6 (CONT'D)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>
VALERIE MONTGOMERY RICE 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
JANE MORGAN 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE (EX-OFFICIO)	0	0.
ALLEN W. NELSON 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
GALEN L. OELKERS 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
JOHN O'NEILL 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
REINALDO PASCUAL 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
WILLIAM PATE 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
SOLON PATTERSON 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
SIDNEY G. (GARY) PEACOCK 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
BENJAMIN T. PHELPS 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.

PUBLIC INSPECTION COPY

ATTACHMENT 6 (CONT'D)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>
SUZANNE TUCKER PLYBON 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
ALAN J. PRINCE 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
SHYAM K. REDDY 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
MARGARET C. REISER 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
WILLIAM H. ROGERS, JR. 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
TEYA RYAN 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
LOUISE SAMS 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
DAVID W. SCHEIBLE 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
ERIC SCHIMPF 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
S. STEPHEN SELIG, III 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.

PUBLIC INSPECTION COPY

ATTACHMENT 6 (CONT'D)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>
BETH SHIROISHI 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
JOHN W. SOMERHALDER, II 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
LOREN M. STARR 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
CLAIRE E. STERK, PHD 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
WENDY H. STEWART 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
WILLIAM J. TAGGART 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
BEVERLY DANIEL TATUM 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
G. KIMBROUGH TAYLOR, JR. 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
LIZANNE THOMAS 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
PAUL E. VIERA 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.

PUBLIC INSPECTION COPY

ATTACHMENT 6 (CONT'D)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>
REGGIE WALKER 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
KATHY N. WALLER 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
JOHN C. YATES 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
THOMAS J. ASHER 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
STAN BLACKBURN 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
JOSEPH H. ESTES 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
CHRISTOPHER W. KLAUS 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
JANE D. LANIER 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VOTING TRUSTEE	0	0.
VIRGINIA A. HEPNER 1280 PEACHTREE ST. NE ATLANTA, GA 30309	PRESIDENT	0	0.
NOEL BARNES 1280 PEACHTREE ST. NE ATLANTA, GA 30309	CHIEF FINANCIAL OFFICER	0	0.

PUBLIC INSPECTION COPY

ATTACHMENT 6 (CONT'D)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>
JENNIFER BARLAMENT 1280 PEACHTREE ST. NE ATLANTA, GA 30309	EXECUTIVE DIRECTOR ATLANTA SYM	0	0.
SUSAN BOOTH 1280 PEACHTREE ST. NE ATLANTA, GA 30309	ARTISTIC DIRECTOR ALLIANCE THE	0	0.
RAND SUFFOLK 1280 PEACHTREE ST. NE ATLANTA, GA 30309	HIGH MUSEUM OF ART DIRECTOR	0	0.
ROBERT SPANO 1280 PEACHTREE ST. NE ATLANTA, GA 30309	MUSIC DIRECTOR	0	0.
CLAYTON SCHELL 1280 PEACHTREE ST. NE ATLANTA, GA 30309	GENERAL MANAGER - CHASTAIN	0	0.
PHILIP VERRE 1280 PEACHTREE ST. NE ATLANTA, GA 30309	DEPUTY DIRECTOR	0	0.
JANINE MUSHOLT 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VICE PRESIDENT OF ADVANCEMENT	0	0.
DAVID COUCHERON 1280 PEACHTREE ST. NE ATLANTA, GA 30309	CONCERTMASTER	0	0.
RHONDA MATHIESON 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VP, FINANCE AND ADMIN	0	0.
KRISTIN HANSEN 1280 PEACHTREE ST. NE ATLANTA, GA 30309	CAMPAIGN DIRECTOR	0	0.

PUBLIC INSPECTION COPY

ATTACHMENT 6 (CONT'D)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>
ELIZABETH ROBINSON 1280 PEACHTREE ST. NE ATLANTA, GA 30309	DIRECTOR OF DEVELOPMENT & COMM	0	0.
ELEANOR TARVIN 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VICE PRESIDENT OF HUMAN RESOUR	0	0.
SUSAN AMBO 1280 PEACHTREE ST. NE ATLANTA, GA 30309	CFO, ASO AND ASO PRESENTS	0	0.
EDWARD BROWNLEE 1280 PEACHTREE ST. NE ATLANTA, GA 30309	FACILITIES DIRECTOR	0	0.
BETH GIBBS 1280 PEACHTREE ST. NE ATLANTA, GA 30309	GENERAL COUNSEL	0	0.
BRIAN SHIVELY 1280 PEACHTREE ST. NE ATLANTA, GA 30309	DIRECTOR OF FINANCE & ADMIN AL	0	0.
KRISTEN DELANEY 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VICE PRESIDENT OF MARKETING &	0	0.
MICHAEL SCHLEIFER 1280 PEACHTREE ST. NE ATLANTA, GA 30309	MANAGING DIRECTOR ALLIANCE THE	0	0.
GARY SAYERS 1280 PEACHTREE ST. NE ATLANTA, GA 30309	DIRECTOR PATRON SERV & BRAND E	0	0.
MICHAEL SHAPIRO 1280 PEACHTREE ST. NE ATLANTA, GA 30309	DIRECTOR (FORMER) HIGH MUSEUM	0	0.

ATTACHMENT 6 (CONT'D)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>
EVANS MIRAGEAS 1280 PEACHTREE ST. NE ATLANTA, GA 30309	VP FOR ARTISTIC AND OPS	0	0.
MICHAEL MOUW 1280 PEACHTREE ST. NE ATLANTA, GA 30309	DIR. OF MULTIMEDIA TECHNOLOGY	0	0.
LUCY KLAUSNER 1280 PEACHTREE ST. NE ATLANTA, GA 30309	CORPORATE PHILANTHROPY DIR.	0	0.
BRIAN WALLEY 1280 PEACHTREE ST. NE ATLANTA, GA 30309	DIRECTOR OF FINANCE	0	0.
TOTAL COMPENSATION			<u>0.</u>

PUBLIC INSPECTION COPY

Form **4562****Depreciation and Amortization**
(Including Information on Listed Property)

OMB No. 1545-0172

Department of the Treasury
Internal Revenue Service (99)

▶ Attach to your tax return.

▶ Information about Form 4562 and its separate instructions is at www.irs.gov/form4562.**2016**Attachment
Sequence No. **179**

Name(s) shown on return

ROBERT W. WOODRUFF ARTS CENTER, INC.

Identifying number

58-0633971

Business or activity to which this form relates

GENERAL DEPRECIATION**Part I Election To Expense Certain Property Under Section 179****Note:** If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount (see instructions)	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2015 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but don't enter more than line 11	12	
13	Carryover of disallowed deduction to 2017. Add lines 9 and 10, less line 12	13	

Note: Don't use Part II or Part III below for listed property. Instead, use Part V.**Part II Special Depreciation Allowance and Other Depreciation (Don't include listed property.) (See instructions.)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Don't include listed property.) (See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2016	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here		

Section B - Assets Placed in Service During 2016 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
i Nonresidential real property			39 yrs.	MM	S/L	

Section C - Assets Placed in Service During 2016 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year			40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instructions	22	
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain aircraft, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete **only** 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? ☐ **Yes** ☐ **No** **24b** If "Yes," is the evidence written? ☐ **Yes** ☐ **No**

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) 25								
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1. 28								
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1. 29								

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1	(b) Vehicle 2	(c) Vehicle 3	(d) Vehicle 4	(e) Vehicle 5	(f) Vehicle 6
30 Total business/investment miles driven during the year (don't include commuting miles) . . .						
31 Total commuting miles driven during the year .						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year. Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes No	Yes No	Yes No	Yes No	Yes No	Yes No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **aren't** more than 5% owners or related persons (see instructions).

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions.)		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," don't complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2016 tax year (see instructions):					
43 Amortization of costs that began before your 2016 tax year 43					
44 Total. Add amounts in column (f). See the instructions for where to report 44					

Form **8621**(Rev. December 2016)
Department of the Treasury
Internal Revenue Service**Information Return by a Shareholder of a Passive Foreign
Investment Company or Qualified Electing Fund**

OMB No. 1545-1002

Attachment
Sequence No. **69**► Information about Form 8621 and its separate instructions is at www.irs.gov/form8621.

Name of shareholder

ROBERT W. WOODRUFF ARTS CENTER, INC

Identifying number (see instructions)

58-0633971

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

1280 PEACHTREE ST. NE

Shareholder tax year: calendar year or other tax year

beginning 06/01/2016 and ending 05/31/2017

City or town, state, and ZIP code or country

ATLANTA GA 30309 OC

Check type of shareholder filing the return: ☐ Individual ☒ Corporation ☐ Partnership ☐ S Corporation ☐ Nongrantor Trust ☐ EstateCheck if any Excepted Specified Foreign Financial Assets are Reported on this Form (see instructions). ☐

Name of passive foreign investment company (PFIC) or qualified electing fund (QEF)

SEE ATTACHED

Employer identification number (if any)

Address (Enter number, street, city or town, and country.)

VARIOUS

Reference ID number (see instructions)

Tax year of PFIC or QEF: calendar year 2016 or other tax year

beginning and

ending

Part I Summary of Annual Information (See instructions.)

Provide the following information with respect to all shares of the PFIC held by the shareholder:

1 Description of each class of shares held by the shareholder: _____

☐ Check if shares jointly owned with spouse.

2 Date shares acquired during the taxable year, if applicable: _____

3 Number of shares held at the end of the taxable year: _____

4 Value of shares held at the end of the taxable year (check the appropriate box, if applicable):

(a) ☐ \$0-50,000 (b) ☐ \$50,001-100,000 (c) ☐ \$100,001-150,000 (d) ☐ \$150,001-200,000

(e) If more than \$200,000, list value: _____

5 Type of PFIC and amount of any excess distribution or gain treated as an excess distribution under section 1291, inclusion under section 1293, or inclusion or deduction under section 1296:

(a) ☐ Section 1291 \$ _____(b) ☐ Section 1293 (Qualified Electing Fund) \$ _____(c) ☐ Section 1296 (Mark to Market) \$ _____**Part II Elections** (See instructions.)A ☒ **Election To Treat the PFIC as a QEF.** I, a shareholder of a PFIC, elect to treat the PFIC as a QEF. *Complete lines 6a through 7c of Part III.*B ☐ **Election To Extend Time For Payment of Tax.** I, a shareholder of a QEF, elect to extend the time for payment of tax on the undistributed earnings and profits of the QEF until this election is terminated. *Complete lines 8a through 9c of Part III to calculate the tax that may be deferred.***Note:** If any portion of line 6a or line 7a of Part III is includible under section 951, you may **not** make this election. Also, see sections 1294(c) and 1294(f) and the related regulations for events that terminate this election.C ☐ **Election To Mark-to-Market PFIC Stock.** I, a shareholder of a PFIC, elect to mark-to-market the PFIC stock that is marketable within the meaning of section 1296(e). *Complete Part IV.*D ☐ **Deemed Sale Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF, elect to recognize gain on the deemed sale of my interest in the PFIC. *Enter gain or loss on line 15f of Part V.*E ☐ **Deemed Dividend Election.** I, a shareholder on the first day of a PFIC's first tax year as a QEF that is a controlled foreign corporation (CFC), elect to treat an amount equal to my share of the post-1986 earnings and profits of the CFC as an excess distribution. *Enter this amount on line 15e of Part V. If the excess distribution is greater than zero, also complete line 16 of Part V.*F ☐ **Election To Recognize Gain on Deemed Sale of PFIC.** I, a shareholder of a former PFIC or a PFIC to which section 1297(d) applies, elect to treat as an excess distribution the gain recognized on the deemed sale of my interest in the PFIC on the last day of its last tax year as a PFIC under section 1297(a). *Enter gain on line 15f of Part V.*G ☐ **Deemed Dividend Election With Respect to a Section 1297(e) PFIC.** I, a shareholder of a section 1297(e) PFIC, within the meaning of Regulations section 1.1297-3(a), elect to make a deemed dividend election with respect to the Section 1297(e) PFIC. My holding period in the stock of the Section 1297(e) PFIC includes the CFC qualification date, as defined in Regulations section 1.1297-3(d). *Enter the excess distribution on line 15e, Part V. If the excess distribution is greater than zero, also complete line 16, Part V.*H ☐ **Deemed Dividend Election With Respect to a Former PFIC.** I, a shareholder of a former PFIC, within the meaning of Regulations section 1.1298-3(a), elect to make a deemed dividend election with respect to the former PFIC. My holding period in the stock of the former PFIC includes the termination date, as defined in Regulations section 1.1298-3(d). *Enter the excess distribution on line 15e, Part V. If the excess distribution is greater than zero, also complete line 16, Part V.*

Form **8865****Return of U.S. Persons With Respect to
Certain Foreign Partnerships**

OMB No. 1545-1668

2016Attachment
Sequence No. **118**Department of the Treasury
Internal Revenue Service

► **Attach to your tax return.**
Information about Form 8865 and its separate instructions is at www.irs.gov/form8865.
 Information furnished for the foreign partnership's tax year
 beginning **01/01/2016**, and ending **12/31/2016**

Name of person filing this return

ROBERT W. WOODRUFF ARTS CENTER, INC.

Filer's identifying number

58-0633971

Filer's address (if you are not filing this form with your tax return)

A Category of filer (see **Categories of Filers** in the instructions and check applicable box(es)):1 ☐ 2 ☐ 3 ☒ 4 ☐**B** Filer's tax year beginning **06/01/2016**, and ending **05/31/2017****C** Filer's share of liabilities: Nonrecourse \$

Qualified nonrecourse financing \$

Other \$

D If filer is a member of a consolidated group but not the parent, enter the following information about the parent:

Name

EIN

Address

E Check if any excepted specified foreign financial assets are reported on this form (see instructions) ☐**F** Information about certain other partners (see instructions)

(1) Name	(2) Address	(3) Identifying number	(4) Check applicable box(es)		
			Category 1	Category 2	Constructive owner

G1 Name and address of foreign partnership

CENTERBRIDGE CAPITAL PARTNERS II (CAYMAN)
 190 ELGIN AVENUE
 GEORGE TOWN, GRAND CAYMAN
 CJ, KY1-9005

2(a) EIN (if any)

98-1074111

2(b) Reference ID number (see instr.)

3 Country under whose laws organized
 CJ

4 Date of organization 10/02/2012	5 Principal place of business CJ	6 Principal business activity code number 523900	7 Principal business activity INVESTING	8a Functional currency USD	8b Exchange rate (see instr.)
---	--	--	---	--------------------------------------	--------------------------------------

H Provide the following information for the foreign partnership's tax year:

1 Name, address, and identifying number of agent (if any) in the United States		2 Check if the foreign partnership must file: <input type="checkbox"/> Form 1042 <input type="checkbox"/> Form 8804 <input checked="" type="checkbox"/> Form 1065 or 1065-B Service Center where Form 1065 or 1065-B is filed:	
3 Name and address of foreign partnership's agent in country of organization, if any CCP GP INVESTORS HOLDINGS (CAYMAN) L.P. 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN CJ, KY1-9005		4 Name and address of person(s) with custody of the books and records of the foreign partnership, and the location of such books and records, if different CCP GP INVESTORS HOLDINGS (CAYMAN) L.P. 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN CJ, KY1-9005	

5 Were any special allocations made by the foreign partnership? ☒ **Yes** ☐ **No****6** Enter the number of Forms 8858, Information Return of U.S. Persons With Respect To Foreign Disregarded Entities, attached to this return (see instructions) **7****7** How is this partnership classified under the law of the country in which it is organized? **PARTNERSHIP****8a** Does the filer have an interest in the foreign partnership, or an interest indirectly through the foreign partnership, that is a separate unit under Reg. 1.1503(d)-1(b)(4) or part of a combined separate unit under Reg. 1.1503(d)-1(b)(4)(ii)? If "No," skip question 8b. ☐ **Yes** ☒ **No****b** If "Yes," does the separate unit or combined separate unit have a dual consolidated loss as defined in Reg. 1.1503(d)-1(b)(5)(ii)? ☐ **Yes** ☒ **No**

9 Does this partnership meet **both** of the following requirements?
 • The partnership's total receipts for the tax year were less than \$250,000 and
 • The value of the partnership's total assets at the end of the tax year was less than \$1 million. } ☐ **Yes** ☒ **No**
 If "Yes," **do not** complete Schedules L, M-1, and M-2.

Sign Here
Only If You
Are Filing
This Form
Separately
and Not With
Your Tax
Return.

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 general partner or limited liability company member) is based on all information of which preparer has any knowledge.

Signature of general partner or limited liability company member

Date

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed PTIN

Firm's name ►

Firm's EIN ►

Firm's address ►

Phone no.

Schedule A**Constructive Ownership of Partnership Interest.** Check the boxes that apply to the filer. If you check box **b**, enter the name, address, and U.S. taxpayer identifying number (if any) of the person(s) whose interest you constructively own. See instructions.a ☒ Owns a direct interestb ☐ Owns a constructive interest

Name	Address	Identifying number (if any)	Check if foreign person	Check if direct partner

Schedule A-1 Certain Partners of Foreign Partnership (see instructions)

Name	Address	Identifying number (if any)	Check if foreign person

Does the partnership have any other foreign person as a direct partner? ☒ Yes ☐ No**Schedule A-2****Affiliation Schedule.** List all partnerships (foreign or domestic) in which the foreign partnership owns a direct interest or indirectly owns a 10% interest.

Name	Address	EIN (if any)	Total ordinary income or loss	Check if foreign partnership
ATTACHMENT 1				

Schedule B Income Statement - Trade or Business Income**Caution:** Include **only** trade or business income and expenses on lines 1a through 22 below. See the instructions for more information.

Income	1 a	Gross receipts or sales	1a		
	b	Less returns and allowances	1b		1c
	2	Cost of goods sold			2
	3	Gross profit. Subtract line 2 from line 1c			3
	4	Ordinary income (loss) from other partnerships, estates, and trusts (attach statement).	*		4
	5	Net farm profit (loss) (attach Schedule F (Form 1040)).			5
	6	Net gain (loss) from Form 4797, Part II, line 17 (attach Form 4797)			6
	7	Other income (loss) (attach statement)			7
	8	Total income (loss). Combine lines 3 through 7			8
Deductions (see instructions for limitations)	9	Salaries and wages (other than to partners) (less employment credits)			9
	10	Guaranteed payments to partners			10
	11	Repairs and maintenance			11
	12	Bad debts			12
	13	Rent			13
	14	Taxes and licenses			14
	15	Interest			15
	16 a	Depreciation (if required, attach Form 4562).	16a		
	b	Less depreciation reported elsewhere on return	16b		16c
	17	Depletion (Do not deduct oil and gas depletion.)			17
	18	Retirement plans, etc.			18
	19	Employee benefit programs			19
	20	Other deductions (attach statement)			20
	21	Total deductions. Add the amounts shown in the far right column for lines 9 through 20			21
22	Ordinary business income (loss) from trade or business activities. Subtract line 21 from line 8			22	

Schedule K Partners' Distributive Share Items		Total amount	
Income (Loss)	1 Ordinary business income (loss) (page 2, line 22)	1	
	2 Net rental real estate income (loss) (attach Form 8825)	2	
	3a Other gross rental income (loss). 3a		
	b Expenses from other rental activities (attach statement) 3b		
	c Other net rental income (loss). Subtract line 3b from line 3a	3c	
	4 Guaranteed payments	4	
	5 Interest income	5	
	6 Dividends: a Ordinary dividends 6a		
	b Qualified dividends 6b		
	7 Royalties	7	
	8 Net short-term capital gain (loss) (attach Schedule D (Form 1065))	8	
Income (Loss)	9a Net long-term capital gain (loss) (attach Schedule D (Form 1065))	9a	
	b Collectibles (28%) gain (loss) 9b		
	c Unrecaptured section 1250 gain (attach statement) 9c		
	10 Net section 1231 gain (loss) (attach Form 4797)	10	
	11 Other income (loss) (see instructions) Type ▶	11	
Deductions	12 Section 179 deduction (attach Form 4562)	12	
	13a Contributions	13a	
	b Investment interest expense.	13b	
	c Section 59(e)(2) expenditures: (1) Type ▶ (2) Amount ▶	13c(2)	
Self-Employment	d Other deductions (see instructions) Type ▶	13d	
	14a Net earnings (loss) from self-employment	14a	
	b Gross farming or fishing income	14b	
Credits	c Gross nonfarm income.	14c	
	15a Low-income housing credit (section 42(j)(5)).	15a	
	b Low-income housing credit (other)	15b	
	c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468)	15c	
	d Other rental real estate credits (see instructions) Type ▶	15d	
	e Other rental credits (see instructions) Type ▶	15e	
Foreign Transactions	f Other credits (see instructions) Type ▶	15f	
	16a Name of country or U.S. possession ▶		
	b Gross income from all sources	16b	
	c Gross income sourced at partner level	16c	
	Foreign gross income sourced at partnership level		
	d Passive category ▶ e General category ▶ f Other (attach statement) ▶	16f	
	Deductions allocated and apportioned at partner level		
	g Interest expense ▶ h Other ▶	16h	
	Deductions allocated and apportioned at partnership level to foreign source income		
	i Passive category ▶ j General category ▶ k Other (attach statement) ▶	16k	
Alternative Minimum Tax (AMT) Items	l Total foreign taxes (check one): ▶ <input type="checkbox"/> Paid <input type="checkbox"/> Accrued	16l	
	m Reduction in taxes available for credit (attach statement)	16m	
	n Other foreign tax information (attach statement)		
	17a Post-1986 depreciation adjustment.	17a	
	b Adjusted gain or loss	17b	
	c Depletion (other than oil and gas).	17c	
	d Oil, gas, and geothermal properties - gross income	17d	
	e Oil, gas, and geothermal properties - deductions	17e	
Other Information	f Other AMT items (attach statement)	17f	
	18a Tax-exempt interest income	18a	
	b Other tax-exempt income	18b	
	c Nondeductible expenses	18c	
	19a Distributions of cash and marketable securities	19a	
	b Distributions of other property	19b	
	20a Investment income	20a	
Other Information	b Investment expenses	20b	
	c Other items and amounts (attach statement)		

Schedule L Balance Sheets per Books. (Not required if Item H9, page 1, is answered "Yes.")

	Beginning of tax year		End of tax year	
	(a)	(b)	(c)	(d)
Assets				
1 Cash				
2a Trade notes and accounts receivable				
b Less allowance for bad debts				
3 Inventories				
4 U.S. government obligations				
5 Tax-exempt securities				
6 Other current assets (attach statement)				
7a Loans to partners (or persons related to partners)				
b Mortgage and real estate loans				
8 Other investments (attach statement)				
9a Buildings and other depreciable assets				
b Less accumulated depreciation				
10a Depletable assets				
b Less accumulated depletion				
11 Land (net of any amortization)				
12a Intangible assets (amortizable only)				
b Less accumulated amortization				
13 Other assets (attach statement)				
14 Total assets				
Liabilities and Capital				
15 Accounts payable				
16 Mortgages, notes, bonds payable in less than 1 year				
17 Other current liabilities (attach statement)				
18 All nonrecourse loans				
19a Loans from partners (or persons related to partners)				
b Mortgages, notes, bonds payable in 1 year or more				
20 Other liabilities (attach statement)				
21 Partners' capital accounts				
22 Total liabilities and capital				

Form **8865** (2016)

Schedule M Balance Sheets for Interest Allocation

	(a) Beginning of tax year	(b) End of tax year
1 Total U.S. assets.		
2 Total foreign assets:		
a Passive category		
b General category		
c Other (attach statement)		

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return. (Not required if Item H9, page 1, is answered "Yes.")

1 Net income (loss) per books		6 Income recorded on books this year not included on Schedule K, lines 1 through 11 (itemize):	
2 Income included on Schedule K, lines 1, 2, 3c, 5, 6a, 7, 8, 9a, 10, and 11 not recorded on books this year (itemize): _____		a Tax-exempt interest \$ _____	
3 Guaranteed payments (other than health insurance)		7 Deductions included on Schedule K, lines 1 through 13d, and 16l not charged against book income this year (itemize):	
4 Expenses recorded on books this year not included on Schedule K, lines 1 through 13d, and 16l (itemize):		a Depreciation \$ _____	
a Depreciation \$ _____			
b Travel and entertainment \$ _____		8 Add lines 6 and 7.	
5 Add lines 1 through 4.		9 Income (loss). Subtract line 8 from line 5	

Schedule M-2 Analysis of Partners' Capital Accounts. (Not required if Item H9, page 1, is answered "Yes.")

1 Balance at beginning of year		6 Distributions: a Cash	
2 Capital contributed:		b Property.	
a Cash		7 Other decreases (itemize): _____	
b Property			
3 Net income (loss) per books			
4 Other increases (itemize): _____		8 Add lines 6 and 7.	
5 Add lines 1 through 4.		9 Balance at end of year. Subtract line 8 from line 5	

Form **8865** (2016)

Schedule N Transactions Between Controlled Foreign Partnership and Partners or Other Related Entities

Important: Complete a separate Form 8865 and Schedule N for each controlled foreign partnership. Enter the totals for each type of transaction that occurred between the foreign partnership and the persons listed in columns (a) through (d).

Transactions of foreign partnership	(a) U.S. person filing this return	(b) Any domestic corporation or partnership controlling or controlled by the U.S. person filing this return	(c) Any other foreign corporation or partnership controlling or controlled by the U.S. person filing this return	(d) Any U.S. person with a 10% or more direct interest in the controlled foreign partnership (other than the U.S. person filing this return)
1 Sales of inventory				
2 Sales of property rights (patents, trademarks, etc.)				
3 Compensation received for technical, managerial, engineering, construction, or like services				
4 Commissions received				
5 Rents, royalties, and license fees received				
6 Distributions received				
7 Interest received				
8 Other				
9 Add lines 1 through 8				
10 Purchases of inventory				
11 Purchases of tangible property other than inventory				
12 Purchases of property rights (patents, trademarks, etc.) . .				
13 Compensation paid for technical, managerial, engineering, construction, or like services				
14 Commissions paid				
15 Rents, royalties, and license fees paid				
16 Distributions paid				
17 Interest paid				
18 Other				
19 Add lines 10 through 18 . .				
20 Amounts borrowed (enter the maximum loan balance during the year). See instructions.				
21 Amounts loaned (enter the maximum loan balance during the year). See instructions.				

Form **8865** (2016)

SCHEDULE O
(Form 8865)

Department of the Treasury
Internal Revenue Service

Transfer of Property to a Foreign Partnership
(under section 6038B)

▶ Attach to Form 8865. See Instructions for Form 8865.
▶ Information about Schedule O (Form 8865) and its separate instructions is at www.irs.gov/form8865.

OMB No. 1545-1668

2016

Name of transferor CENTERBRIDGE CAPITAL PARTNERS II (CAYMAN)		Filer's identifying number 58-0633971
Name of foreign partnership CENTERBRIDGE CAPITAL PARTNERS II (CAYMAN)	EIN (if any) 98-1074111	Reference ID number (see instructions)

Part I Transfers Reportable Under Section 6038B

Type of property	(a) Date of transfer	(b) Number of items transferred	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Section 704(c) allocation method	(f) Gain recognized on transfer	(g) Percentage interest in partnership after transfer
Cash	12/31/2016		77,730.				.137
Stock, notes receivable and payable, and other securities							
Inventory							
Tangible property used in trade or business							
Intangible property							
Other property	12/19/2016		17,587.	18,175.			.137

Supplemental Information Required To Be Reported (see instructions):

Part II Dispositions Reportable Under Section 6038B

(a) Type of property	(b) Date of original transfer	(c) Date of disposition	(d) Manner of disposition	(e) Gain recognized by partnership	(f) Depreciation recapture recognized by partnership	(g) Gain allocated to partner	(h) Depreciation recapture allocated to partner

Part III Is any transfer reported on this schedule subject to gain recognition under section 904(f)(3) or section 904(f)(5)(F)? ☐ Yes ☒ No

For Paperwork Reduction Act Notice, see the Instructions for Form 8865.

Schedule O (Form 8865) 2016

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE

NAME	ADDRESS	ID NUMBER	TOTAL ORDINARY INCOME OR LOSS	FOR PSHP
SYNCREON GLOBAL HOLDINGS LIMITED C/O OGIER FIDUCIARY SERVICES (CAYMAN) LTD	89 NEXUS WAY CAMANA BAY GRAND CAYMAN CJ KY1-9007	98-1133522		X
CCP II (CAYMAN) HOLDINGS A, L.P.	89 NEXUS WAY CAMANA BAY GRAND CAYMAN CJ KY1-9007	98-1131551		X
LUNAR INVESTORS (HOLDING), L.L.P.	63 BROOK STREET LONDON UK W1K 4HS	98-1132366		X
HORIZON SUPER HOLDINGS, L.P. (CAYMAN)	89 NEXUS WAY CAMANA BAY GRAND CAYMAN CJ KY1-9007	98-1134370		X
CCP II ACQUISITION HOLDINGS CAYMAN, LP	190 ELGIN AVENUE GEORGE TOWN GRAND CAYMAN CJ KY1-9005	98-1148700		X

FORM 8865, PAGE 2 DETAIL

SCHEDULE A-2 - AFFILIATION SCHEDULE

NAME	ADDRESS	ID NUMBER	TOTAL ORDINARY INCOME OR LOSS	FOR PSHP
CB DUTCH HOLDINGS COOPERATIEVE U.A.	89 NEXUS WAY CAMANA BAY GRAND CAYMAN CJ KY1-9007	98-1131556		X
FB LUX HOLDINGS S.C.A.	25C, BOULEVARD ROYAL LUXEMBOURG LU L-2449	98-1149387		X
RAPID MANAGEMENT, L.P. C/O MAPLES CORPORATE SERVICES LIMITED	PO BOX 309, UGLAND HOUSE GRAND CAYMAN CJ KY1-1104	98-1233396		X
CCP II FINCO, LLC	375 PARK AVENUE, 12TH FLOOR NEW YORK NY 10152	80-0887457		
CCP II SYN, LLC	375 PARK AVENUE, 12TH FLOOR NEW YORK NY 10152	37-1782378		

**Return by a U.S. Transferor of Property
to a Foreign Corporation**

► Information about Form 926 and its separate instructions is at www.irs.gov/form926.
► Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Attachment
Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor ROBERT W. WOODRUFF ARTS CENTER, INC.	Identifying number (see instructions) 58-0633971
---	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? ☐ Yes ☐ No
- b** Did the transferor remain in existence after the transfer? ☐ Yes ☐ No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? ☐ Yes ☐ No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? ☐ Yes ☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
PATRON CAPITAL, V L.P.	FOREIGN

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? ☐ Yes ☒ No
- c** Is the partner disposing of its **entire** interest in the partnership? ☐ Yes ☒ No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? ☐ Yes ☒ No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) PC FEEDER V L.P.	4a Identifying number, if any 98-1239867
5 Address (including country) 28-34 HILL STREET, ST HELIER, JERSEY JE4 8PN	4b Reference ID number (see instructions)

6 Country code of country of incorporation or organization (see instructions)

JERSEY

7 Foreign law characterization (see instructions)

CORPORATION

- 8** Is the transferee foreign corporation a controlled foreign corporation? ☐ Yes ☒ No

For Paperwork Reduction Act Notice, see separate instructions.

Form **926** (Rev. 12-2013)

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash			324,525.00		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:(a) Before 0 % (b) After .63257 %**10** Type of nonrecognition transaction (see instructions) ► IRC SEC 351(a)**11** Indicate whether any transfer reported in Part III is subject to any of the following:

a Gain recognition under section 904(f)(3)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Gain recognition under section 904(f)(5)(F)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
c Recapture under section 1503(d)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
d Exchange gain under section 987	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

a Tainted property	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Depreciation recapture	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
c Branch loss recapture	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
d Any other income recognition provision contained in the above-referenced regulations	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No**15a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred ► \$ _____

16 Was cash the only property transferred? ☒ Yes ☐ No**17a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

**Return by a U.S. Transferor of Property
to a Foreign Corporation**

► Information about Form 926 and its separate instructions is at www.irs.gov/form926.
► Attach to your income tax return for the year of the transfer or distribution.

OMB No. 1545-0026

Attachment
Sequence No. **128**

Part I U.S. Transferor Information (see instructions)

Name of transferor ROBERT W. WOODRUFF ARTS CENTER, INC.	Identifying number (see instructions) 58-0633971
---	--

1 If the transferor was a corporation, complete questions 1a through 1d.

- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? ☐ Yes ☐ No
- b** Did the transferor remain in existence after the transfer? ☐ Yes ☐ No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? ☐ Yes ☐ No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? ☐ Yes ☐ No

2 If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
DENHAM COMMODITY PARTNERS FUND VI LP	45-2484628

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? ☐ Yes ☒ No
- c** Is the partner disposing of its **entire** interest in the partnership? ☐ Yes ☒ No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? ☐ Yes ☒ No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) PEMBROKE RESOURCES SOUTH PTY LTD	4a Identifying number, if any FOREIGNUS
5 Address (including country) LEVEL 21, 50 BRIDGE STREET, SYDNEY, NSW 2000	4b Reference ID number (see instructions) PEMBROKE006

6 Country code of country of incorporation or organization (see instructions)
AUSTRALIA

7 Foreign law characterization (see instructions)
CORPORATION

8 Is the transferee foreign corporation a controlled foreign corporation? ☒ Yes ☐ No

For Paperwork Reduction Act Notice, see separate instructions.

Form **926** (Rev. 12-2013)

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	11/21/2016		114,484.00		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:(a) Before 0 % (b) After .16 %**10** Type of nonrecognition transaction (see instructions) CASH CONTRIBUTION / IRC SECTION 351**11** Indicate whether any transfer reported in Part III is subject to any of the following:

a Gain recognition under section 904(f)(3)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Gain recognition under section 904(f)(5)(F)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
c Recapture under section 1503(d)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
d Exchange gain under section 987	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

a Tainted property	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Depreciation recapture	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
c Branch loss recapture	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
d Any other income recognition provision contained in the above-referenced regulations	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No**15a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred **\$** _____**16** Was cash the only property transferred? ☒ Yes ☐ No**17a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

**Return by a U.S. Transferor of Property
to a Foreign Corporation**

► Information about Form 926 and its separate instructions is at www.irs.gov/form926.
► Attach to your income tax return for the year of the transfer or distribution.

Part I U.S. Transferor Information (see instructions)

Name of transferor ROBERT W. WOODRUFF ARTS CENTER, INC.	Identifying number (see instructions) 58-0633971
---	--

1 If the transferor was a corporation, complete questions 1a through 1d.**a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? ☐ **Yes** ☐ **No****b** Did the transferor remain in existence after the transfer? ☐ **Yes** ☐ **No**

If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

c If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? ☐ **Yes** ☐ **No**

If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

d Have basis adjustments under section 367(a)(5) been made? ☐ **Yes** ☐ **No****2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.**a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
DENHAM COMMODITY PARTNERS FUND VI LP	45-2484628

b Did the partner pick up its pro rata share of gain on the transfer of partnership assets? ☐ **Yes** ☒ **No****c** Is the partner disposing of its **entire** interest in the partnership? ☐ **Yes** ☒ **No****d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? ☐ **Yes** ☒ **No****Part II Transferee Foreign Corporation Information** (see instructions)

3 Name of transferee (foreign corporation) ENDEAVOR ENERGY POWER HOLDINGS II LIMITED	4a Identifying number, if any FOREIGNUS
5 Address (including country) THE AXIS 26 CYBERCITY, 2ND FLOOR, EBENE 72201, REPUBLIC OF MAURITIUS	4b Reference ID number (see instructions) ENDEAVOR004

6 Country code of country of incorporation or organization (see instructions)**MAURITIUS****7** Foreign law characterization (see instructions)**CORPORATION****8** Is the transferee foreign corporation a controlled foreign corporation? ☒ **Yes** ☐ **No**

For Paperwork Reduction Act Notice, see separate instructions.

Form **926** (Rev. 12-2013)

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	09/15/2016		119,095.00		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)**9** Enter the transferor's interest in the foreign transferee corporation before and after the transfer:(a) Before .16 % (b) After .16 %**10** Type of nonrecognition transaction (see instructions) CASH CONTRIBUTION / IRC SECTION 351**11** Indicate whether any transfer reported in Part III is subject to any of the following:

a Gain recognition under section 904(f)(3)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Gain recognition under section 904(f)(5)(F)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
c Recapture under section 1503(d)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
d Exchange gain under section 987	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation? ☐ Yes ☒ No**13** Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

a Tainted property	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b Depreciation recapture	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
c Branch loss recapture	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
d Any other income recognition provision contained in the above-referenced regulations	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)? ☐ Yes ☒ No**15a** Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)? ☐ Yes ☒ No**b** If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred **►** \$ _____**16** Was cash the only property transferred? ☒ Yes ☐ No**17a** Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction? ☐ Yes ☒ No**b** If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

INSTRUCTIONS FOR FILING
ROBERT W. WOODRUFF ARTS CENTER, INC.
GA FORM 600T
GEORGIA 600T - EXEMPT ORG. UNRELATED BUS. INC. TAX
FOR THE PERIOD ENDED MAY 31, 2017

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 APRIL 17, 2018
WITH...

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

OVERPAYMENT...

THE RETURN SHOWS AN OVERPAYMENT OF \$21,823. OF WHICH \$21,823.
HAS BEEN APPLIED TO YOUR ESTIMATED TAX AND \$NONE
SHOULD BE REFUNDED TO YOU.

PUBLIC INSPECTION COPY

Georgia Form **600-T** (Rev. 09/12/16)
Exempt Organization
Unrelated Business Income Tax Return



Mailing Address:
Georgia Department of Revenue
Processing Center
PO Box 740397
Atlanta, Georgia 30374-0397

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

Page 1

For the taxable year beginning 06/01, 2016 and ending 05/31, 2017

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.)		
ROBERT W. WOODRUFF ARTS CENTER						
Number and Street		Number and Street				
1280 PEACHTREE ST. NE				58-0633971		
City or Town		City or Town		NAICS Code	Date of current exemption letter.	IRS code section for which you are exempt.
ATLANTA						
State	Zip Code	State	Zip Code			
GA	30309			SEC. 501 (C)(3)		

SCHEDULE 1

1. Unrelated business taxable income from Federal Form 990-T (attach copy)	1.	12,398.
2. Additions ATCH 1	2.	147,564.
3. Total (add Line 1 and Line 2)	3.	159,962.
4. Subtractions ATCH 2	4.	151,155.
5. Georgia unrelated business taxable income (Line 3 less Line 4)	5.	8,807.

COMPUTATION OF GEORGIA UNRELATED BUSINESS INCOME TAX

SCHEDULE 2

1. Line 5, above, multiplied by 6%	1.	528.
2. Less: Credits used from Schedule 3, do not enter more than Line 1 of Schedule 2	2.	
3. Less: Payments.	3.	22,351.
4. Withholding Credits (G2-A, G2-LP and/or G2-RP).	4.	
5. Balance of tax due OR overpayment	5.	-21,823.
6. Interest due (See Instructions).	6.	
7. Underestimated tax penalty	7.	
8. Other penalties due (See Instructions)	8.	
9. Balance of tax, interest and penalties due with return	9.	
10. If Line 5 is an overpayment, amount to be credited on 2017 21,823.		

Estimated Tax ▶ 21,823. **Refunded** ▶

A COPY OF THE FEDERAL 990-T AND SUPPORTING SCHEDULES (AND ANY EXTENSION) MUST BE ATTACHED TO THIS RETURN. DECLARATION:
I/We declare under penalty of perjury that I/we have examined this return (including accompanying schedules and statements) and to the best of my/our knowledge and belief, it is true, correct, and complete. If prepared by a person other than the taxpayer, this declaration is based on all information of which the preparer has knowledge. Georgia Public Revenue Code Section 48-2-31 stipulates that taxes shall be paid in lawful money of the United States, free of any expense to the State of Georgia.

DOUG SHIPMAN
Signature of Officer

SMITH & HOWARD, P.C.
Signature of Individual or Firm Preparing Return

PRESIDENT & CEO 04/17/2018
Title Date

P91739349
Employee ID or Social Security Number



1701601421

Name ROBERT W. WOODRUFF ARTS CENTER

FEIN 58-0633971

CREDIT USAGE AND CARRYOVER

(ROUND TO NEAREST DOLLAR)

SCHEDULE 3

1. Complete a separate schedule for each Credit Code.
2. Total the amounts on Line 12 of each schedule and enter the total on the credit line of the return.
3. If there is a credit eligible for carryover to this year, please complete a schedule even if the credit is not used in this year.
4. Enter credits which are attributable to unrelated trade or business income from Georgia sources. See Form 600 for the credit codes that may apply (note not all credits apply to 600-T).
5. See the relevant forms, statutes, and regulations to determine how the credit is allocated to the owners, to determine when carryovers expire, and to see if the credit is limited to a certain percentage of tax.
6. If the credit for a particular credit code originated with more than one person or company, enter separate information on Lines 3 through 9 below.
7. The credit certificate number is issued by the Department of Revenue for credits that are preapproved. If applicable, please enter the Department of Revenue credit certificate number where indicated.
8. Before the Line 13 carryover is applied to the next year, the amount must be reduced by any carryovers that have expired.

For the credit generated this year, list the Company Name, ID number, Credit Certificate number, if applicable, and % of credit (purchased credits should also be included). If the credit originated with this taxpayer, enter this taxpayer's name and ID# below and 100% for the percentage.

1. Credit Code		
2. Credit remaining from previous years		
3. Company Name		ID Number
Credit Certificate #	% of Credit	Credit Generated this year
4. Company Name		ID Number
Credit Certificate #	% of Credit	Credit Generated this year
5. Company Name		ID Number
Credit Certificate #	% of Credit	Credit Generated this year
6. Company Name		ID Number
Credit Certificate #	% of Credit	Credit Generated this year
7. Company Name		ID Number
Credit Certificate #	% of Credit	Credit Generated this year
8. Company Name		ID Number
Credit Certificate #	% of Credit	Credit Generated this year
9. Company Name		ID Number
Credit Certificate #	% of Credit	Credit Generated this year
10. Total available credit for this year (sum of Lines 2 through 9)		10.
11. Enter the amount of the credit sold. (Film Tax Credit)		11.
12. Credit Used this year		12.
13. Potential carryover to next year (Line 10 less Lines 11 and 12)		13.

ATTACHMENT 1

ADDITIONS (SCHEDULE 1, LINE 2)

FEDERAL NOL	147,564.
TOTAL ADDITIONS	147,564.

ATTACHMENT 2

SUBTRACTIONS (SCHEDULE 1, LINE 4)

NOL	139,118.
DEPRECIATION	12,037.
TOTAL SUBTRACTIONS	151,155.

Underpayment of Estimated Tax by Corporations

OMB No. 1545-0123

2016

▶ Attach to the corporation's tax return.

▶ Information about Form 2220 and its separate instructions is at www.irs.gov/form2220.

Name **ROBERT W. WOODRUFF ARTS CENTER, INC.** Employer identification number **58-0633971**

Note: Generally, the corporation isn't 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)	1	1,860.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
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	2b	
c	Credit for federal tax paid on fuels (see instructions)	2c	
d	Total. Add lines 2a through 2c	2d	
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation doesn't owe the penalty.	3	1,860.
4	Enter the tax shown on the corporation's 2015 income tax return. See instructions. 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	4	
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	1,860.

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 doesn't 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 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	9 09/15/2016	11/15/2016	02/15/2017	05/15/2017
10 Required installments. 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% (0.25) of line 5 above in each column.	10 465.	465.	465.	465.
11 Estimated tax paid or credited for each period. For column (a) only, enter the amount from line 11 on line 15. See instructions.	11 89,773.			
Complete lines 12 through 18 of one column before going to the next column.				
12 Enter amount, if any, from line 18 of the preceding column	12	89,308.	88,843.	88,378.
13 Add lines 11 and 12	13	89,308.	88,843.	88,378.
14 Add amounts on lines 16 and 17 of the preceding column	14			
15 Subtract line 14 from line 13. If zero or less, enter -0-	15 89,773.	89,308.	88,843.	88,378.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-	16			
17 Underpayment. 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	17			
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column.	18 89,308.	88,843.	88,378.	

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.

Form **2220** (2016)

JSA

6X8006 2.000

PUBLIC INSPECTION COPY

3370FZ 9242 4/3/2018 3:50:27 PM V 16-7.16 81506

Form **990-T****Exempt Organization Business Income Tax Return**
(and proxy tax under section 6033(e))

OMB No. 1545-0687

2016Department of the Treasury
Internal Revenue ServiceFor calendar year 2016 or other tax year beginning 06/01, 2016, and ending 05/31, 2017.▶ 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

A <input type="checkbox"/> Check box if address changed	Print or Type	Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.)	D Employer identification number (Employees' trust, see instructions.)
B Exempt under section		ROBERT W. WOODRUFF ARTS CENTER, INC.	58-0633971
<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)		Number, street, and room or suite no. If a P.O. box, see instructions.	E Unrelated business activity codes (See instructions.)
C Book value of all assets at end of year		1280 PEACHTREE ST. NE	722320 532000
698,675,039.		City or town, state or province, country, and ZIP or foreign postal code	
		ATLANTA, GA 30309	
		F Group exemption number (See instructions.) ▶	
		G Check organization type ▶ <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust	

H Describe the organization's primary unrelated business activity. ▶ ATTACHMENT 3

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 ▶ DOUG SHIPMAN Telephone number ▶ 404-733-4200

Part I Unrelated Trade or Business Income				(A) Income	(B) Expenses	(C) Net
1a	Gross receipts or sales	3,507,519.				
b	Less returns and allowances		c Balance ▶	1c	3,507,519.	
2	Cost of goods sold (Schedule A, line 7)			2	558,310.	
3	Gross profit. Subtract line 2 from line 1c			3	2,949,209.	2,949,209.
4a	Capital gain net income (attach Schedule D)			4a		
b	Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)			4b		
c	Capital loss deduction for trusts			4c		
5	Income (loss) from partnerships and S corporations (attach statement)			5	-119,934.	ATCH 4
6	Rent income (Schedule C)			6		
7	Unrelated debt-financed income (Schedule E)			7	1,063,635.	638,918.
8	Interest, annuities, royalties, and rents from controlled organizations (Schedule F)			8		
9	Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)			9		
10	Exploited exempt activity income (Schedule I)			10		
11	Advertising income (Schedule J)			11		
12	Other income (See instructions; attach schedule)			12		
13	Total. Combine lines 3 through 12			13	3,892,910.	638,918.

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.) (Except for contributions, deductions must be directly connected with the unrelated business income.)						
14	Compensation of officers, directors, and trustees (Schedule K)			14		
15	Salaries and wages			15		1,874,230.
16	Repairs and maintenance			16		139,248.
17	Bad debts			17		
18	Interest (attach schedule)		ATTACHMENT 5	18		43,490.
19	Taxes and licenses			19		
20	Charitable contributions (See instructions for limitation rules)			20		
21	Depreciation (attach Form 4562)			21	569,088.	
22	Less depreciation claimed on Schedule A and elsewhere on return			22a	402,488.	22b
23	Depletion			23		166,600.
24	Contributions to deferred compensation plans			24		
25	Employee benefit programs			25		
26	Excess exempt expenses (Schedule I)			26		
27	Excess readership costs (Schedule J)			27		
28	Other deductions (attach schedule)		ATTACHMENT 6	28		869,462.
29	Total deductions. Add lines 14 through 28			29		3,093,030.
30	Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13			30		160,962.
31	Net operating loss deduction (limited to the amount on line 30)			31		147,564.
32	Unrelated business taxable income before specific deduction. Subtract line 31 from line 30			32		13,398.
33	Specific deduction (Generally \$1,000, but see line 33 instructions for exceptions)			33		1,000.
34	Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32			34		12,398.

For Paperwork Reduction Act Notice, see instructions.

6X2740 1-000

3370FZ 9242 4/3/2018 5:50:27 PM V 16 7.16

81506

PUBLIC INSPECTION COPYForm **990-T** (2016)

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here <input type="checkbox"/> See instructions and:		
a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order): (1) \$ (2) \$ (3) \$		
b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750). \$ (2) Additional 3% tax (not more than \$100,000) \$		
c Income tax on the amount on line 34.	35c	1,860.
36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from: <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041).	36	
37 Proxy tax. See instructions	37	
38 Alternative minimum tax	38	
39 Tax on Non-Compliant Facility Income. See instructions	39	
40 Total. Add lines 37, 38 and 39 to line 35c or 36, whichever applies	40	1,860.

Part IV Tax and Payments

41 a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116).	41a	
b Other credits (see instructions).	41b	
c General business credit. Attach Form 3800 (see instructions)	41c	
d Credit for prior year minimum tax (attach Form 8801 or 8827).	41d	
e Total credits. Add lines 41a through 41d	41e	
42 Subtract line 41e from line 40.	42	1,860.
43 Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule)	43	
44 Total tax. Add lines 42 and 43.	44	1,860.
45 a Payments: A 2015 overpayment credited to 2016	45a	89,773.
b 2016 estimated tax payments	45b	
c Tax deposited with Form 8868.	45c	
d Foreign organizations: Tax paid or withheld at source (see instructions)	45d	
e Backup withholding (see instructions)	45e	
f Credit for small employer health insurance premiums (Attach Form 8941)	45f	
g Other credits and payments: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other Total ▶	45g	
46 Total payments. Add lines 45a through 45g	46	89,773.
47 Estimated tax penalty (see instructions). Check if Form 2220 is attached.	47	
48 Tax due. If line 46 is less than the total of lines 44 and 47, enter amount owed	48	
49 Overpayment. If line 46 is larger than the total of lines 44 and 47, enter amount overpaid	49	87,913.
50 Enter the amount of line 49 you want: Credited to 2017 estimated tax ▶ 87,913. Refunded ▶	50	

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

51 At any time during the 2016 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file FinCEN Form 114, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here ▶	Yes	No
		X
52 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file.		X
53 Enter the amount of tax-exempt interest received or accrued during the tax year ▶ \$		

Sign Here	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.		
	DOUG SHIPMAN Signature of officer	04/17/2018 Date	PRESIDENT & CEO Title
Paid Preparer Use Only	Print/Type preparer's name MARC AZAR	Preparer's signature	Date 04/17/2018
	Firm's name ▶ SMITH & HOWARD, P.C.	Check <input type="checkbox"/> if self-employed PTIN P91739349	
	Firm's address ▶ 271 17TH STREET, SUITE 1600, ATLANTA, GA 30363	Firm's EIN ▶ 58-1250486	
		Phone no. 404-874-6244	

Form **990-T** (2016)

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

1 Inventory at beginning of year	1		6 Inventory at end of year	6	
2 Purchases	2	558,310.	7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2.	7	558,310.
3 Cost of labor	3		8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes	No
4a Additional section 263A costs (attach schedule)	4a				
b Other costs (attach schedule)	4b				
5 Total. Add lines 1 through 4b	5	558,310.			X

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

(see instructions)

1. Description of property

(1)	
(2)	
(3)	
(4)	

2. Rent received or accrued

(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(1)		
(2)		
(3)		
(4)		
Total	Total	

(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)

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 (attach schedule)	(b) Other deductions (attach schedule)
(1)	ATTACHMENT 7			
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
Totals ►			Enter here and on page 1, Part I, line 7, column (A). 1,063,635.	Enter here and on page 1, Part I, line 7, column (B). 638,918.
Total dividends-received deductions included in column 8 ►				

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

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	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
(1)					
(2)					
(3)					
(4)					

Nonexempt Controlled Organizations

7. Taxable Income	8. Net unrelated income (loss) (see instructions)	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
(1)				
(2)				
(3)				
(4)				
			Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A).	Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B).

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)				
	Enter here and on page 1, Part I, line 9, column (A).			Enter here and on page 1, Part I, line 9, column (B).

Totals**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)						
	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.

Totals**Schedule J - Advertising Income** (see instructions)**Part I Income From Periodicals Reported on a Consolidated Basis**

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

Form **990-T** (2016)

ORGANIZATION'S PRIMARY UNRELATED BUSINESS ACTIVITY.

SPECIAL EVENTS, GIFT SHOP SALE & RENTAL OF REAL PROPERTY

FORM 990T - LINE 5 -INCOME (LOSS) FROM PARTNERSHIPS

HEDGE FUNDS	-119,934.
INCOME (LOSS) FROM PARTNERSHIPS	-119,934.

FORM 990T - PART II - LINE 18 - INTEREST

PART II - LINE 18 - INTEREST

43,490.

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

OTHER INDIRECT COSTS 869,462.

PART II - LINE 28 - OTHER DEDUCTIONS 869,462.

SCHEDULE E - UNRELATED DEBT-FINANCED INCOME

ATTACHMENT 7

1.	2.	3.		4.	5.	6.	7.	8.
		DEDUCTIONS DIRECTLY CONNECTED		AVERAGE	AVERAGE		GROSS INCOME	ALLOCABLE
				ACQUISITION	ADJUSTED	% 4 IS	REPORTABLE	DEDUCTIONS
DESCRIPTION OF DEBT-FINANCED PROPERTY	GROSS INCOME	(3A)	(3B)	DEBT	BASIS	OF 5	(2 X 6)	6 * (3A + 3B)
VERIZON WIRELESS LEASE	2,300,000.	833,429.	548,164.	14,252,500.	30,819,512.	46.245	1,063,635.	638,918.
				TOTALS			1,063,635.	638,918.