Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

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

OMB No. 1545-0047

2011

Open to Public Inspection

A For the 2011 calendar year, or tax year beginning SEP 1, 2011 **and ending** AUG 31, 2012

B Check if applicable: [ ] Address change [X] Name change [ ] Initial return [ ] Terminated [ ] Amended return [ ] Application pending

C Name of organization: FRACTURED ATLAS, INC.

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address): 248 W. 35TH STREET 10TH FLOOR — Room/suite

City or town, state or country, and ZIP + 4: NEW YORK, NY 10001

D Employer identification number 11-3451703

E Telephone number 2122778020

G Gross receipts $ 13,220,819.

F Name and address of principal officer: ALANNA WEIFENBACH
248 W 35TH STREET, NEW YORK, NY 10001

H(a) Is this a group return for affiliates? [ ] Yes [X] No

H(b) Are all affiliates included? [ ] Yes [ ] No
If "No," attach a list. (see instructions)

I Tax-exempt status: [X] 501(c)(3) [ ] 501(c) ( ) ◀ (insert no.) [ ] 4947(a)(1) or [ ] 527

J Website: ▶ WWW.FRACTUREDATLAS.ORG

H(c) Group exemption number ▶

K Form of organization: [X] Corporation [ ] Trust [ ] Association [ ] Other ▶

L Year of formation: 2003 **M** State of legal domicile: NY

Part I Summary

Activities & Governance

1 Briefly describe the organization's mission or most significant activities: FRACTURED ATLAS PROVIDES SERVICES, RESOURCES, AND SUPPORT TO LIBERATE A NATION OF ARTISTS.

2 Check this box ▶ [ ] if the organization discontinued its operations or disposed of more than 25% of its net assets.

3	Number of voting members of the governing body (Part VI, line 1a)	3	11
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	11
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	27
6	Total number of volunteers (estimate if necessary)	6	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b	Net unrelated business taxable income from Form 990-T, line 34	7b	0.

			Prior Year	Current Year
Revenue	8	Contributions and grants (Part VIII, line 1h)	8,775,781.	11,901,085.
	9	Program service revenue (Part VIII, line 2g)	865,533.	1,133,886.
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	126,353.	131,761.
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	0.
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	9,767,667.	13,166,732.
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	6,593,746.	9,007,596.
	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)	1,595,666.	1,470,503.
	16a	Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 400,320.		
	17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,417,014.	1,653,312.
	18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	9,606,426.	12,131,411.
	19	Revenue less expenses. Subtract line 18 from line 12	161,241.	1,035,321.
			Beginning of Current Year	**End of Year**
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	4,138,598.	5,212,558.
	21	Total liabilities (Part X, line 26)	501,352.	446,954.
	22	Net assets or fund balances. Subtract line 21 from line 20	3,637,246.	4,765,604.

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

▶ ADAM FOREST HUTTLER, SECRETARY
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
GREGORY S. ROM				P01318254

Firm's name ▶ MOSES AND SCHREIBER, LLP — Firm's EIN ▶ 13-1971216

Firm's address ▶ 3000 MARCUS AVE, #1W5
LAKE SUCCESS, NY 11042 — Phone no. (516)352-7700

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

SEE SCHEDULE O FOR ORGANIZATION MISSION STATEMENT CONTINUATION

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:
FRACTURED ATLAS, INC. IS A NON-PROFIT ORGANIZATION THAT SERVES A NATIONAL COMMUNITY OF ARTISTS AND ARTS ORGANIZATIONS. OUR PROGRAMS AND SERVICES FACILITATE THE CREATION OF ART BY OFFERING VITAL SUPPORT TO THE ARTISTS WHO PRODUCE IT. WE HELP ARTISTS AND ARTS ORGANIZATIONS

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [ ] Yes [X] No
If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [ ] Yes [X] No
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 and section 4947(a)(1) trusts 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 $ 9,478,161. including grants of $ 8,996,747.) (Revenue $ 301,310.)
FRACTURED ATLAS, INC. CURRENTLY SERVES AS FISCAL SPONSOR TO APPROXIMATELY 2850 ARTS GROUPS AND INDEPENDENT ARTISTS IN ALL DISCIPLINES ACROSS THE COUNTRY. BEYOND THE ANNUAL MEMBERSHIP DUES THERE IS NO ADDITIONAL FEE TO APPLY, AND THE PROGRAM CHARGES A LOW 6% ADMIN FEE ON ALL FUNDS RAISED. CHARACTERIZED BY EFFICIENT ONLINE ACCESS AND ARTISTIC AUTONOMY, FRACTURED ATLAS SPONSORSHIP PROGRAM GOES BEYOND BASIC FISCAL OVERSIGHT TO PROVIDE A VARIETY OF TECHNICAL ASSISTANCE TOOLS THAT BUILD CAPACITY AND SUSTAINABILITY AMONG EMERGING ARTISTS AND ARTS ORGANIZATIONS.

4b (Code:) (Expenses $ 907,017. including grants of $) (Revenue $ 694,324.)
FRACTURED ATLAS, INC PROVIDES THE ARTS COMMUNITY WITH BOTH ACCESS TO QUALITY HEALTH CARE PLANS AND COMPREHENSIVE LIABILITY INSURANCE COVERAGE MEETING A VARIETY OF BUDGETARY NEEDS AND CIRCUMSTANCES. OUR KNOWLEDGEABLE STAFF, INFORMED BY EXPERIENCE WITH THE INSURANCE INDUSTRY AND IN THE ARTS, PROVIDES PERSONALIZED GUIDANCE THROUGHOUT THE APPLICATION PROCESS AND ADVOCACY FOR THE DURATION OF COVERAGE. LIABILITY INSURANCE PREMIUMS ARE OFFERED AT PRICES BELOW INDUSTRY AVERAGES, AND COVERAGE IS PROVIDED BY A VARIETY OF A+ AND A++ RATED CARRIERS. FRACTURED ATLAS HAS DEVELOPED A STREAMLINED ONLINE APPLICATION PROCESS THAT TYPICALLY GENERATES QUOTES WITHIN 2-3 DAYS.

4c (Code:) (Expenses $ 733,052. including grants of $) (Revenue $ 87,555.)
ARTFUL.LY AND ARTFUL.LY OPEN SOURCE EDITION (ORGINALLY KNOWN AS ATHENA)ARE TWO PARTS OF AN OPEN, EXPANDING FRAMEWORK OF MODULAR SOFTWARE COMPONENTS FOR ART ORGANIZATIONS.

4d Other program services (Describe in Schedule O.)
(Expenses $ 378,857. including grants of $ 10,848.) (Revenue $ 50,697.)

4e **Total program service expenses** ▶ 11,497,087.

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	X	
2	Is the organization required to complete *Schedule B, Schedule of Contributors*?	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? *If "Yes," complete Schedule C, Part 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? *If "Yes," complete Schedule C, Part II*	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? *If "Yes," complete Schedule C, Part III*	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? *If "Yes," complete Schedule D, Part 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? *If "Yes," complete Schedule D, Part II*	7		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8	X	
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		X
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	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? *If "Yes," complete Schedule D, Part VI*	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? *If "Yes," complete Schedule D, Part VII*	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? *If "Yes," complete Schedule D, Part VIII*	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? *If "Yes," complete Schedule D, Part IX*	11d	X	
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	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)? *If "Yes," complete Schedule D, Part X*	11f		X
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI, XII, and XIII*	12a	X	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional*	12b		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	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? *If "Yes," complete Schedule F, Parts I and IV*	14b		X
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or assistance to any organization or entity located outside the United States? *If "Yes," complete Schedule F, Parts II and IV*	15	X	
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or assistance to individuals located outside the United States? *If "Yes," complete Schedule F, Parts III and IV*	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? *If "Yes," complete Schedule G, Part 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? *If "Yes," complete Schedule G, Part II*	18		X
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		X
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules *(continued)*

			Yes	No
21	Did the organization report more than $5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	21	X	
22	Did the organization report more than $5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	22	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? *If "Yes," complete Schedule J*	23	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? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No", go to line 25*	24a		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	25a		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? *If "Yes," complete Schedule L, Part I*	25b		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? *If "Yes," complete Schedule L, Part II*	26		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? *If "Yes," complete Schedule L, Part III*	27		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? *If "Yes," complete Schedule L, Part IV*	28a		X
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	28b		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? *If "Yes," complete Schedule L, Part IV*	28c	X	
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	29	X	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	31		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	32		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? *If "Yes," complete Schedule R, Part I*	33		X
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1*	34	X	
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	35b		X
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	36		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? *If "Yes," complete Schedule R, Part VI*	37		X
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? **Note.** All Form 990 filers are required to complete Schedule O	38	X	

Part V **Statements Regarding Other IRS Filings and Tax Compliance**

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

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	1a 890			
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 27			
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b		X
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to *e-file* (see instructions)				
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," 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: ▶				
	See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		5a		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?		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			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		7e		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		7g		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		7h		
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		8		
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?		9a		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		9b		
10	**Section 501(c)(7) organizations.** Enter:				
a	Initiation fees and capital contributions included on Part VIII, line 12	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter:				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?		12a		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state?		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 to any question 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	11		
	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	11		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2			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?	3			X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4			X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5			X
6	Did the organization have members or stockholders?	6			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?	7a			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?	7b			X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a	The governing body?	8a		X	
b	Each committee with authority to act on behalf of the governing body?	8b		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*	9			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?	10a		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?	10b		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a	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*	12a	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	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*	12c	X	
13	Did the organization have a written whistleblower policy?	13	X	
14	Did the organization have a written document retention and destruction policy?	14	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	15a	X	
b	Other officers or key employees of the organization	15b	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?	16a	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?	16b	X	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ▶ NY

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 [X] Upon request

19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ▶

FRACTURED ATLAS, INC - 212-277-8020
248 W 35TH STREET, NEW YORK, NY 10001

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
(1) AMY WRZESNIEWSKI DIRECTOR	0.00	X						0.	0.	0.
(2) JOSHUA LINDLAND DIRECTOR	0.00	X						0.	0.	0.
(3) ALANNA WEIFENBACH CHAIRMAN	0.00	X		X				0.	0.	0.
(4) ALEXANDRA FARKAS VICE CHAIRMAN	0.00	X		X				0.	0.	0.
(5) ADAM FOREST HUTTLER SECRETARY	40.00	X		X				184,641.	0.	7,386.
(6) ROBERT MIDDLETON DIRECTOR	0.00	X						0.	0.	0.
(7) LARRY SEARCY DIRECTOR	0.00	X						0.	0.	0.
(8) RODNEY CHRISTOPHER TREASURER	0.00	X		X				0.	0.	0.
(9) CHRISTOPHER MACKIE DIRECTOR	0.00	X						0.	0.	0.
(10) BRIAN D. FOY DIRECTOR	0.00	X						0.	0.	0.
(11) HOLLY SIDFORD DIRECTOR	0.00	X						0.	0.	0.
(12) LISA YANCEY DIRECTOR	0.00	X						0.	0.	0.
(13) TIMOTHY S CYNOVA DEPUTY DIRECTOR	40.00			X				102,039.	0.	4,132.

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee): Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former	(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
1b Sub-total ▶								286,680.	0.	11,518.
c Total from continuation sheets to Part VII, Section A ▶								0.	0.	0.
d Total (add lines 1b and 1c) ▶								286,680.	0.	11,518.

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 ▶ 3

		Yes	No
3 Did the organization list any **former** officer, director, or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	3		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than $150,000? *If "Yes," complete Schedule J for such individual*	4	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	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
NONE		

2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 0

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a					
	b Membership dues	1b	541,325.				
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e	231,383.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	11128377.				
	g Noncash contributions included in lines 1a-1f: $						
	h **Total.** Add lines 1a-1f ▶			11901085.			
Program Service Revenue			Business Code				
	2 a PROGRAM SERVICE FEES		711130	839,971.	839,971.		
	b SPECIAL EVENT INCOME		711300	293,915.	293,915.		
	c						
	d						
	e						
	f All other program service revenue		711300				
	g **Total.** Add lines 2a-2f ▶			1,133,886.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶			129,154.			129,154.
	4 Income from investment of tax-exempt bond proceeds ▶						
	5 Royalties ▶						
		(i) Real	(ii) Personal				
	6 a Gross rents						
	b Less: rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss) ▶						
		(i) Securities	(ii) Other				
	7 a Gross amount from sales of assets other than inventory	56,694.					
	b Less: cost or other basis and sales expenses	54,087.					
	c Gain or (loss)	2,607.					
	d Net gain or (loss) ▶			2,607.			2,607.
	8 a Gross income from fundraising events (not including $ _____ of contributions reported on line 1c). See Part IV, line 18	a					
	b Less: direct expenses	b					
	c Net income or (loss) from fundraising events ▶						
	9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses	b					
	c Net income or (loss) from gaming activities ▶						
	10 a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold	b					
	c Net income or (loss) from sales of inventory ▶						
	Miscellaneous Revenue		Business Code				
	11 a						
	b						
	c						
	d All other revenue						
	e **Total.** Add lines 11a-11d ▶						
	12 **Total revenue.** See instructions. ▶			13166732.	1,133,886.	0.	131,761.

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) but are not required to complete columns (B), (C), and (D).

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	9,007,596.	9,007,596.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	1,244,820.	871,374.	124,482.	248,964.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits	120,320.	84,225.	12,031.	24,064.
10 Payroll taxes	105,363.	73,754.	10,536.	21,073.
11 Fees for services (non-employees):				
a Management				
b Legal	20,034.	15,214.	2,271.	2,549.
c Accounting	19,000.		19,000.	
d Lobbying	17,500.	17,500.		
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	469,277.	462,792.	3,345.	3,140.
12 Advertising and promotion	78,631.	69,488.	3,026.	6,117.
13 Office expenses	27,212.	18,139.	4,882.	4,191.
14 Information technology				
15 Royalties				
16 Occupancy	173,221.	121,735.	17,162.	34,324.
17 Travel	98,702.	82,542.	10,320.	5,840.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	3,538.	2,476.	354.	708.
23 Insurance	448,055.	444,836.	1,805.	1,414.
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 SERVICE CHARGES & PROCE	160,619.	113,917.	15,567.	31,135.
b TELEPHONE	54,345.	39,939.	4,854.	9,552.
c LICENSES AND PERMITS	32,936.	30,056.	1,273.	1,607.
d DUES & SUBSCRIPTIONS	28,103.	26,007.	882.	1,214.
e All other expenses	22,139.	15,497.	2,214.	4,428.
25 **Total functional expenses.** Add lines 1 through 24e	12,131,411.	11,497,087.	234,004.	400,320.
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 ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

				(A) Beginning of year		(B) End of year
Assets	1	Cash - non-interest-bearing		346,306.	1	557,928.
	2	Savings and temporary cash investments			2	
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		322,450.	4	237,784.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L			5	
	6	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)			6	
	7	Notes and loans receivable, net		28,070.	7	30,414.
	8	Inventories for sale or use			8	
	9	Prepaid expenses and deferred charges			9	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 32,003.			
	b	Less: accumulated depreciation	10b 18,864.	16,677.	10c	13,139.
	11	Investments - publicly traded securities		2,212,697.	11	3,166,638.
	12	Investments - other securities. See Part IV, line 11		417,170.	12	436,512.
	13	Investments - program-related. See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets. See Part IV, line 11		795,228.	15	770,143.
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		4,138,598.	16	5,212,558.
Liabilities	17	Accounts payable and accrued expenses		75,406.	17	183,300.
	18	Grants payable			18	
	19	Deferred revenue		133,933.	19	145,021.
	20	Tax-exempt bond liabilities			20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D			21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	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		292,013.	25	118,633.
	26	**Total liabilities.** Add lines 17 through 25		501,352.	26	446,954.
Net Assets or Fund Balances		**Organizations that follow SFAS 117, check here ▶ [X] and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		1,246,174.	27	1,285,060.
	28	Temporarily restricted net assets		2,391,072.	28	3,480,544.
	29	Permanently restricted net assets			29	
		Organizations that do not follow SFAS 117, check here ▶ [ ] 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		3,637,246.	33	4,765,604.
	34	Total liabilities and net assets/fund balances		4,138,598.	34	5,212,558.

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	13,166,732.
2	Total expenses (must equal Part IX, column (A), line 25)	2	12,131,411.
3	Revenue less expenses. Subtract line 2 from line 1	3	1,035,321.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	3,637,246.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	93,037.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	4,765,604.

Part XII Financial Statements and Reporting

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

			Yes	No
1	Accounting method used to prepare the Form 990: [ ] Cash [X] 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?	2a		X
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
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.	2c	X	
d	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: [X] Separate basis [ ] Consolidated basis [ ] Both consolidated and separate basis			
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?	3a		X
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.	3b		

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. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization FRACTURED ATLAS, INC.

Employer identification number 11-3451703

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

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

1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**

2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)

3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**

4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)

6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)

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

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

a ☐ Type I **b** ☐ Type II **c** ☐ Type III - Functionally integrated **d** ☐ Type III - Other

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

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

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

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

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

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

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

Schedule A (Form 990 or 990-EZ) 2011

132021
01-24-12

15400220 700934 200205.0 2011.05040 FRACTURED ATLAS, INC. 200205_1

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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	3874295.	4218485.	7324087.	8775781.	11901085.	36093733.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3	3874295.	4218485.	7324087.	8775781.	11901085.	36093733.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 **Public support.** Subtract line 5 from line 4.						36093733.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	3874295.	4218485.	7324087.	8775781.	11901085.	36093733.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	128,834.	120,672.	102,952.	126,352.	129,154.	607,964.
9 Net income from unrelated business activities, whether or not the business is regularly carried on	-64,149.	-17,927.	-29,030.	-19,574.	18,842.	-111,838.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	833,499.					833,499.
11 **Total support.** Add lines 7 through 10						37423358.

12 Gross receipts from related activities, etc. (see instructions) 12 3,047,520.

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** ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)) 14 96.45 %

15 Public support percentage from 2010 Schedule A, Part II, line 14 15 95.61 %

16a **33 1/3% support test - 2011.** 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 ▶ [X]

b **33 1/3% support test - 2010.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

17a **10% -facts-and-circumstances test - 2011.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

b **10% -facts-and-circumstances test - 2010.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ ☐

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

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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 IV.)						
13 **Total support** (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for **2011** (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from **2010** Schedule A, Part III, line 17	18	%

19a **33 1/3% support tests - 2011.** 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 - 2010.** 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 ▶ ☐

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

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.**
▶ **See separate instructions.**

OMB No. 1545-0047

2011

Open to Public Inspection

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

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

Name of organization	Employer identification number
FRACTURED ATLAS, INC.	11-3451703

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.
2 Political expenditures ▶ $
3 Volunteer hours

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-.

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

LHA

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	17,500.	
e Total exempt purpose expenditures (add lines 1c and 1d)	17,500.	
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.	3,500.	
g Grassroots nontaxable amount (enter 25% of line 1f)	875.	
h Subtract line 1g from line 1a. If zero or less, enter -0-	0.	
i Subtract line 1f from line 1c. If zero or less, enter -0-	0.	

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.

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? ☐ **Yes** ☐ **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 instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period

Calendar year (or fiscal year beginning in)	**(a)** 2008	**(b)** 2009	**(c)** 2010	**(d)** 2011	**(e)** Total
2a Lobbying nontaxable amount	6,491.	10,966.	22,500.	3,500.	43,457.
b Lobbying ceiling amount (150% of line 2a, column(e))					65,186.
c Total lobbying expenditures					
d Grassroots nontaxable amount	1,623.	2,742.	5,625.	875.	10,865.
e Grassroots ceiling amount (150% of line 2d, column (e))					16,298.
f Grassroots lobbying expenditures					

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 to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.	(a) Yes	(a) No	(b) 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?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total. Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
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 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**

Complete this part to provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A; and Part II-B, line 1. Also, complete this part for any additional information.

PART I-A, LINE 1:

FRACTURED ATLAS WORKS THROUGH LOBBY EFFORTS AT THE NEW YORK CITY AND NEW YORK STATE LEVEL TO EDUCATE POLICYMAKERS ABOUT THE IMPORTANCE OF CULTURAL SECTOR INFRASTRUCTURE AND FUNDING ON LOCAL, STATE, AND FEDERAL LEVELS. WE LOBBY FOR POLICIES AND LEGISLATION THAT WILL HELP ARTISTS AND ARTS ORGANIZATIONS MAKE WORK AND CONTRIBUTE TO THEIR COMMUNITIES.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047
2011
Open to Public Inspection

Name of the organization FRACTURED ATLAS, INC.

Employer identification number 11-3451703

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

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

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? ☐ Yes ☐ 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? ☐ Yes ☐ No

Part II Conservation Easements.

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

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

☐ Preservation of land for public use (e.g., recreation or education)
☐ Preservation of an historically important land area
☐ Protection of natural habitat
☐ Preservation of a certified historic structure
☐ Preservation of open space

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

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

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

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

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

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

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

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

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

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

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1 ▶ $ 0.

(ii) Assets included in Form 990, Part X ▶ $ 8,550.

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

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

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

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

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

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

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

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

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

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

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

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

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

b If "Yes," explain the arrangement in Part XIV.

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

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

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

a Board designated or quasi-endowment ▶ _____%
b Permanent endowment ▶ _____%
c Temporarily restricted endowment ▶ _____%
The percentages in lines 2a, 2b, and 2c should equal 100%.

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

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		32,003.	18,864.	13,139.
e Other				
Total. Add lines 1a through 1e. *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				13,139.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) GEMINI SBS. LLC	436,512.	END-OF-YEAR MARKET VALUE
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 12.) ▶	436,512.	

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

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

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

(a) Description	(b) Book value
(1) SECURITY DEPOSITS	30,000.
(2) ARTWORK AND OTHER	8,550.
(3) PROMISSORY NOTE	726,263.
(4) PREPAID EXPENSES	5,330.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 15.)* ▶	770,143.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) INSURANCE PAYABLE	118,633.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25.)* ▶	118,633.

2. FIN 48 (ASC 740) Footnote. In Part XIV, 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).

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	13,166,732.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	12,131,411.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	1,035,321.
4	Net unrealized gains (losses) on investments	4	74,195.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	18,842.
9	Total adjustments (net). Add lines 4 through 8	9	93,037.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	1,128,358.

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

1	Total revenue, gains, and other support per audited financial statements			1	13,263,936.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:				
a	Net unrealized gains on investments	2a	74,195.		
b	Donated services and use of facilities	2b	4,167.		
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIV.)	2d	18,842.		
e	Add lines **2a** through **2d**			2e	97,204.
3	Subtract line **2e** from line **1**			3	13,166,732.
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 XIV.)	4b			
c	Add lines **4a** and **4b**			4c	0.
5	Total revenue. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 12.)*			5	13,166,732.

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

1	Total expenses and losses per audited financial statements			1	12,135,578.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:				
a	Donated services and use of facilities	2a	4,167.		
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIV.)	2d			
e	Add lines **2a** through **2d**			2e	4,167.
3	Subtract line **2e** from line **1**			3	12,131,411.
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 XIV.)	4b			
c	Add lines **4a** and **4b**			4c	0.
5	Total expenses. Add lines **3** and **4c.** *(This must equal Form 990, Part I, line 18.)*			5	12,131,411.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART III, LINE 4: DRAWINGS AND TRADEMARKS

PART XI, LINE 8 - OTHER ADJUSTMENTS:

PROFIT FROM PARTNERSHIP 18,842.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

FORM 990T 18,842.

SCHEDULE F (Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

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

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization: FRACTURED ATLAS, INC.

Employer identification number: 11-3451703

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

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

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

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

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
3 a Sub-total	0	0			0.
b Total from continuation sheets to Part I	0	0			0.
c **Totals** (add lines 3a and 3b)	0	0			0.

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

Schedule F (Form 990) 2011

132071
01-23-12

Part II **Grants and Other Assistance to Organizations or Entities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 15, for any recipient who received more than $5,000. Check this box if no one recipient received more than $5,000 ▶ [X]

Part II can be duplicated if additional space is needed.

1 (a) Name of organization	(b) IRS code section and EIN (if applicable)	(c) Region	(d) Purpose of grant	(e) Amount of cash grant	(f) Manner of cash disbursement	(g) Amount of non-cash assistance	(h) Description of non-cash assistance	(i) Method of valuation (book, FMV, appraisal, other)

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

3 Enter total number of other organizations or entities ▶

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

(a) Type of grant or assistance	**(b)** Region	**(c)** Number of recipients	**(d)** Amount of cash grant	**(e)** Manner of cash disbursement	**(f)** Amount of non-cash assistance	**(g)** Description of non-cash assistance	**(h)** Method of valuation (book, FMV, appraisal, other)

Part IV Foreign Forms

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

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

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

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

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

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

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization: FRACTURED ATLAS, INC.

Employer identification number: 11-3451703

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ..... [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000. Check this box if no one recipient received more than $5,000. Part II can be duplicated if additional space is needed ..... ▶ [ ]

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
AMERICAN COMEDY INSTITUTE, INC. 481 8TH AVENUE NEW YORK, NY 10001	13-374-4828		9,400.	0.			
AMERICAN CONTEMPORARY MUSIC ENSEMBLE - 9 NORTH WODENETHE DRIVE - BEACON, NY 12508	201925554		6,900.	0.			
ANNA FRANTS 81 WOOSTER ST SUITE 4WM NEW YORK, NY 10012	579173318		158,240.	0.			
AR THEATER, INC. 6120 FILLMORE PLACE WEST NEW YORK, NJ 7093	450-610-216		11,273.	0.			
BERKSHIRE ACTORS THEATRE 21 ST. JAMES AVE LEE, MA 1238	453852627		25,897.	0.			
CATAWAMPUS FILMS INC. PO BOX 824 OKEMOS, MI 48805	208537937		12,540.	0.			

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ..... ▶

3 Enter total number of other organizations listed in the line 1 table ..... ▶ 177.

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

Schedule I (Form 990) (2011)

132101 01-27-12

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
CHALK REPERTORY THEATRE 3461 GARDENSIDE LANE LOS ANGELES, CA 90039	45-2155285		5,396.	0.			
CHELSEA MUSIC FESTIVAL 57 W. 93RD ST. NEW YORK, NY 10025	45-2473321		69,159.	0.			
COLLISION PRODUCTION, INC. 520 EAST 11TH STREET NEW YORK, NY 10009	27-3200306		9,201.	0.			
COOPER-HEWITT, NATIONAL DESIGN MUSEUM - 2 EAST 91ST ST. - NEW YORK, NY 10128	53-0206027		35,922.	0.			
CRESCENDO YOUNG MUSICIANS GUILD 525 S. BERENDO ST LOS ANGELES, CA 90020	45-1837779		19,519.	0.			
DESIGN MUSEUM BOSTON INC. 15 CHANNEL CENTER ST. BOSTON, MA 2210	27-0816164		7,544.	0.			
DIRECT ARTS 561 HUDSON STREET NEW YORK, NY 10014	141966219		11,199.	0.			
DISTRO NONPROFIT, INC. 244 MADISON ST. BROOKLYN, NY 11216	45-3938398		8,080.	0.			
EBE ENSEMBLE, INC. 515 WEST 48TH ST. NEW YORK, NY 10036	27-2862739		8,007.	0.			

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ESSENTIAL THEATRE COMPANY 1937 EAST MAGDALENA DRIVE TEMPE, AZ 85283	86-0877091		7,351.	0.			
EXTANT ARTS COMPANY, INC. 308 W. 103RD ST NEW YORK, NY 10025	261745712		6,461.	0.			
FINEGRIT DESIGN 241 FLATBUSH AVENUE BROOKLYN, NY 11217	26-0588957		11,750.	0.			
FLYING CAROB TREE PRODUCTIONS 47-25 40TH STREET, #3F SUNNYSIDE, NY 11104	45-3697686		31,625.	0.			
FOURTEEN FOUNDATION, INC. 700 E 9TH ST. NEW YORK, NY 10009	27-3506773		78,791.	0.			
HERO THEATRE, INC. 200 CHAMBERS STREET NEW YORK, NY 10007	45-3596762		8,194.	0.			
HORSE TRADE THEATRE GROUP 85 E 4TH ST. NEW YORK CITY, NY 10003	134031477		6,188.	0.			
HYBRID VIGOR PROJECTS INC. 134 SMITH ST. BROOKLYN, NY 11201	27-4381460		31,304.	0.			
IN VIOLET REPERTORY THEATER, INC. P.O. BOX 567 NEW YORK, NY 10113	45-0591861		32,311.	0.			

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ISTAR THEATRE LAB INC. 560 WEST 43RD STREET NEW YORK, NY 10036	454507297		35,647.	0.			
JUGGLING LIFE INC 58 KENZEL AVE NUTLEY, NJ 7110	27-4229511		5,138.	0.			
LOOKOUT FILMS, INC. 11 EAST FIRST STREET NEW YORK, NY 10003	13-4299721		13,145.	0.			
MAD STU MEDIA, LLC 1661 CENTER RD. NOVATO, CA 94947	75-3201896		6,141.	0.			
MONDAYS DARK THEATRE COMPANY INC 600 W. 169TH ST. NEW YORK, NY 10032	45-3746973		5,781.	0.			
NATIONAL MUSEUM OF THE AMERICAN INDIAN - ONE BOWLING GREEN - NEW YORK, NY 10004	530206027		17,065.	0.			
NEW YORK SHAKESPEARE EXCHANGE, INC. - 476 WAVERLY AVENUE - BROOKLYN, NY 11238	27-0891301		6,755.	0.			
NUKANCHIK SAPI-AYAZAMANA 32-22 48 STREET ASTORIA, NY 11103	27-0521135		11,043.	0.			
OAKLAND ART MURMUR 473 25TH ST OAKLAND, CA 94612	27-3742461		14,645.	0.			

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OBERON THEATRE ENSEMBLE, INC 32 CHITTENDEN AVE TUCKAHOE, NY 10707	11-2938381		5,455.	0.			
OPERA BREVE, INC. 214 WEST 92ND STREET NEW YORK, NY 10025	27-3313725		7,517.	0.			
OPERA HISPANICA, INC. 540 WEST 146 ST. NEW YORK, NY 10031	454-97-6394		9,839.	0.			
OPTIC NERVE USA, INC. 181 ST. JOHNS PLACE BROOKLYN, NY 11217	133627997		6,079.	0.			
ORAMA PICTURES, INC. 147 W 230TH STREET BRONX, NY 10463	272383901		44,898.	0.			
PERFORMANCE LAB 115, INC. C/O RACHEL JABLIN BROOKLYN, NY 11238	72-1608230		5,556.	0.			
PIPELINE THEATRE COMPANY, INC. PO BOX 30156 NEW YORK, NY 10011	94-3486955		15,200.	0.			
POST5 THEATRE 850 NE 81ST AVENUE #327 PORTLAND, OR 97213	45-4255940		9,253.	0.			
PRINCIPLE BROADCASTING FOUNDATION P.O. BOX 117 DRIPPING SPRINGS, TX 78620	74-2934151		7,619.	0.			

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RAILROAD PLAYHOUSE, INC. 3 ISRO DRIVE CORNWALL, NY 12518	27-2779832		11,666.	0.			
RED PAW PRODUCTIONS, INC. 380 RIVERSIDE DRIVE NEW YORK, NY 10025	134131336		15,486.	0.			
RHINEBECK WRITERS RETREAT INC 7 HUMMINGBIRD WAY STAATSBURGH, NY 12580	32-0347704		17,743.	0.			
ROPE SWING ENTERTAINMENT 8 ORIENT AVENUE BROOKLYN, NY 11211	27-2882034		12,955.	0.			
SANAAHOUSE PRODUCTIONS, INC. 280 WEST 113TH STREET NEW YORK, NY 10026	03-0553459		17,427.	0.			
SARASOTA-MANATEE DANCE ALLIANCE 1724 BURGOS DRIVE SARASOTA, FL 34238	45-3668367		5,080.	0.			
SCANDINAVIAN AMERICAN THEATER COMPANY - 561 HUDSON STREET - NEW YORK, NY 10014	27-1725897		6,916.	0.			
SHAUN KADLEC INCORPORATED 1556 COURTNEY AVE. LOS ANGELES, CA 90046	27-2185053		95,640.	0.			
SMITHFIELD/MAGNOLIA, INC. 175 WILLOUGHBY ST. BROOKLYN, NY 11201	20-5573725		12,642.	0.			

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SPEKTRAL QUARTET NFP 1506 W ROSEMONT AVE CHICAGO, IL 60660	45-3696789		11,803.	0.			
STICKBALL PRODUCTIONS, INC. 7 GASTON STREET MEDFORD, MA 2155	274892848		7,044.	0.			
STILL WATERS IN A STORM 286 STANHOPE ST., GROUND FLOOR BROOKLYN, NY 11237	271-19-5669		41,331.	0.			
SYNAPSE ARTS COLLECTIVE 1474 N. MILWAUKEE AVE CHICAGO, IL 60622	20-1586508		13,760.	0.			
THE HARBOR STAGE COMPANY 95 MARION AVENUE MERRICK, NY 11566	45-3710688		39,881.	0.			
THE INCONVENIENCE 2783 W HENRY CT CHICAGO, IL 60647	27-4624567		7,030.	0.			
THE NEW YORK CHILDREN'S THEATER FESTIVAL - 336 W 37TH ST - NEW YORK, NY 10018	45-3327690		7,482.	0.			
THE SEQUENTIAL ARTISTS WORKSHOP PO BOX 13077 GAINESVILLE, FL 32604	27-3180354		5,280.	0.			
THE YORK SHAKESPEARE COMPANY, INC. 1852 W 4TH ST #2R BROOKLYN, NY 11223	27-4361727		6,915.	0.			

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UPBEAT NYC, INC. 368 NEW YORK AVENUE BROOKLYN, NY 11213	27-2232366		19,867.	0.			
WALKER INTERNATIONAL COMMUNICATIONS GROUP INC - 293 E. 18TH STREET - BROOKLYN, NY 11226	201028101		8,507.	0.			
WITHOUT SHEPHERDS FILM, INC. 30 EAST 20TH STREET NEW YORK, NY 10003	27-1941785		15,400.	0.			
2ND MIND MUSIC 280 RECTOR PL. #8K NEW YORK, NY 10280	421692146		6,000.	0.			
ACTIVE THEATER 717 AINSWORTH STREET, #1 LINDEN, NJ 7036	26-4350842		32,310.	0.			
ALLISON TAYLOR / APPLE CORE THEATER COMPANY - 104 RIVERSIDE DRIVE - NEW YORK, NY 10024	45-4513926		5,612.	0.			
ARTS IN BUSHWICK 70 WYCKOFF AVENUE, 1K BROOKLYN, NY 11237	26-2066192		16,005.	0.			
BLUE HILL BACH PO BOX 428 BLUE HILL, ME 04614-0428	45-4334021		7,992.	0.			
BOJARSKY ASSOCIATES 7135 HOLLYWOOD BOULEVARD LOS ANGELES, CA 90046	556-41-1896		70,045.	0.			

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CAKE THEATRICAL PRODUCTIONS 254 W. 51 ST. NEW YORK, NY 10019	26-4749892		12,265.	0.			
CLOUD OF FOOLS THEATER COMPANY 56 BEAVER STREET NEW YORK, NY 10004	45-4383825		5,206.	0.			
COSTUME CULTURAL SOCIETY 255 18TH STREET, #302 BROOKLYN, NY 11215	20-2701396		20,500.	0.			
DOUGLAS MORSE 575 GRAND STREET NEW YORK, NY 10002	202668371		5,706.	0.			
FORCE/COLLISION 400 M STREET SE WASHINGTON, DC 20003	45-2862829		5,370.	0.			
FULLSTOP COLLECTIVE ANSONIA STATION NEW YORK, NY 10023	26-3781627		12,969.	0.			
GO FOR BROKE PICTURES 3638 HUGHES LOS ANGELES, CA 90034	41-2204943		9,095.	0.			
INCEPTION TO EXHIBITION 1000 SUMMIT AVE. JERSEY CITY, NJ 7307	27-2581567		6,684.	0.			
MAIEUTIC THEATRE WORKS 125 W. 92ND ST. NEW YORK, NY 10025	651309240		11,380.	0.			

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MUSIC FOR LIFE NYC 45 GROVE ST, APT 1C NEW YORK, NY 10014	120-76-3232		11,572.	0.			
PARIJAT DESAI DANCE COMPANY 442 CARLTON AVENUE BROOKLYN, NY 11238	449650929		5,044.	0.			
PAUL LUCAS PRODUCTIONS, LLC 484 W. 43RD ST. #25F NEW YORK, NY 10036	201064096		5,600.	0.			
RENEGADE PERFORMANCE GROUP 1289 UNION STREET BROOKLYN, NY 11225	27-0794547		5,525.	0.			
SALON PRODUCTIONS 17 WEST STREET LENOX, MA 1240	27-4443615		9,485.	0.			
SHARKMOTHER 803 PRESIDENT ST. BROOKLYN, NY 11215	27-0351836		5,392.	0.			
THE ARTERY PLAYWRIGHTS PROJECT 4265 COLFAX AVE. STUDIO CITY, CA 91604	45-4238027		10,378.	0.			
THE DOUGLAS WATT FAMILY FUND FOR THE PERFORMING ARTS - 27 WEST 86TH STREET - NEW YORK, NY 10024	27-2261682		13,292.	0.			
THE HINTERLANDS 12645 MORAN STREET DETROIT, MI 48212	01-0947087		9,664.	0.			

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THE MOVEMENT THEATRE COMPANY 60 W. 129TH ST. NEW YORK, NY 10027	261746538		5,655.	0.			
WOKEN GLACIER 263 E 7TH STREET NEW YORK CITY, NY 10009	432073536		7,445.	0.			
ZOOTOPIA THEATRE COMPANY 3314 28TH ST ASTORIA, NY 11106	571241720		5,618.	0.			
3 GRUNTS PRODUCTIONS 1173 VINEWOOD DRIVE COLUMBUS, OH 43229	27-1977197		5,637.	0.			
AIRPORT BAR PRODUCTIONS 28-30 37TH STREET ASTORIA, NY 11103	27-5103518		14,380.	0.			
ANCRAM OPERA HOUSE P.O. BOX 118 ANCRAM, NY 12502	51-0542861		5,975.	0.			
ARTBRIDGE INSTALLATIONS, LLC 526 W. 26TH STREET NEW YORK, NY 10001	27-1813536		95,901.	0.			
AVILA PRODUCTIONS LLC 123 WEST 93 STREET #6D NEW YORK, NY 10025	45-3714287		138,013.	0.			
BALTIMORE LOVE PROJECT LLC 504 S DALLAS STREET BALTIMORE, MD 21231	27-3891845		27,252.	0.			

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BOXCAR FILMS LLC 902 ROGERS ST COLUMBIA, MO 65201	20-2920808		8,606.	0.			
BRAVE NEW WORLD REDUX 301 N. BEAUREGARD ST. ALEXANDRIA, VA 22312	90-0412137		7,575.	0.			
BROOKLYN CHILDREN'S THEATRE LLC 135 PROSPECT PARK SW #B7 BROOKLYN, NY 11218	364618747		6,798.	0.			
CALLBOX LLC 1230 N EL CENTRO AVE. #1 LOS ANGELES, CA 90038	273331774		27,647.	0.			
CAPTURED TIME PRODUCTIONS 51 HUTCHINSON PARKWAY LITCHFIELD, CT 6759	06-1534926		8,733.	0.			
CARTWHEEL INITIATIVE LLC 230 E 18TH STREET NEW YORK, NY 10003	45-3200783		15,881.	0.			
CAVELIGHT FILMS 454 N. SWEETZER AVE LOS ANGELES, CA 90048	27-1787862		18,325.	0.			
COLORADO CREATIVE LLC 797 28TH ST DENVER, CO 80205	45-3075561		7,330.	0.			
COMEDY WARRIORS, LLC 96 LAKE AVE. SARATOGA SPRINGS, NY 12866	45-3437480		81,447.	0.			

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D MAJOR FILMS, LLC 10905 E. SAN SALVADOR DR. SCOTTSDALE, AZ 85259	26-3924235		20,711.	0.			
DEITY RECORDS, LLC 291 LINCOLN PL BROOKLYN, NY 11238	20-8944667		9,766.	0.			
ERRATA EDITIONS, LLC 526 WEST 26TH STREET NEW YORK, NY 10001	527890716		7,050.	0.			
EVERYONE IS GAY LLC 237 FLATBUSH AVE BROOKLYN, NY 11217	27-3737402		30,101.	0.			
FILM FOR THE FALLEN LLC 66-82 79TH STREET MIDDLE VILLAGE, NY 11379	26-2496541		8,841.	0.			
FRED & HIS BROTHER FRED PRODUCTIONS, LLC - 24-45 43RD STREET - ASTORIA, NY 11103	45-5467174		6,183.	0.			
G20 MUSIC GROUP 2934 1/2 BEVERLY GLEN CIR. LA, CA 90077	27-1809439		14,100.	0.			
GAUDETE BRASS, LLC 410 S. MICHIGAN AVE CHICAGO, IL 60605	38-3732969		5,170.	0.			
GIDEON PRODUCTIONS LLC 19-14 DITMARS BLVD. ASTORIA, NY 11105	13-4111967		12,925.	0.			

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GREG NOBILE PRESENTS, LLC 22 HART AVENUE BRANFORD, CT 6405	27-5428783		6,374.	0.			
HOT WOOD ARTS LLC 327 WASHINGTON AVE. BROOKLYN, NY 11205	45-4806577		6,298.	0.			
IDEAS UNITED, LLC 122 NEW ST DECATUR, GA 30030	32-0089502		75,000.	0.			
INTERCHANGE PRODUCTIONS LLC 1242 S. FEDERAL ST. CHICAGO, IL 60605	27-2626334		19,681.	0.			
INTERNATIONAL ARTS MEGACREW LLC P.O. BOX 40646 RENO, NV 89504	45-0967142		139,334.	0.			
INTIMATION THEATRE COMPANY 1825 FOSTER AVENUE BROOKLYN, NY 11230	260650833		6,775.	0.			
LAMBERT FILMS PRODUCTIONS LLC 32 WEST 82ND STREET NEW YORK, NY 10024	45-1603235		50,756.	0.			
LETTERS FROM LENINGRAD LLC 25 BERGEN STREET BROOKLYN, NY 11201	27-1975498		10,008.	0.			
LOADED SHORT FILM, LLC 178-10 WEXFORD TERRACE JAMAICA, NY 11432	27-1937903		5,725.	0.			

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LOKI FILMS 195 CHRYSTIE STREET NEW YORK, NY 10002	36-4435524		25,098.	0.			
MARIELLE WOODS 7607 FOUNTAIN AVE LOS ANGELES, CA 90046	453088860		17,718.	0.			
METAMORFIC PRODUCTIONS LLC 3727 W. MAGNOLIA BLVD. BURBANK, CA 91505	76-0746768		19,230.	0.			
MOLDY FIG PRODUCTIONS, LLC 7609 34TH AVENUE JACKSON HEIGHTS, NY 11372	45-2632776		13,123.	0.			
MOLLY LOVELL WAGENER 42 HICKS ST BROOKLYN, NY 11201	45-4330646		17,555.	0.			
MOVE THE CROWD, LLC P.O. BOX 325 ORADELL, NJ 7649	90-0744954		98,720.	0.			
MUSICAL CHAIRS PRODUCTIONS, LLC 2000 N LINDEN STREET NORMAL, IL 61761	27-5140901		41,600.	0.			
OPALESCENT PRODUCTIONS, LLC 225 ADAMS STREET APT 3E BROOKLYN, NY 11201	45-2248591		21,461.	0.			
PERFORMING ARTS STRATEGIES 10709 LADY SLIPPER TERRACE ROCKVILLE, MD 20852	38-3842779		86,725.	0.			

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PERSIMMON MAGAZINE LLC 1534 CAMPUS DRIVE BERKELEY, CA 94708	208691591		6,500.	0.			
PHOENIX RISING ENTERTAINMENT PO BOX 1802 NEW YORK, NY 10113	26-4562703		6,542.	0.			
PHYSICAL GRAFFITI 315 SEIGEL ST BROOKLYN, NY 11206	20-4327571		5,386.	0.			
POST-ORIGINAL PRODUCTIONS, LLC. 103 N. 8TH ST. BROOKLYN, NY 11249	20-3384681		19,639.	0.			
PURPLE PUEO PRODUCTIONS LLC P.O.BOX 283332 HONOLULU, HI 96828	45-2706227		21,550.	0.			
RAFAEL MARMOR 447 1/2 SOUTH DOHENY DRIVE BEVERLY HILLS, CA 90211	122588709		34,291.	0.			
RANDOM ACCESS THEATRE, LLC 140 CADMAN PLAZA WEST BROOKLYN, NY 11201	45-1536597		5,842.	0.			
RED BUCKET FILMS 368 BROADWAY NEW YORK, NY 10013	26-0685870		8,700.	0.			
ROBERT JOHN FORD (D.B.A. RIGHT BRAIN PRODUCTIONS, L.L.C. - 3333 GRAND AVE #234 - DES MOINES, IA 50312	261313140		7,567.	0.			

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RUNNING WATER ENTERTAINMENT, LLC 5535 WESTLAWN AVE LOS ANGELES, CA 90066	45-2678166		5,067.	0.			
SHOP THEATRE LLC 35-53 34TH STREET ASTORIA, NY 11103	454597783		6,627.	0.			
SISTER OUTSIDER GROUP, LLC DBA SISTER OUTSIDER ENTERTAINMENT - 122 MARINA BAY COURT - HIGHLANDS, NJ 7732	20-3554934		9,541.	0.			
SLAK PRODUCTIONS 5555 ALTITUDE DR. COLORADO SPRINGS, CO 80918	45-4862004		12,146.	0.			
STORY4 LLC GERALYN MIGIELICZ 330 MELIN AVE BEN LOMOND, CA 95005	325-42-3052		8,512.	0.			
STUDIO 571 PROJECTS, LLC 551 WEST 21ST STREET NEW YORK, NY 10011	27-1628843		18,253.	0.			
SV2 STUDIOS, LLC 4836D TOWER ROAD GREENSBORO, NC 27410-5834	218024556		20,583.	0.			
TEILUM LLC 295 BENNETT AVE. NEW YORK, NY 10040	27-3187437		6,608.	0.			
TEXTILE ARTS CENTER, LLC 505 CARROLL STREET BROOKLYN, NY 11215	270373701		11,086.	0.			

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THE POETRY SOCIETY OF NEW YORK, LLC - 116 AVENUE C - NEW YORK, NY 10009	27-3085115		7,632.	0.			
THE SEA IS ALL I KNOW LLC 210 COOK STREET #313 BROOKLYN, NY 11206	80-0564664		6,651.	0.			
THEATRE C 122 W. 27TH ST. NEW YORK, NY 10001	27-1001771		9,598.	0.			
THEFT DBA SILLY BUNNY PICTURES 778 42ND AVENUE SWEET HOME, OR 97386	585029559		5,255.	0.			
THIRD RAIL PROJECTS, LLC 4845 46TH STREET 4F WOODSIDE, NY 11377	262158833		30,831.	0.			
TUPELO PRODUCTIONS 18-11 CENTRE ST RIDGEWOOD, NY 11385	45-4342983		5,050.	0.			
TWIN TRIUMPH PRODUCTIONS, LLC 1277 WESTWOOD STREET REDWOOD CITY, CA 94061	27-0864883		98,438.	0.			
WHAT WEEKLY LLC 3711 REXMERE RD BALTIMORE, MD 21218	27-1905663		28,156.	0.			
ANECDOTA 55 BETHUNE STREET, #354 NEW YORK, NY 10014	45-5165426		15,555.	0.			

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
BRAVEST THE BOLDEST 221 N. KENMORE AVENUE LOS ANGELES, CA 90004	45-5530562		10,810.	0.			
BUILT FOR COLLAPSE 104 MONTGOMERY STREET SUITE 1C BROOKLYN, NY 11225	45-4695777		13,995.	0.			
BUSHWICK FILM FESTIVAL 287 STARR STREET APT 2R BROOKLYN, NY 11237	26-2706294		7,350.	0.			
CHERELLE CARGILL CHERY & BIANCA JAMOTTE LEROUX - 92-73 WINCHESTER BLVD - QUEENS VILLAGE, NY 11428	592249167		7,795.	0.			
GREY GHOST THEATRE 2839 W LYNDALE CHICAGO, IL 60647	45-3563481		10,147.	0.			
HAPPYMESS AT OUTSIDERS 718B IREDELL STREET DURHAM, NC 27705	27-4750487		5,481.	0.			
HAYMAKER 808 GREEN STREET, APARTMENT C-1 DURHAM, NC 27701	45-2892556		7,289.	0.			
LITTLE LORD 145 4TH AVENUE BROOKLYN, NY 11217	27-0332538		8,481.	0.			
PHILADELPHIA ARTISTS' COLLECTIVE 901 SIGEL ST. PHILADELPHIA, PA 19148	27-3221890		13,254.	0.			

Part II **Continuation of Grants and Other Assistance to Governments and Organizations in the United States** (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
ROYAL NONESUCH GALLERY 445 ATHOL AVE OAKLAND, CA 94606	27-2357568		11,500.	0.			
THE BULLY PROJECT, LLC 18 W. 27TH STREET NEW YORK, NY 10010	27-3572057		286,785.	0.			
THE MAKEPEACE COMPANY 22287 MULHOLLAND HWY CALABASAS, CA 91302	45-4323475		7,816.	0.			
ALL FOR ONE THEATER FESTIVAL INC 1600 BROADWAY NEW YORK, NY 10019	27-2915269		413,179.	0.			
ARTS RADIO NETWORK INC 5070 ASHLEY LAKE DR. BOYNTON BEACH, FL 33437	45-4663864		19,484.	0.			
CONE ARTS LLC 2309 W. WILSON AVE. CHICAGO, IL 60625	42-1732712		16,397.	0.			

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
FISCAL SPONSORSHIP GRANT	984	4,365,283.	0.		

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

SCHEDULE I, PART I, LINE 2: FRACTURED ATLAS REVIEWS INDIVIDUAL EXPENDITURES AND FUND RELEASE REQUESTS TO ENSURE COMPLIANCE WITH PROJECT PARAMETERS AND CHARITABLE MISSION.

SCHEDULE J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ **Attach to Form 990.** ▶ **See separate instructions.**

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization: FRACTURED ATLAS, INC.

Employer identification number: 11-3451703

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. ☐ First-class or charter travel ☐ Housing allowance or residence for personal use ☐ Travel for companions ☐ Payments for business use of personal residence ☐ Tax indemnification and gross-up payments ☐ Health or social club dues or initiation fees ☐ Discretionary spending account ☐ Personal services (e.g., maid, chauffeur, chef)			
b	If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2		
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III. ☐ Compensation committee ☐ Written employment contract ☐ Independent compensation consultant ☒ Compensation survey or study ☐ Form 990 of other organizations ☒ Approval by the board or compensation committee			
4	During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:			
a	Receive a severance payment or change-of-control payment?	4a		X
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b		X
c	Participate in, or receive payment from, an equity-based compensation arrangement?	4c		X
	If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.			
	Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.			
5	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:			
a	The organization?	5a		X
b	Any related organization?	5b		X
	If "Yes" to line 5a or 5b, describe in Part III.			
6	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:			
a	The organization?	6a		X
b	Any related organization?	6b		X
	If "Yes" to line 6a or 6b, describe in Part III.			
7	For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7		X
8	Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8		X
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9		

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

Schedule J (Form 990) 2011

132111
01-23-12

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

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 ADAM FOREST HUTTLER	(i)	184,641.	0.	0.	0.	7,386.	192,027.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2	(i)							
	(ii)							
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ Complete if the organization answered "Yes" on Form 990, Part IV, 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. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open To Public Inspection

Name of the organization: FRACTURED ATLAS, INC.

Employer identification number: 11-3451703

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

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

1 (a) Name of disqualified person	(b) Description of transaction	(c) Corrected? Yes	No

2 Enter the amount of tax imposed on 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, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization? To	From	(c) Original principal amount	(d) Balance due	(e) In default? Yes	No	(f) Approved by board or committee? Yes	No	(g) Written agreement? Yes	No
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 and type of assistance

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

Schedule L (Form 990 or 990-EZ) 2011

132131 01-19-12

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
ADAM FOREST HUTTLER	BOD OF FRACTURED AT	18,842.	FRACTURED A		X
ADAM FOREST HUTTLER	BOD OF FRACTURED AT	304,600.	FRACTURED A		X
ADAM FOREST HUTTLER	BOD OF FRACTURED AT	30,000.	ADAM FOREST		X
ADAM FOREST HUTTLER	BOD OF FRACTURED AT	84,000.	FRACTURED A		X

Part V Supplemental Information

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

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: ADAM FOREST HUTTLER

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

BOD OF FRACTURED ATLAS, INC AND PART-OWNER OF GEMINI SBS, LLC

(C) AMOUNT OF TRANSACTION $ 18,842.

(D) DESCRIPTION OF TRANSACTION: FRACTURED ATLAS, INC. EARNED $18,842 IN PROFITS FROM ITS PARTNERSHIP WITH GEMINI SBS, LLC OF WHICH ADAM FOREST HUTTLER OWNS 18%

(E) SHARING OF ORGANIZATION REVENUES? = NO

(A) NAME OF PERSON: ADAM FOREST HUTTLER

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

BOD OF FRACTURED ATLAS, INC AND PART-OWNER OF GEMINI SBS, LLC

(C) AMOUNT OF TRANSACTION $ 304,600.

(D) DESCRIPTION OF TRANSACTION: FRACTURED ATLAS, INC. PAID $304,600 IN CONSULTING FEES TO GEMINI SBS, LLC OF WHICH ADAM FOREST HUTTLER OWNS 18%. FRACTURED ATLAS, INC. CONTRACTS WITH A NUMBER OF SOFTWARE DEVELOPMENT FIRMS, INCLUDING GEMINI SBS, LLC. THESE EXPENDITURES WERE SUBJECT TO APPROVAL BY THE BOARD OF DIRECTORS OF FRACTURED ATLAS, INC., IN ACCORDANCE WITH THE ORGANIZATION'S CONFLICT OF INTEREST POLICY ALONG WITH

Part V Supplemental Information

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

ITS TECHNOLOGY VENDOR PROTOCOL.

(E) SHARING OF ORGANIZATION REVENUES? = NO

(A) NAME OF PERSON: ADAM FOREST HUTTLER

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

BOD OF FRACTURED ATLAS, INC AND PART-OWNER OF GEMINI SBS, LLC

(C) AMOUNT OF TRANSACTION $ 30,000.

(D) DESCRIPTION OF TRANSACTION: ADAM FOREST HUTTLER EARNED $30,000 IN SALARY FROM GEMINI SBS, LLC.

(E) SHARING OF ORGANIZATION REVENUES? = NO

(A) NAME OF PERSON: ADAM FOREST HUTTLER

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

BOD OF FRACTURED ATLAS, INC AND PART-OWNER OF GEMINI SBS, LLC

(D) DESCRIPTION OF TRANSACTION: FRACTURED ATLAS, INC. RECEIVED $84,000 FOR INTEREST AND PRINCIPAL PAYMENTS FROM GEMINI SBS, LLC'S LONG TERM NOTES RECEIVABLE. ADAM FOREST HUTTLER OWNS 18% OF GEMINI SBS, LLC.

SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization: FRACTURED ATLAS, INC.

Employer identification number: 11-3451703

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	3	929.	FAIR MARKET VALUE
2	Art - Historical treasures				
3	Art - Fractional interests				
4	Books and publications	X		109.	FAIR MARKET VALUE
5	Clothing and household goods	X		3,633.	FAIR MARKET VALUE
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities - Publicly traded	X	1	4,056.	FAIR MARKET VALUE AT
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	X	31	8,270.	FAIR MARKET VALUE
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶ (COMPUTERS AND)	X	29	22,312.	FAIR MARKET VALUE
26	Other ▶ (GIFT CERTIFIC)	X	17	7,930.	FAIR MARKET VALUE
27	Other ▶ (FURNITURE AND)	X	13	3,303.	FAIR MARKET VALUE
28	Other ▶ (SHOW TICKETS)	X	4	770.	FAIR MARKET VALUE

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

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

LHA **For Paperwork Reduction Act Notice, see the Instructions for Form 990.** **Schedule M (Form 990) (2011)**

132141
01-23-12

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

PART I, OTHER TYPES OF PROPERTY:

MEMBERSHIP

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTORS = 1

(C) REVENUE REPORTED ON FORM 990, PART VIII $ 80.

(D) METHOD OF DETERMINING REVENUE: FAIR MARKET VALUE

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047
2011
Open to Public Inspection

Name of the organization: FRACTURED ATLAS, INC.

Employer identification number: 11-3451703

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

WE SUPPLY CRITICAL TOOLS FOR INDEPENDENT ARTISTS.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

FUNCTION MORE EFFECTIVELY AS BUSINESSES BY PROVIDING ACCESS TO FUNDING, HEALTHCARE, EDUCATION, AND MORE, ALL IN A CONTEXT THAT HONORS THEIR INDIVIDUALITY AND INDEPENDENT SPIRIT. BY NURTURING TODAY'S TALENTED BUT UNDERREPRESENTED VOICES, WE HOPE TO FOSTER A DYNAMIC AND DIVERSE CULTURAL LANDSCAPE OF TOMORROW.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

OTHER PROGRAMS AND SERVICES: (1) FRACTURED ATLAS® TECHNOLOGY-BASED PROGRAMS: PERFORMING ARTS SPACES, A CLOUD-BASED APPLICATION PROVIDING A COMPREHENSIVE ONLINE DATEBASE OF SPACE LISTINGS, FRACTURED U. OFFERING FREE, VITAL ADMINISTRATIVE SKILLS TO INDEPENDENT ARTISTS AND EMERGING ARTS ORGANIZATIONS, AND ARCHIPELAGO, A SUITE OF ONLINE CULTURAL ASSET MAPPING TOOLS. (2) THE OPEN ARTS NETWORK THAT PROVIDES ACCESS TO FRACTURED ATLAS® CORE PROGRAMS AND SERVICES TO AN AUDIENCE OF OVER 100,000 ARTISTS AND ARTS GROUPS NATIONWIDE.

EXPENSES $ 378,857. INCLUDING GRANTS OF $ 10,848. REVENUE $ 50,697.

FORM 990, PART VI, SECTION B, LINE 11: TAX RETURN IS SENT TO ORGANIZATION FOR THE GOVERNING BODY TO REVIEW BEFORE SIGNING AND SENDING TO THE GOVERNMENT.

FORM 990, PART VI, SECTION B, LINE 12C: PURSUANT WITH THE ORGANIZATION'S

Name of the organization: FRACTURED ATLAS, INC.

Employer identification number: 11-3451703

FORMAL CONFLICTS OF INTEREST POLICY ADOPTED BY THE BOARD OF DIRECTORS ON APRIL 30, 2005, ANY DIRECTOR, PRINCIPAL OFFICER, OR MEMBER OF A COMMITTEE WITH BOARD DELEGATED POWERS WHO HAS A DIRECT OR INDIRECT FINANCIAL INTEREST HAS A DUTY TO DISCLOSE TO THE BOARD OF DIRECTORS ANY ACTUAL OR POSSIBLE CONFLICT OF INTEREST. THE POLICY CLEARLY OUTLINES PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST AND REPERCUSSIONS FOR VIOLATING OF THE POLICY. DISCLOSED CONFLICTS OF INTEREST ARE MONITORED ON A PERIODIC BASIS AS OUTLINED IN THE POLICY.

FORM 990, PART VI, SECTION B, LINE 15: IN 2008, THE ORGANIZATION'S BOARD OF DIRECTORS AND SENIOR-LEVEL MANAGEMENT UNDERWENT A PROCESS TO SET TARGET PAY RANGES FOR EVERY STAFF MEMBER FOR THE FOLLOWING THREE YEARS. TO ESTIMATE THE OPTIMAL LEVELS, MANAGEMENT REVIEWED A SERIES OF COMPENSATION STUDIES AND BENCHMARKED FRACTURED ATLAS AGAINST SIMILAR-SIZED NON-PROFIT AND/OR ARTS ORGANIZATIONS. THOSE RESULTS WERE THEN FILTERED BY A COMMITTEE WITH FIRST-HAND WORKING KNOWLEDGE OF THE FIELD. AT THE TIME, TARGET LEVELS PUT FRACTURED ATLAS AMONG THE TOP TIER OF EMPLOYERS WITH WHOM THE ORGANIZATION WAS REALISTICALLY COMPETING FOR TALENT. A PROPOSAL WAS PRESENTED TO THE FULL BOARD OF DIRECTORS IN JULY 2008 FOR REVIEW AND APPROVAL.

FORM 990, PART VI, SECTION C, LINE 18: FORMS AND TAX RETURNS ARE AVAILABLE UPON REQUEST AND CAN BE VIEWED AT THE ORGANIZATION.

FORM 990, PART VI, SECTION C, LINE 19: GOVERNING DOCUMENTS, FINANCIAL STATEMENTS AND CONFLICT OF INTEREST POLICY ARE AVAILABLE UPON REQUEST, AT FRACTURED ATLAS' OFFICE.

Name of the organization: FRACTURED ATLAS, INC.

Employer identification number: 11-3451703

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

NET UNREALIZED GAINS ON INVESTMENTS:	74,195.
PROFIT FROM PARTNERSHIP	18,842.
TOTAL TO FORM 990, PART XI, LINE 5	93,037.

FORM 990 PAGE 11 PART XI QUESTION 2C

BOARD REVIEWS FINANCIALS BEFORE THEY ARE ISSUED

BOARD REVIEWS FINANCIAL STATEMENTS AND APPROVES BEFORE THEY ARE BOUND AND SENT OUT.

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

Related Organizations and Unrelated Partnerships

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

OMB No. 1545-0047
2011
Open to Public Inspection

Name of the organization: FRACTURED ATLAS, INC.

Employer identification number: 11-3451703

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

(a) Name, address, and EIN 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

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

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

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

Schedule R (Form 990) 2011

132161
01-23-12 LHA

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) No	(k) Percentage ownership
GEMINI SBS LLC - 43-2082796 248 W 35TH STREET 10TH FLOOR NEW YORK, NY 10001	IT CONSULTING	NY		UNRELATED CONSULTING	18,842.	436,512.		X	N/A		X	39.65%

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

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership

Part V **Transactions With Related Organizations** (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, 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	Sale of assets to related organization(s)	1f		X
g	Purchase of assets from related organization(s)	1g		X
h	Exchange of assets with related organization(s)	1h		X
i	Lease of facilities, equipment, or other assets to related organization(s)	1i		X
j	Lease of facilities, equipment, or other assets from related organization(s)	1j		X
k	Performance of services or membership or fundraising solicitations for related organization(s)	1k		X
l	Performance of services or membership or fundraising solicitations by related organization(s)	1l		X
m	Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1m		X
n	Sharing of paid employees with related organization(s)	1n		X
o	Reimbursement paid to related organization(s) for expenses	1o		X
p	Reimbursement paid by related organization(s) for expenses	1p		X
q	Other transfer of cash or property to related organization(s)	1q		X
r	Other transfer of cash or property from related organization(s)	1r		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 other organization	**(b)** Transaction type (a-r)	**(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" to Form 990, Part IV, line 37.)

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

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners sec. 501(c)(3) orgs.? Yes	(e) No	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations? Yes	(h) No	(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner? Yes	(j) NO	(k) Percentage ownership

FORM 990 PAGE 10 990

Asset No.	Description	Date Acquired	Method	Life	Line No.	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
	MACHINERY & EQUIPMENT											
1	COMPUTER EQUIPMENT	100100	SL	5.00	17	4,258.		200.	4,058.	4,058.		0.
2	COMPUTER EQUIPMENT	100101	SL	5.00	17	876.		150.	726.	726.		0.
3	COMPUTER EQUIPMENT	100101	SL	3.00	17	1,191.		250.	941.	941.		0.
4	COMPUTER EQUIPMENT	100101	SL	3.00	17	400.		75.	325.	325.		0.
5	COMPUTER EQUIPMENT	093002	SL	3.00	17	719.		200.	519.	519.		0.
6	COMPUTER EQUIPMENT	100103	SL	3.00	17	718.			718.	718.		0.
7	COMPUTER EQUIPMENT	040104	SL	3.00	17	2,250.			2,250.	2,250.		0.
8	OFFICE EQUIPMENT	040104	SL	7.00	17	1,730.			1,730.	1,730.		0.
9	TELEHONE EQUIPMENT	070100	SL	3.00	17	276.		15.	261.	262.		0.
10	LIGHTING EQUIPMENT	042200	SL	5.00	17	127.		127.				0.
11	SOUND EQUIPMENT	041200	SL	5.00	17	159.		159.				0.
12	COSTUME SUPPLIES	031600	SL	5.00	17	171.		171.				0.
13	COMPUTER EQUIPMENT	020105	SL	5.00	17	773.			773.	773.		0.
14	COMPUTER EQUIPMENT	120505	SL	5.00	17	665.			665.	665.		0.
15	OFFICE EQUIPMENT	042811	SL	5.00	17	17,690.			17,690.	2,358.		3,538.
	* 990 PAGE 10 TOTAL MACHINERY & EQUIPM					32,003.		1,347.	30,656.	15,325.	0.	3,538.
	* GRAND TOTAL 990 PAGE 10 DEPR					32,003.		1,347.	30,656.	15,325.	0.	3,538.

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05-01-11

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction