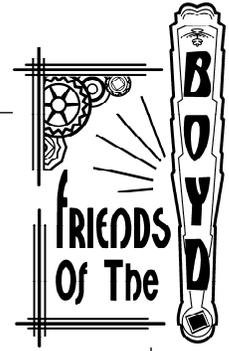


Friends of the Boyd, Inc.

P.O. Box 30629
Philadelphia, PA 19103

www.FriendsOfTheBoyd.org



January 21, 2014

Jonathan E. Farnham, PhD
Executive Director
Philadelphia Historical Commission
City Hall Room 576
Philadelphia, PA 19197

Re: 1910 Chestnut Street (Boyd Theatre) Hardship Committee and Architectural Committee

**STATEMENT AND SUPPORTING DOCUMENTS OPPOSING THE APPLICATION OF
LIVE NATION WORLDWIDE, INC. AND iPIC GOLD CLASS ENTERTAINMENT, LLC**

KEY POINTS:

- Demolishing the Boyd's auditorium and grand lobby buildings to construct a new multiplex with the Boyd's facade in front is not historic preservation.
- Almost every US city has found a way to restore and reopen at least one downtown movie palace, often when theaters were closed far longer than the Boyd.
- The Boyd can succeed by hosting touring Broadway musicals. The application's conclusions are faulty because no study has been done comparing similar sized cities to Philadelphia as to the engagement length and number of seats sold for touring Broadway musicals.
- Live Nation created the economic hardship by insisting, while attempting to sell the Boyd, that after a sale the Boyd could not be used for popular concerts. Concerts are one of the most frequent uses of movie palaces nationwide.
- Friends of the Boyd are submitting diagrams to show how the Boyd can be reused for movies without destroying the buildings.

Dear Philadelphia Historical Commission members & Committee members:

Friends of the Boyd, Inc. opposes the application of Live Nation and iPic. Organized in 2002, the year the Boyd Theatre closed as a first-run movie theater, Friends of the Boyd is a nonprofit organization. We have publicly advocated for the full restoration of the Boyd, conducted tours of the Boyd, worked with successive developers, and for several years paid for overnight security outside to safeguard the Boyd. We have led a campaign that resulted in hundreds of emails being sent to the Philadelphia Historical Commission in opposition to iPic's plans.

The Boyd Theatre, opened in 1928 and, over time, has hosted many movie premieres and appearances by Hollywood stars. The Boyd is Philadelphia's last surviving premiere movie palace. National and regional organizations such as the National Trust for Historic Preservation, The League of Historic American Theatres, Preservation Pennsylvania, the Preservation Alliance for Greater Philadelphia, and AIA Philadelphia have all highlighted the local and national significance of the building both as a spectacular individual historic resource and as an example of how preservation law should be structured and enforced.

iPic has applied for permission to demolish the building that houses the Boyd's grand lobby, except for the facade and the outside lobby. iPic also seeks to destroy the building that houses the auditorium with its foyers and the lower lounge. **The Boyd's historic auditorium IS the theater** where movie premieres were held, where Hollywood stars were on stage. It could host great events in the future, and its loss would be forever! **The Boyd's grand lobby was also an important space.** From outside, the public can see the Boyd's lobby and auditorium wings. Demolishing them would be more than an "alteration."

Replacing the lobby and auditorium buildings of the Boyd with new movie theaters is not historic preservation. In the 1970s, after Legionnaire's Disease, the Bellevue Stratford Hotel was threatened with demolition. Imagine if a new hotel had been built within the exterior walls of the Bellevue and the ornate lobby and grand ballroom had been lost. Or, imagine if only some of the exterior walls of Eastern State Penitentiary had survived and fronted a new prison. **Almost every major US city has a restored downtown movie palace** (see list at Exhibit A). Those cities have found ways to save their movie palaces, not just the facades.

There are assertions that since the Boyd has not been reopened after having closed 12 years ago, that it would never reopen. **Two saviors did come forth during that time, Clear Channel until they divested their theaters and Hal Wheeler until he died. Equally important is that many movie palaces nationwide were not in good shape and were closed longer than the Boyd,** but were eventually saved such as Baltimore's Hippodrome Theatre, which closed in 1990 but was restored and reopened 14 years later, in 2004. I have listed other examples.

PARTIAL LIST OF MOVIE PALACES REOPENED AFTER BEING CLOSED MORE THAN 10 YEARS:

- Loews Kings in Brooklyn, NY closed 1977, now being restored
- Opera House (its 1970s name) in Boston closed 1990, reopened in 2004
- Hippodrome in Baltimore closed 1990, reopened 2004
- Loews Paradise in Bronx, NY closed 1994, reopened 2005
- Fox in Tucson AZ closed 1974, reopened 2005
- Fox in Oakland CA closed 1984, reopened 2009
- California in San Jose closed 1973, reopened 2004
- Balboa in San Diego closed 1985, reopened 2008

There are assertions the Boyd Theatre is not viable because supposedly all movie palaces require public subsidy for renovations. However, there are former movie palaces nationwide that did not require public subsidy for their reuse. We have listed some of them.

PARTIAL LIST OF MOVIE PALACES WHOSE RESTORATION DID NOT REQUIRE PUBLIC SUBSIDY:

- The Wiltern in Los Angeles was restored by a developer, and now operated by Live Nation for concerts.
- The Orpheum in downtown Los Angeles, restored by its owner and used primarily for live shows.
- The United Artists in downtown Los Angeles, restored and reopened for various events this year in conjunction with the opening of a new hotel, the Ace, in the building that houses the theater.
- The Pantages in Hollywood, CA restored by Nederlanders Organization and used for touring Broadway musicals.
- The Warner in downtown Washington DC, restored by a developer and used for live shows, and now also operated by Live Nation.

As to the Boyd, for its impressive history see, Attachment B. The Boyd can be fully restored. Photos attached at Exhibits C1, C2, and C3 show that though the Boyd's interior needs some work, it still looks impressive and could be economically restored in stages like other historic theaters such as the Loews Jersey in Jersey City and the Colonial in Phoenixville, PA. The hardship application does not address the possibility that the Boyd could be restored in stages.

THE BOYD COULD HOST TOURING BROADWAY MUSICALS.

Many former movie palaces nationwide have been reused for touring Broadway musicals. Clear Channel purchased the Boyd in 2005 with plans to fully fund a complete restoration so the theater could host touring Broadway musicals. One advantage of the Boyd was that it was built with 2450 seats. Clear Channel expected to reopen the Boyd with about 2350 seats. Expensive touring Broadway productions like "The Lion King" need more than 2000 seats to make a profit, but only one other Philadelphia theater has that many seats, the Academy of Music, but it cannot host very long runs of musicals because the Opera and the Ballet also must be accommodated. Other Center City Philadelphia theaters that are often "dark" such as the Forrest Theatre and the Merriam Theatre do not have 2000 seats.

Clear Channel proceeded with the Boyd's purchase and preliminary renovation work because that company expected to make a profit, without public subsidy. Unfortunately, in 2006, Clear Channel decided to exit the theater business. Clear Channel created the new independent company, Live Nation, to own the theaters including the Boyd. The independent consultants' report states the Boyd project became too expensive for Live Nation, but Live Nation put many theaters for sale, including the Boyd, because Live Nation chose to become a "live music" company rather than specializing in touring Broadway musicals.

Despite conclusions made by the applicant and/or independent consultant, **there has never been a study that compared the length of the run (the number of seats sold over so many weeks) of expensive touring Broadway musicals in similar sized cities to Philadelphia.** Many US cities have more than one movie palace with more than 2000 seats to host touring Broadway musicals yet Philadelphia, the fifth largest US city only has just one (the Academy of

Music). In Boston, where the Wang Center, the nonprofit organization operating one former movie palace, was upset with the prospect that another movie palace might reopen and compete for touring Broadway musicals. In 2004, Clear Channel restored and reopened the other movie palace, called the Opera House after its 1970s use. Instead of resulting in disaster, the additional theater space means Boston has way more shows!

So, why are there assumptions that Philadelphia would not keep busy with both the Boyd and the Academy of Music thriving with touring Broadway musicals and other productions? Perhaps some in the Philadelphia community have been too pessimistic. After all, the naysayers have often been proven wrong. For example, the Walnut Street Theatre's 1970s reopening has since been nationally acclaimed. More recently, the Academy of Music invested in raising its roof to accommodate musicals and has subsequently found that musicals make a profit there.

The applicant's Affidavit at Section 35 lists entities the Boyd was marketed to in 2008. However, the marketing effort was insufficient because the list did not include major theater operators like the Shubert Organization.

THE BOYD COULD HOST POPULAR CONCERTS.

The co-applicant Live Nation precluded the Boyd from being reused for popular concerts aka "live music," one of the common uses of former movie palaces nationwide including the Wiltern in Los Angeles, the Beacon in New York City, the Orpheum in Boston. Exhibit F of the hardship application is the owner's Invitation to Bid for the Boyd, with a "Seven year restriction that no portion of the Property may be used for the holding or presenting live entertainment music concerts." Live Nation's restriction prevents competitors from bidding on the Boyd and, therefore, created any economic hardship that might exist. Furthermore, the application does not explain why Live Nation itself chose not to reopen the Boyd for live music.

THE BOYD COULD BE COMBINED WITH A HOTEL.

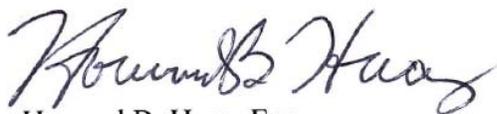
Philadelphia developer Hal Wheeler announced plans to purchase the Boyd, build an adjoining hotel, and use the Boyd for hotel functions and mixed use entertainment but he suddenly died in January 2010 while still pursuing his plans. There is an historic theater in Manhattan that has been combined with a hotel. In downtown Los Angeles, the United Artists Theatre reopened this month with its upper stories converted to the Ace Hotel that will use that movie palace.

THE BOYD COULD BE REUSED FOR MOVIES, NOT DESTROYED.

In 1953, quite a few movie theaters closed after television arrived in most people's homes. However, the Boyd survived because, with an enormous new movie screen, new projection booths and reconfigured floor, it became a venue to show Cinerama movies. Cinerama was a "big screen" experience like IMAX is now. Friends of the Boyd explanation and diagrams (Exhibit D)) show how the existing Boyd could be reused for movies. The auditorium could have an IMAX screen, two auditoriums can be placed in the balcony, and two more auditoriums placed where the stagehouse expansion had been planned. This possibility was not addressed by the applicants.

Having entertained millions of people since 1928, the Boyd is timeless. People will never be able to experience a real Philadelphia movie palace if all beyond the Boyd's front is knocked down to build a new multiplex. iPic can build a new multiplex elsewhere on a vacant lot.

Respectfully,

A handwritten signature in cursive script, appearing to read "Howard B. Haas".

Howard B. Haas, Esq.
President, Friends of the Boyd, Inc.

EXHIBIT A

Restored, Reopened Historic Movie Palaces in US Downtowns (incomplete list) Links will take you to the theatre website

NORTHEAST

Boston:

- Wang (Metropolitan) - <http://www.citicenter.org/theatres/wang/>
- Majestic (Saxon) - <https://cutlermajestic.org/>
- Opera House (BF Keith) - <http://www.bostonoperahouseonline.com/>
- Paramount Theatre - <https://paramountboston.org/Online/default.asp>

Worcester:

- Hanover Theatre for the Performing Arts - <http://thehanovertheatre.org/>

Providence:

- Ocean State (Providence) - <http://www.ppacri.org/>

Albany:

- Palace – <http://palacealbany.com/>

Schenectady:

- Proctor's - <http://www.proctors.org/>

Syracuse:

- Landmark (Loew's State) - <http://www.landmarktheatre.org/>

Buffalo:

- Shea's Buffalo - <http://www.sheas.org/>

Jersey City:

- Loew's Jersey <http://www.loewsjersey.org/>
- Stanley (church)

Rahway:

- Union County Performing Arts Center – <http://ucpac.org/>

Utica:

- Stanley - <http://www.thestanley.org/>

Red Bank:

- Count Basie – <http://www.countbasietheatre.org/>

Erie:

- Warner - http://www.erieevents.com/about/warner_theatre.htm

Pittsburgh:

- Heinz Hall (Loew's Penn) - <http://www.pittsburghsymphony.org/venues/heinz-hall>
- Benedum (Stanley) - <http://www.trustarts.org/>
- Byham (Gayety) - <http://www.trustarts.org/>

York:

- Strand-Capitol – <http://www.mystrandcapitol.org/>

Baltimore:

- Hippodrome - <http://www.france-merrickpac.com/home.html>

Washington DC:

- Warner - <http://warnertheatreDC.com/>

SOUTH

Durham:

- Carolina - <http://www.carolinatheatre.org/>

Greensboro:

- Carolina - <http://www.carolinatheatre.com/>

Charlottesville:

- Paramount - <http://www.theparamount.net/>

Richmond:

- Carpenter (Loew's) - <http://www.richmondcenterstage.com/>

Louisville:

- Palace - <http://louisvillepalace.com/>

Knoxville:

- Tennessee - <http://www.tennesseetheatre.com/>

Memphis:

- Orpheum - <http://www.orpheum-memphis.com/>

Abilene:

- Paramount - <http://www.paramount-abilene.org/>

Austin:

- Paramount - <http://www.austintheatre.org/>

Dallas:

- Majestic - <http://www.dallasculture.org/majestictheatre/index.asp>

San Antonio:

- Majestic - <http://www.majesticempire.com/>
- Empire - <http://www.majesticempire.com/>
- Aztec - <http://www.theaztectheatre.com/>

Texarkana:

- Perot - <http://www.trahc.org/>

New Orleans:

- Saenger - <http://www.saengernola.com/>
- Loew's State (unrestored)

Shreveport:

- Strand - <http://www.thestrandtheatre.com/>

Atlanta:

- Fox - <http://www.foxtheatre.org/>

Jacksonville:

- Florida - <http://www.floridatheatre.com/>

Tampa:

- Tampa - <http://www.tampatheatre.org/>

Miami:

- Gusman (Olympia) - <http://www.gusmancenter.org/>

Birmingham:

- Alabama - <http://www.alabamatheatre.com/>

MIDWEST

Akron:

- Civic - <http://www.akroncivic.com/site/page.php?id=420>

Cleveland:

- Palace - <http://www.playhousesquare.org/default.asp?playhousesquare=62&urlkeyword=theaters%20&objId=5>
- Hanna - <http://www.playhousesquare.org/default.asp?playhousesquare=62&urlkeyword=theaters&objId=2>
- State - <http://www.playhousesquare.org/default.asp?playhousesquare=62&urlkeyword=theaters&objId=4>
- Allen - <http://www.playhousesquare.org/default.asp?playhousesquare=62&urlkeyword=theaters&objId=1>
- Ohio - <http://www.playhousesquare.org/default.asp?playhousesquare=62&urlkeyword=theaters&objId=3>

Columbus:

- Ohio - <http://www.capa.com/venues/ohio-theatre>
- Palace - <http://www.capa.com/venues/palace-theatre>
- Southern - <http://www.capa.com/venues/southern-theatre>

Indianapolis:

- Indiana - <http://www.irtlive.com/>
- Circle - <http://www.hilbertcircletheatreindy.org/>

Fort Wayne:

- Embassy - <http://www.fwembassytheatre.org/>

St. Louis:

- Fox - <http://www.fabulousfox.com/>
- Powell (St.Louis) - <http://www.stlsymphony.org/>

Kansas City:

- Midland - <http://www.midlandkc.com/>

Omaha:

- Orpheum - <http://www.omahaperformingarts.org/orpheum/default.aspx>
- Rose (Paramount) - <http://www.rosetheater.org/>

Minneapolis:

- Orpheum - <http://www.hennepintheatretrust.org/our-theatres/orpheum-theatre>
- State - <http://www.hennepintheatretrust.org/our-theatres/state-theatre>
- Pantages - <http://www.hennepintheatretrust.org/our-theatres/pantages-theatre>

Chicago:

- Chicago - <http://www.thechicagotheatre.com/>
- Oriental - http://www.broadwayinchicago.com/specialevents_ford.php
- Palace - http://www.broadwayinchicago.com/theatreinfo_history.php#cadillac

Rockford:

- Coronado - <http://www.coronadopac.org/>

Wichita:

- Orpheum – <http://www.wichitaorpheus.com/>

Ann Arbor:

- Michigan - <http://www.michtheater.org/>

Detroit:

- Fox - <http://www.olympiaentertainment.com/>
- State - <http://thefillmoredetroit.com/venue-information>
- Opera House (Capitol) - <http://www.michiganopera.org/>

Milwaukee:

- Pabst - <http://www.pabsttheater.org/>

WEST

Seattle:

- Paramount - <http://www.stgpresents.org/paramount>
- Fifth Ave - <https://www.5thavenue.org/>

Portland:

- Arlene Schnitzer (Paramount) - <http://www.portland5.com/arlene-schnitzer-concert-hall>

Salem:

- Elsinore - <http://www.elsinoretheatre.com/>

Spokane:

- Fox – <http://www.foxtheaterspokane.com/>

Santa Barbara:

- Granada - <http://www.granadasb.org/>

San Francisco:

Orpheum - <https://www.shnsf.com/Online/shnorpheum>

- Geary - <http://www.act-sf.org/home.html>
- Warfield - <http://www.thewarfieldtheatre.com/>
- Golden Gate - <https://www.shnsf.com/Online/shngoldengate>

Oakland:

- Paramount - <http://www.paramounttheatre.com/>
- Fox Oakland - <http://www.thefoxoakland.com/>

Riverside:

- Fox Riverside - <http://www.riversidefoxfoundation.org/>

San Jose:

- California - <http://sanjosetheaters.org/theaters/california-theatre/>

Hollywood:

- Chinese - <http://www.tclchinesetheatres.com/>
- El Capitan - <http://elcapitan.go.com/>
- Pantages - <http://www.broadwayla.org/index.asp>
- Egyptian - <http://www.americancinematheque.com/indexegyptian.html>

Los Angeles:

- Orpheum - <http://www.laorpheum.com/>
- United Artists - <http://lahtf.org/theatres-united-artists.html>

San Diego:

- Fox (Copley) - <http://www.sandiegosymphony.org/copleysymphonyhall/>
- Balboa - <http://www.sandiegotheatres.org/>
- Spreckels - <http://www.spreckels.net/>

Visalia:

- Fox - <http://www.foxvisalia.org/>

Phoenix:

- Orpheum - <http://www.phoenixconventioncenter.com/>

Denver:

- Paramount - <http://www.paramountdenver.com/>

Salt Lake:

- Capitol - <http://saltlakecity.broadway.com/venues/theaters/capitol-theatre/>

Albuquerque:

- Kimo - <http://www.cabq.gov/culturalservices/kimo>

Tucson:

- Fox - <http://www.foxtucsontheatre.org/>
- Rialto - <http://www.rialtotheatre.com/>

Honolulu:

- Hawaii - <http://www.hawaiitheatre.com/>

EXHIBIT B

BOYD THEATRE HISTORY

<http://cinematreasures.org/theaters/1209>

(Boyd at cinematreasures.org)

Opened on Christmas Day, 1928, the Boyd Theatre, recently known as the Sameric Theatre, was the last operating movie palace in downtown Philadelphia until it closed in 2002.

The Boyd Theatre was built for Alexander R. Boyd and designed by Philadelphia theatre architects Hoffman-Henon. Since acclaimed as an 'Art Deco masterpiece', the Boyd Theatre had a towering vertical sign that advertised the theatre a mile away, an outdoor retail promenade, an ornate ticket booth, and a huge colorful window with Art Deco style motifs. The grand lobby is lined with huge etched glass mirrors and had a floor area carpeted, which was imported from Czechoslovakia. The three level foyer has dazzling colorful mirrors two stories high. Equipped with an orchestra pit, a pipe organ, and a stage house, the auditorium had 2,450 seats (including one balcony) and perfect sightlines. The Opening Day program dedicated the Boyd Theatre to the theme of 'The Triumph of the modern woman' which was depicted in the proscenium mural by famed artist Alfred Tulk of the Rambusch Company.

Shortly after opening, Boyd sold the theatre to Warner Bros., which also purchased the Stanley Co. Most of downtown Philadelphia's movie theatres were then operated under the Stanley Warner banner.

Although the theatre has clearly seen better days, the Art Deco style movie palace stands as a reminder of what once was. Warner Brothers musicals shown included in 1929, "On With the Show" and "Show of Shows" and in 1931, "Hold Everything". Many classic films had their exclusive first runs here, including in 1937, "The Life of Emile Zola" and "The Good Earth", in 1939 "The Wizard of Oz" and in 1940 "Gone with the Wind". The world premiere of "Kitty Foyle" was hosted on December 27, 1940. "The Philadelphia Story" was shown in 1941 at the same time that the stage play, also starring Katherine Hepburn, was at the Forrest Theatre, less than a mile away. "Mildred Pierce" was presented in 1945. With his co-star Kathryn Grayson, Philadelphia opera singer Mario Lanza appeared on stage at the world premiere of his first movie, "That Midnight Kiss" on August 29, 1949. "The Great Caruso", "Alice in Wonderland", "A Place in the Sun" and "A Streetcar Named Desire" were among the movies shown in 1951. "The Greatest Show on Earth" and "High Noon" (with Grace Kelly appearing in person on opening night) were featured in 1952. "Walt Disney's "Peter Pan" was on the big screen in early-1953.

In 1953, due to antitrust laws, Stanley Warner Theatres were relinquished by the Hollywood studio and became RKO Stanley Warner Theatres, and that year local architect William Howard Lee oversaw renovations at the Boyd Theatre that included a new curved marquee, new ticket booth, and a huge movie screen. The Boyd Theatre had hugely successful sold out in advance runs as Philadelphia's only venue for all the 3-strip Cinerama movies, starting October 6, 1953 with "This is Cinerama" (which was shown for more than one year, to an estimated three quarters of a million people) and concluding with a 39 week run of "How the West Was Won" in 1963. The Boyd Theatre hosted many of Philadelphia's first run 70mm Roadshows including "Ben Hur" (with Charlton Heston appearing in person to promote the film, 1959), "Judgment at Nuremberg"(1961), "Becket"(1964) and "Doctor Zhivago"(1965). With stars Fred MacMurray, John Davidson, Hermione Baddeley, and Joyce Bulifant appearing in person, the Philadelphia premiere of "The Happiest Millionaire" was held on October 20, 1967 at the Boyd Theatre.

In 1971, the Boyd Theatre was sold to the Sameric Corporation, which renamed the theatre the Sam Eric Theatre, refurbished and reopened with "Fiddler on the Roof". 'Sam Eric' became combined as SamEric. At midnight on May 23, 1973, the SamEric Theatre hosted the world premiere of "Battle For the Planet of the Apes", the fifth movie of the franchise. In the 1980's, the Sameric Corporation added three smaller auditoriums to land west of the theatre (as of 2007, those auditoriums were converted to retail space) and the theatre became known as the Sameric 4. The world premiere of "Rocky III" was held at the Sameric on May 24, 1982. In 1988, the Sameric Corporation sold the Boyd Theatre along with their other theaters to the United Artists Circuit. In 1998, local developers, the Goldenberg Group, purchased the Boyd Theatre from United Artists.

The world premiere of the Academy Award winning movie "Philadelphia" was hosted at the movie palace in 1993 with Tom Hanks, Denzel Washington, and director Jonathan Demme appearing in person.

First run films continued until United Artists' departed from the theater on May 2, 2002, which was followed by the owner Goldenberg obtaining a demolition permit. In June, 2002, concerned citizens organised the Committee to Save the Sameric, and later that year, incorporated the nonprofit organization, Friends of the Boyd, Inc.

In 2005, Clear Channel, Inc. purchased the Boyd Theatre and began preliminary work towards restoration for use as a legit theatre with a film program. Clear Channel's theatre's became an independent company called Live Nation, and in 2006, work ceased. In 2008, Philadelphia developer Hall Wheeler announced plans to acquire, restore and reopen the Boyd, but before he could do so, he died in 2010. The Friends of the Boyd is currently trying to raise money and public awareness to save the last remaining movie palace in downtown Philadelphia.

The Boyd Theatre is pictured in books including 'Philadelphia Theaters, A Pictorial Architectural History' (author Irvin R. Glazer, publisher Dover, 1994), 'Popcorn Palaces, the Art Deco Movie Theatre Paintings of Davis Cone' (authors Dennis D. Kinerk & Dennis W. Wilhelm, publisher Harry N. Abrams, Inc. 2001), 'The History of Japanese Photography' (publisher The Museum of Fine Arts 2003, with 1978 black and white photo by Sugimoto Hiroshi of the auditorium), 'Philadelphia Architecture' (author Tom Nickels, publisher Arcadia, 2005, with a photo of the 1952 Boyd exterior), 'Silent Movies: The Birth of Film and the Triumph of Movie Culture' (author Peter Kobel, publisher, The Library of Congress, 2007, with a pre-construction watercolor rendering of the Boyd auditorium), 'Philadelphia's Rittenhouse Square' (authors Robert Morris Skaler and Thomas Keels, publisher Arcadia, 2008, with a photo of the 1928 Boyd exterior) and "Movie Roadshows, A History and Filmography of Reserved-Seat Limited Showings 1911-1973" (author Kim R. Holston, publisher McFarland & Company, Inc. 2013, with the book's front cover being a photograph of 1959 Boyd exterior).

In July 2002, a statewide organization, Preservation Pennsylvania designated the Boyd Theatre as one of Pennsylvania's ten most endangered historic properties. In March, 2008, the Preservation Alliance for Greater Philadelphia listed the Boyd Theatre in its Fifth Annual Endangered Properties List.

In May, 2008, the National Trust for Historic Preservation named the Boyd Theatre to its 2008 List of America's 11 Most Endangered Historic Places. In August 2008, the Boyd Theatre was included on the Philadelphia Register of Historic Places.

EXHIBIT C

2011 After the Final Curtain online article with photos

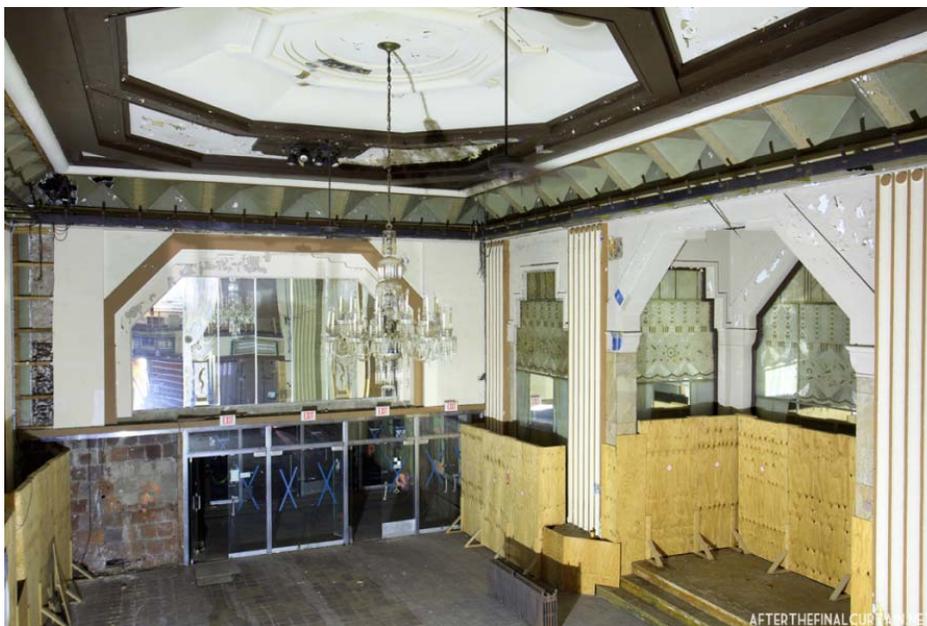
The Boyd Theatre
November 29, 2011
from afterthefinalcurtain.net/2011/11/29/the-boyd-theatre/



View of the Boyd auditorium from the balcony.

The Boyd Theatre, downtown Philadelphia's only art deco movie palace, opened on Christmas Day in 1928 (the same day as the RKO Keith's Theater in Queens, NY). Located in Philadelphia's Center City, the 2,450-seat theater was commissioned by Alexander Boyd and built by Hoffman-Henon, a Philadelphia

architecture firm also known for the nearby Prince Music Theatre. One of the companies commissioned for the Boyd's interior decoration was the Rambusch Company, who later decorated the Loew's Kings Theatre in Brooklyn.



View of the lobby from the mezzanine.

Unlike many theaters built in the 1920's, the Boyd was originally intended to be a movie theater and, although there were backstage dressing rooms, did not feature vaudeville shows. The opening-day brochure said that the Boyd was dedicated to women's progress

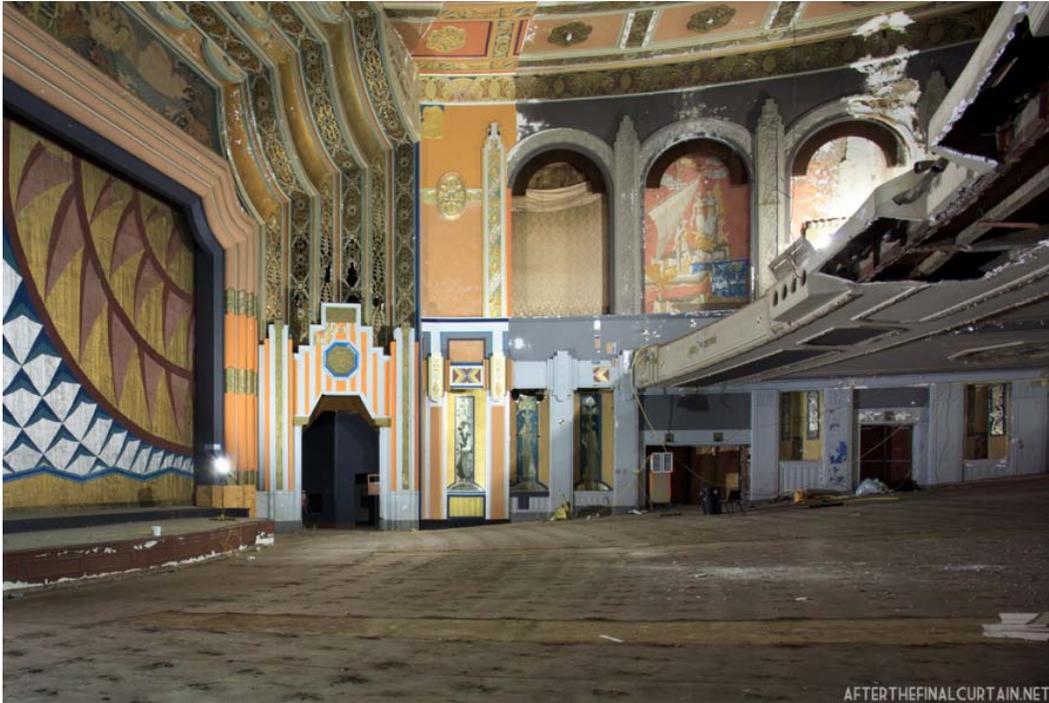
throughout history. This appreciation for women is referenced throughout the theater, especially in several murals, one of which shows an Amazonian queen fighting African and Asian armies.



The murals in the auditorium were painted by Alfred Tulk of the Rambusch Company.

Alexander Boyd sold the theater to the Stanley Warner company, which ran many of downtown Philadelphia's theaters, after the construction was completed. Shortly after the Boyd changed hands a Kimberly theater organ

was installed. It remained in the theater until 1969, when it was the last theater organ played in a Philadelphia theater. Movie premieres held at the theater included *The Happiest Millionaire*, *Rocky III* and *Philadelphia*.



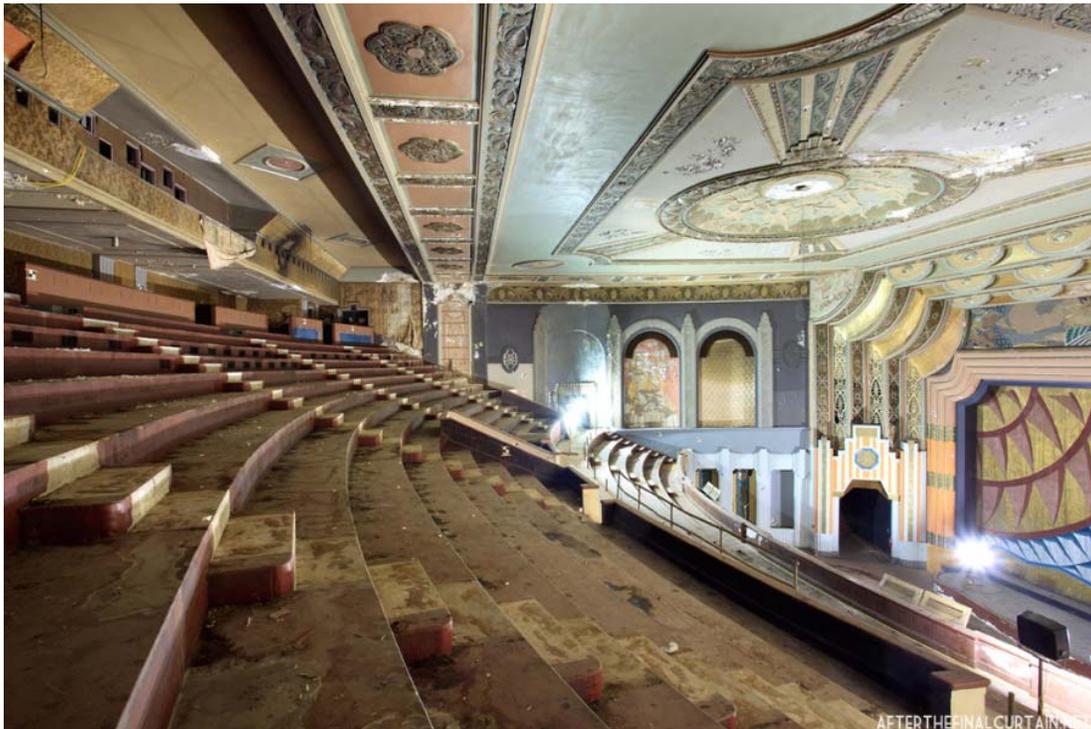
All of the seats have been removed from the theater.

After being sold in 1971, the Boyd was renamed the SamEric by its new owners, the SamEric Corporation. They renovated the theater and eventually added three additional auditoriums next to the original, which was renamed SamEric 4. The theater closed and was slated for demolition in 2002, before a

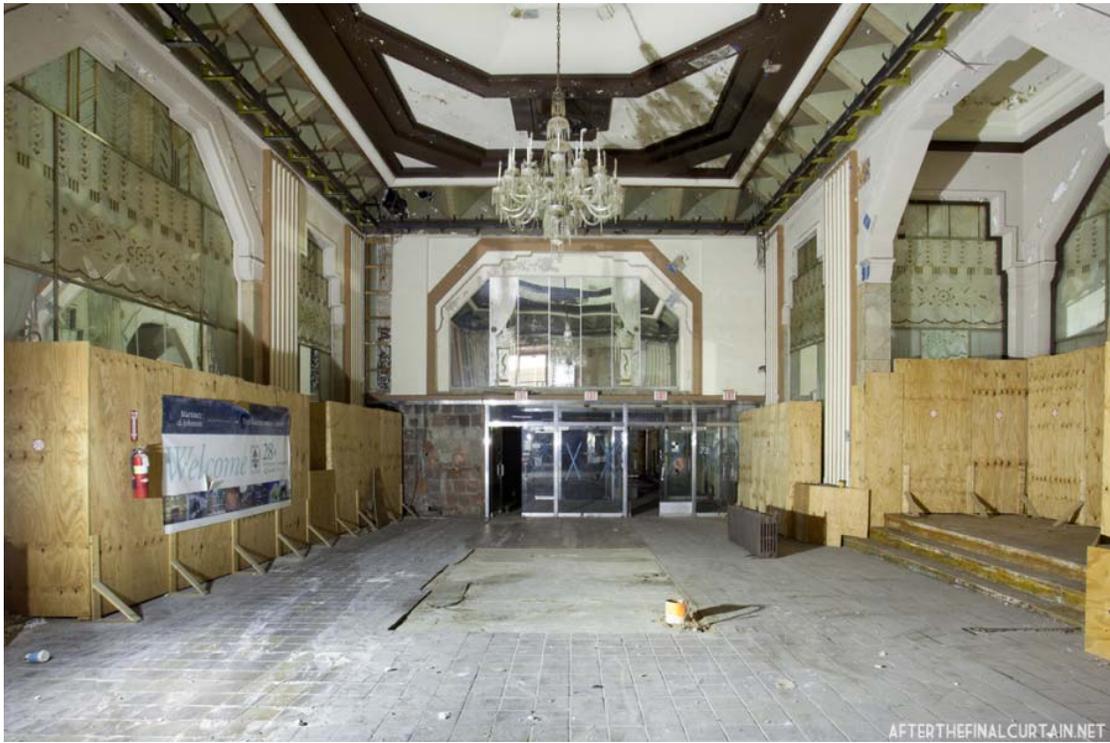
group of concerned citizens formed the Committee to Save the SamEric, which later became Friends of the Boyd, to save the theater from demolition. In the past 10 years, several attempts were made to restore the theater, without success. The theater remains unused.



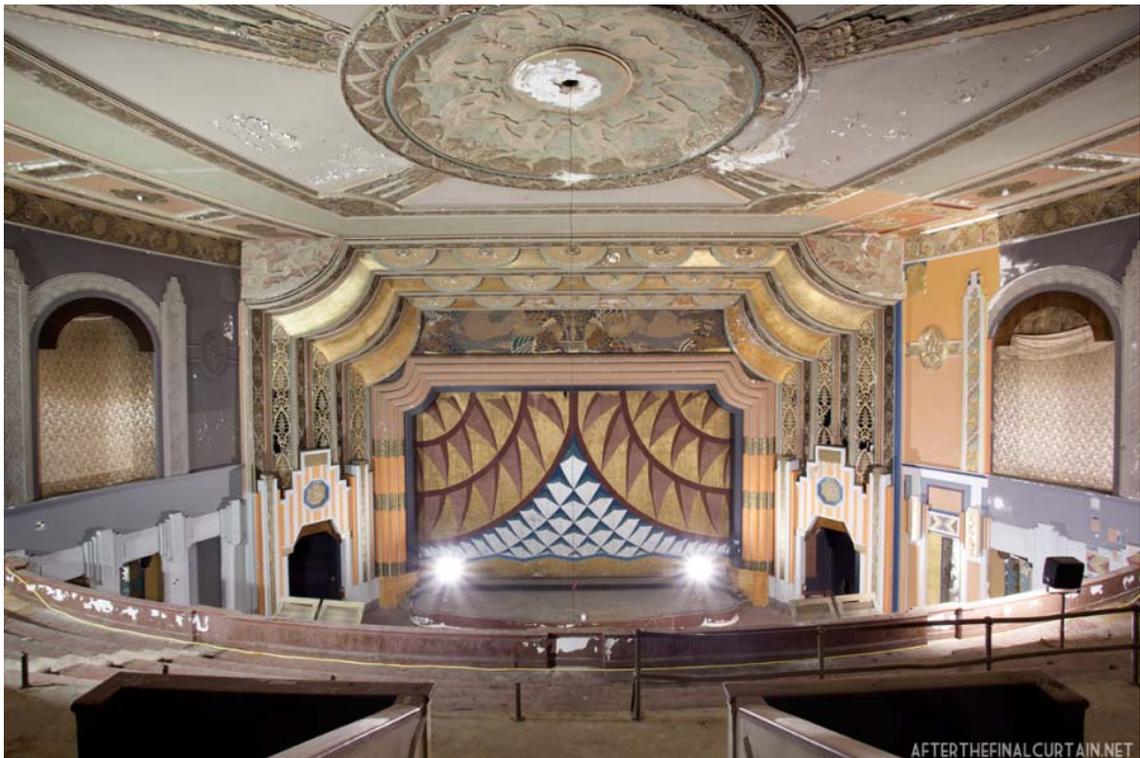
The ceiling of the Boyd Theatre.



Many of the theater's ornate decorations are in offsite storage awaiting restoration.



The lobby of the Boyd Theatre.



Another view of the auditorium from the balcony.

EXHIBIT C2

2012 Hidden City online article with photos

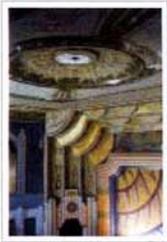
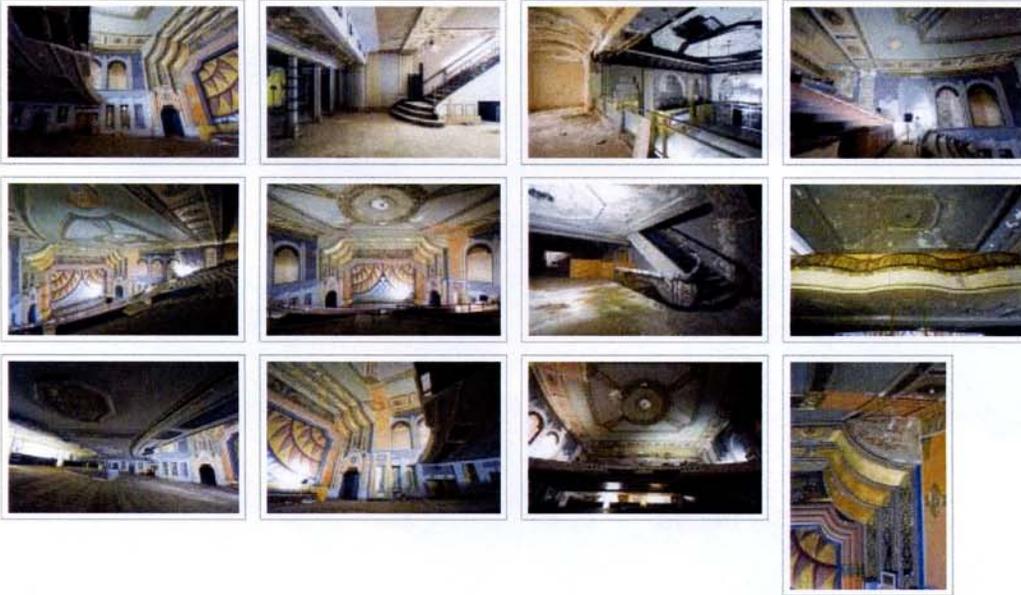
Oh Boyd!

MAY 15, 2012 | BY [CHANDRA LAMPREICH](#) | [LAST LIGHT](#) | [ARCHITECTURE](#), [ART DECO](#), [BOYD THEATER](#), [CENTER CITY](#), [CHESTNUT STREET](#), [FRIENDS OF THE BOYD](#), [HISTORIC PRESEVATION](#), [MOVIE PALACE](#), [REAL ESTATE](#), [SAMERIC THEATER](#)

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23



The Boyd has been closed for so long—10 years ago as of May 2nd—that some folks might wonder what all the fuss is about. The facade of the circa-1928 movie palace is modest rather than palatial, with dun-colored stonework that is downright mousy.

The Boyd's interior is what earns it a spot in the pantheon of Philadelphia's greatest Art Deco architecture, much of which we featured a couple weeks ago in [a story by Ben Leech](#) and [a photo essay by Laura Kicey](#). Plenty of original decoration remains intact, including the asbestos fire curtain and a series of murals depicting "The Triumph of the Modern Woman."

The closest the Boyd has come to being restored was in 2009, when developer Hal Wheeler put together a plan to build a luxury hotel on the property that would connect with a restored theater. But the project was slowed by the national financial crisis, and then fell apart when Wheeler died of a heart attack in early 2010. There were rumors something promising was in the works last fall, but whatever it was is no longer on the table, according to Friends of the Boyd's Howard B. Haas. There are "other possibilities," said Haas in an e-mail, but he declined to reveal any details.

2 Comments

1.  [Ethan Wallace](#)

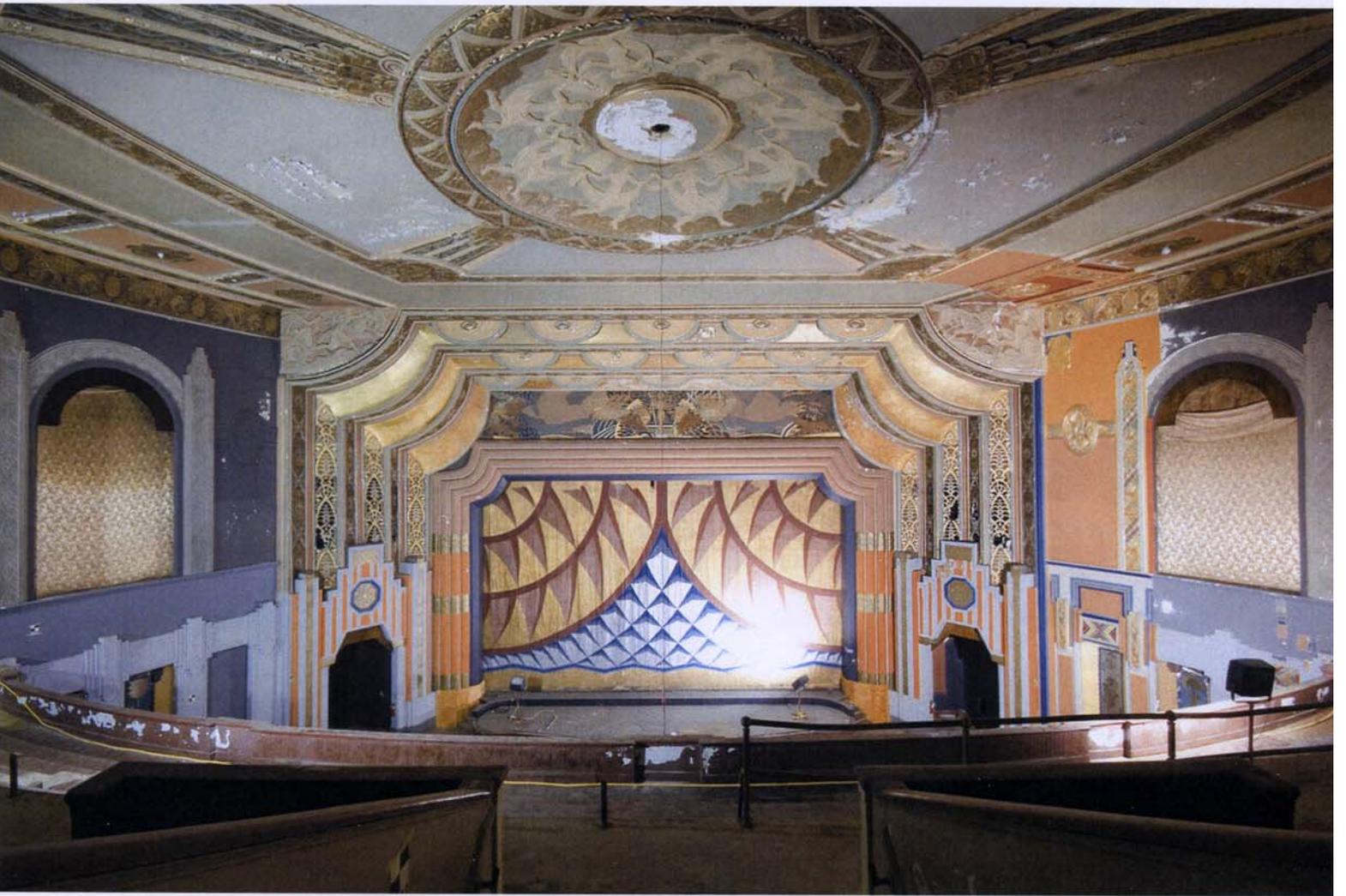


EXHIBIT C3

2013 Boyd Theatre photos from a flickr gallery

Taken March 2, 2013 (browser on linked photos reveals the date)

<http://www.flickr.com/photos/theneighborhoodwatch/sets/72157632985771790/with/8554037582/>

1st & 2nd PHOTOS

The auditorium is shown with the Fire Curtain with its original colors. To the right of the Side Exit (repainted in 1993 in peachy orange colors for the world premiere of the movie *Philadelphia*) is the 2006 Paint Mock Up where a section was repainted to its original colors.

3rd PHOTO

The photo shows the center part of the Mural that is over the stage's Proscenium and was painted by Alfred Tulk of The Rambusch Company, in 1928. Tulk later became a distinguished painter in his own right. His papers are in the Library of Congress.

"The proscenium arch is 50 feet wide and 30 feet high. Above it is a beautiful ultra-modern mural, which dedicates the theatre to the progress made by women in the history of the world. It depicts the defense of the Amazon Queen of Grecian legend against the forces of Asia on one side, with elephants, men, bows and arrows, and Africa on the other, with Egyptian scenes of warfare." Opening Day Program, p.25



3-2-13 Auditorium



3-12-13 Auditorium, Right



EXHIBIT D

Friends of the Boyd / Preservation Alliance for Greater Philadelphia
Diagrams of Alternate Possibilities for Reuse of the Boyd Theatre
1/16/2014

INTRODUCTION

The Friends of the Boyd believes that the Boyd Theatre has a vibrant future – a future in which not just the exterior reminds the public about the history of entertainment. We believe that the grand interior has a vibrant future as well. This belief is not based on a romantic attachment to the building, but it is based on extensive case study research of movie palaces across the country which have been renovated creatively to retain the aspects of the past we hold dearly, while adjusting to contemporary entertainment needs.

The attached diagrams illustrate an achievable future that preserves much of the Boyd while making compromises in order to ensure its feasible use as an entertainment venue. The basis of this proposal is one which preserves most of the auditorium and equipping it for IMAX projection. This proposal is based on the successful conversion of the famous Grauman's Chinese Theatre in Los Angeles, which reopened in September 2013, following renovations which provided the largest IMAX theatre in the world. We have spoken with the management and the architects for the theatre and are confident that a similar, although scaled-down, approach would work at the Boyd. Additionally, there is sufficient space for two stacked theatres to the west of the existing main auditorium. These theatres are similar in size to the larger theatres shown in the IPIC plans. The balcony of the auditorium could be subdivided into two smaller theatres, utilizing either the existing stepped floor, or adjusted to provide for the IPIC concept. This proposal thus provides for five theaters on the current property and the adjacent parking lot to the west that is already optioned.

Diagram 1 – Proposed Plans: Street Level and Lower Level (Basement)

Street Level

- The existing lobby sequence would be preserved.
- A new projection booth would be built at the rear of the orchestra level, where the previous booth, constructed for Cinerama, was located.
- A new elevator is situated near the intersection of the lobby building and the auditorium, to provide access to all levels.
- A new IPIC style theatre is provided west of the auditorium. It would be accessed through a corridor constructed between the Boyd and the Gap. The corridor would contain historical displays of the Boyd Theatre and Philadelphia's cinematic history.

Lower Level (Basement)

- The basement level will be expanded through excavation to provide a steeper floor for improved sightlines in the main auditorium. This provides additional space for other program elements.
- The lower level lobby, lounges, and restrooms will be restored.
- A new restaurant will be located off the existing lower level lobby

Diagram 2 – Proposed Plans: Mezzanine Level and Balcony Level

Mezzanine Level

- The existing offices at the second floor of the lobby building will be renovated as offices or a café.
- The grand staircase leading up to the mezzanine will be restored.
- The Mezzanine Promenade and its lounges and restrooms will be restored.
- Access is provided to a preserved section of the balcony (no seating), as well as access to the bottom of the subdivided balcony theatres.

Balcony Level

- A second IPIC style theatre is located at this level, stacked above the one at Street Level.
- A café is located at the west end of the new corridor.
- Much of the balcony is subdivided into two smaller theatres, accessed from the Mezzanine and Balcony levels.

Diagram 3 – Longitudinal Section through the Boyd (looking north)

This section is taken from the 2005 proposal by Clear Channel to renovate the Boyd Theatre for traveling Broadway style productions. This proposal also involved changing the rake of the orchestra level floor. We are not advocating for the stagehouse expansion in this proposal, although it does demonstrate an alternate use for the Boyd.

Diagram 4 – Longitudinal Section through the TCL Chinese Theatre

This section is the same scale as the section through the Boyd shown on Diagram 3. The Chinese Theatre is of comparable width to the Boyd, but has a much smaller balcony. The orchestra floor was demolished and reconstructed with a steeper profile to provide the viewing angles appropriate to IMAX projection systems. The IMAX projection booth in this case was constructed on the balcony. This installation has been noted as the world's largest. Interestingly, it actually exceeds the desirable projection throws and projection booth heights.

- The minimum height of an IMAX screen is 26' and the Chinese provides a 40' screen. The Boyd is currently 30', and could be increased in height as the floor is dropped.
- The ideal throw (projection length) for IMAX is between 60' and 80'– the Chinese is a 105' throw.

Diagram 5 – Longitudinal Section through the Boyd (looking north) with Chinese Comparison

This section shows the Chinese IMAX section overlaid onto the Boyd, with the top of the orchestra levels aligned. This shows that the IMAX projection booth could be installed at the bottom of the Boyd balcony. Unlike the Chinese Theatre, however, the Boyd has a massive balcony. Construction of a projection room at this level would detract from the interior character of the Boyd. We have spoken with the architects who designed and oversaw the reconfiguration of the Chinese for IMAX and they tell us that the projection booth at the Chinese is higher than the ideal location.

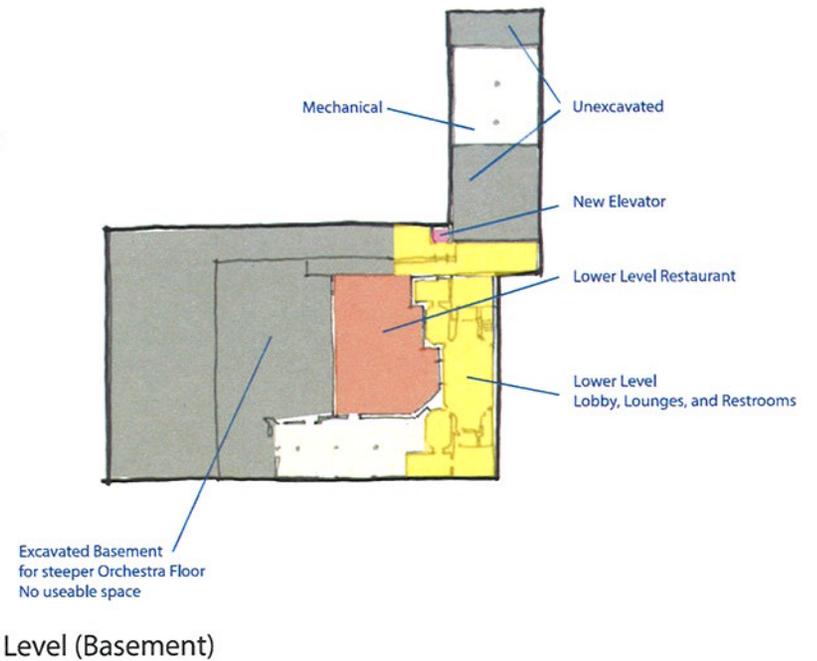
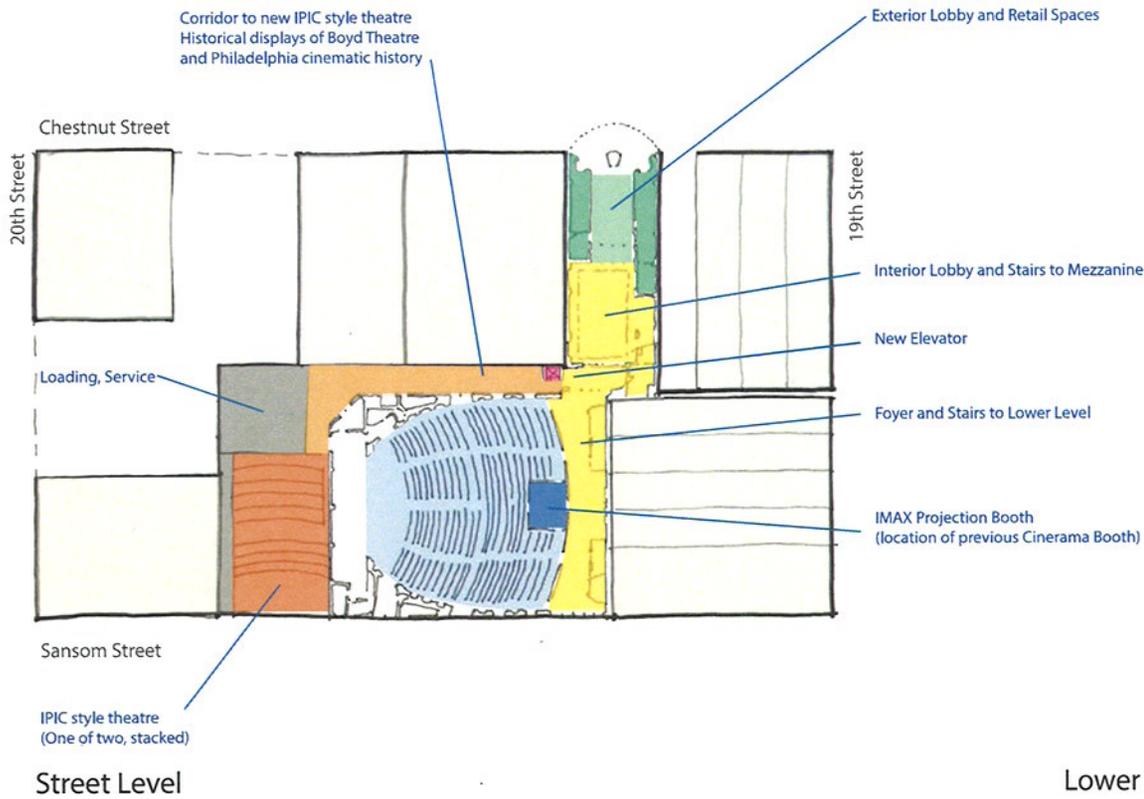
- The Boyd should be able to accommodate a 35' tall IMAX screen, provided the stage and floor are lowered as shown.
- The IMAX throw in the Boyd would be approximately 85'.

Diagram 6 - Longitudinal Section through the Boyd (looking north) – IMAX Proposal

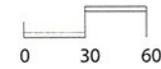
This section shows the location of the former Cinerama projection booth (in blue) that was built underneath the balcony in the 1950s. It was removed during Clear Channel's ownership of the Boyd. This location is ideal for IMAX projection. As indicated in the diagram, the floor of the Boyd would be demolished and reconfigured to provide better sightlines.

Diagram 7 - Longitudinal Section through the Boyd (looking north) – IMAX Proposal with subdivided balcony

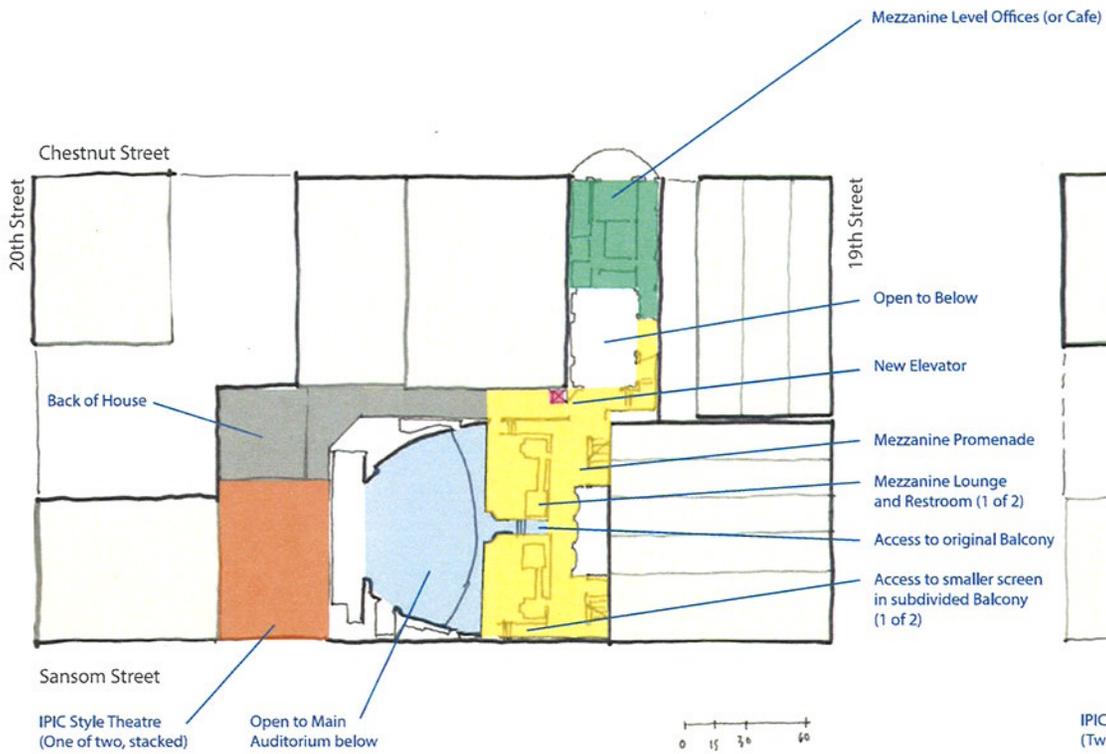
This section shows a proposal to install IMAX in the main auditorium and to subdivide the balcony as discussed above. We propose that a section of the balcony and seating be preserved, with the wall enclosing the smaller screens pushed back from the balcony edge. This will help preserve the feeling of the double height theatre. The original projection booth at the rear of the theatre can be used (we assume modifications will be needed) to project films for these smaller rooms. The section shows the existing stepped floor of the balcony, which would provide for quite a few more seats than the IPIC concept. Alternatively, the floor of the balcony could be modified for the IPIC seating concept. Further study is required (of course) to determine how to connect the mezzanine level with the top level access.



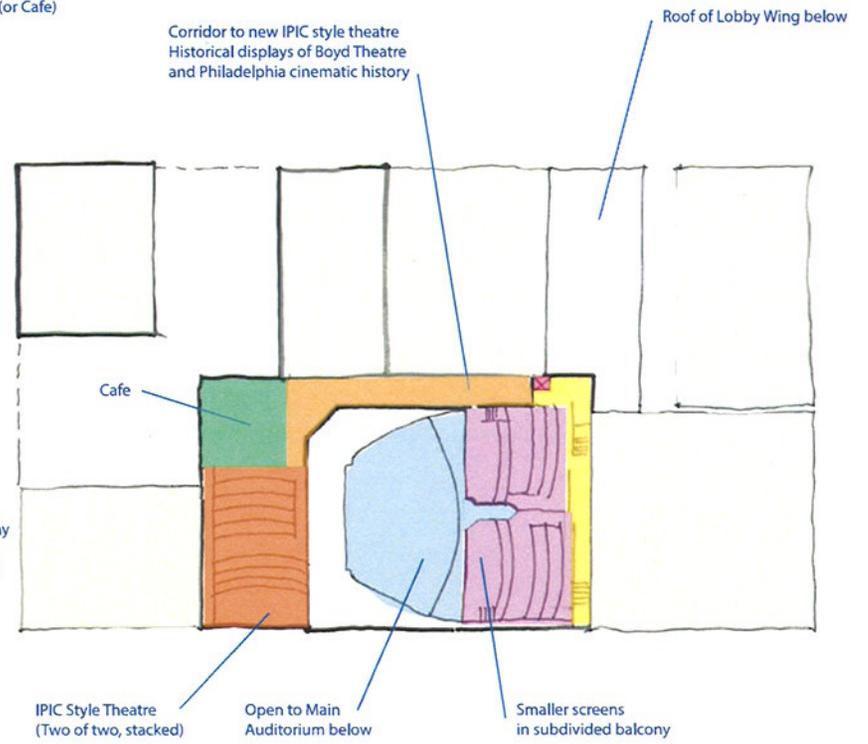
Boyd Theatre - Proposed Plans



Friends of the Boyd, Inc.
1/13/2014
1" = 60'-0"

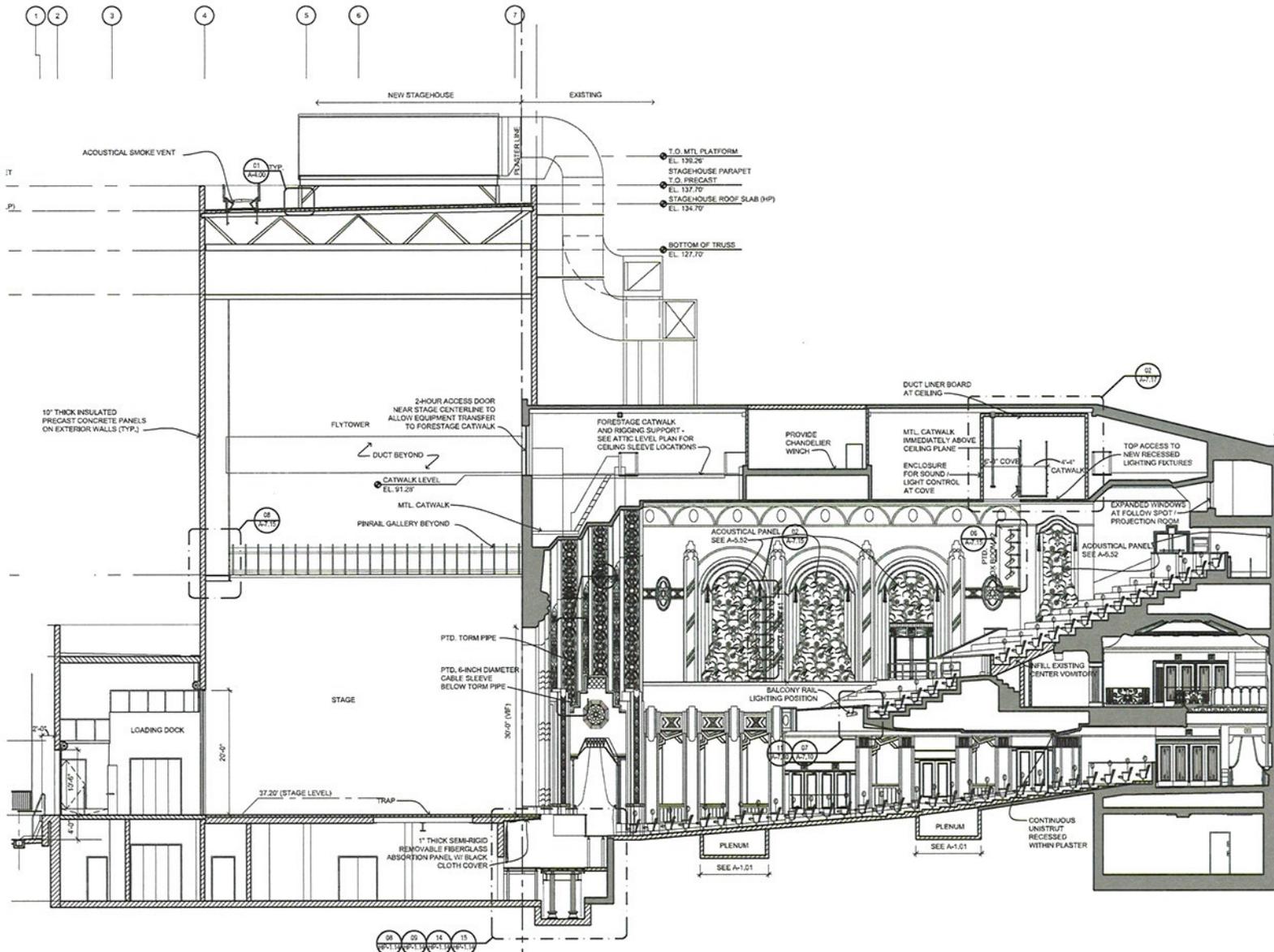


Mezzanine Level

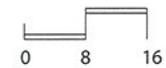


Balcony Level

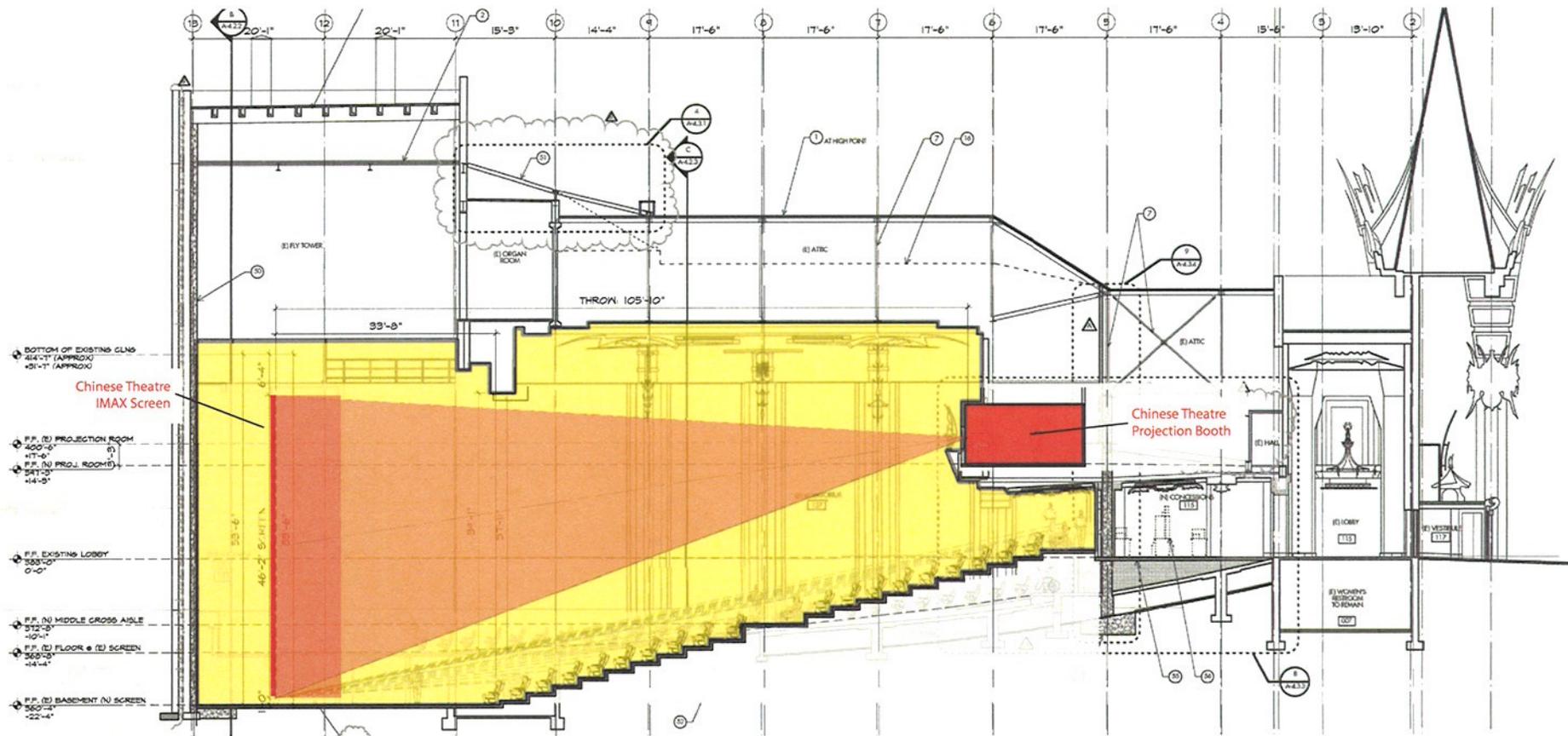
Boyd Theatre - Proposed Plans - Upper Levels



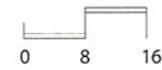
Longitudinal Section through Boyd Theatre (2005 Clear Channel Proposal)
 from drawing A-3.00, 11/05/2005 - Martinez & Johnson Architecture - Washington DC



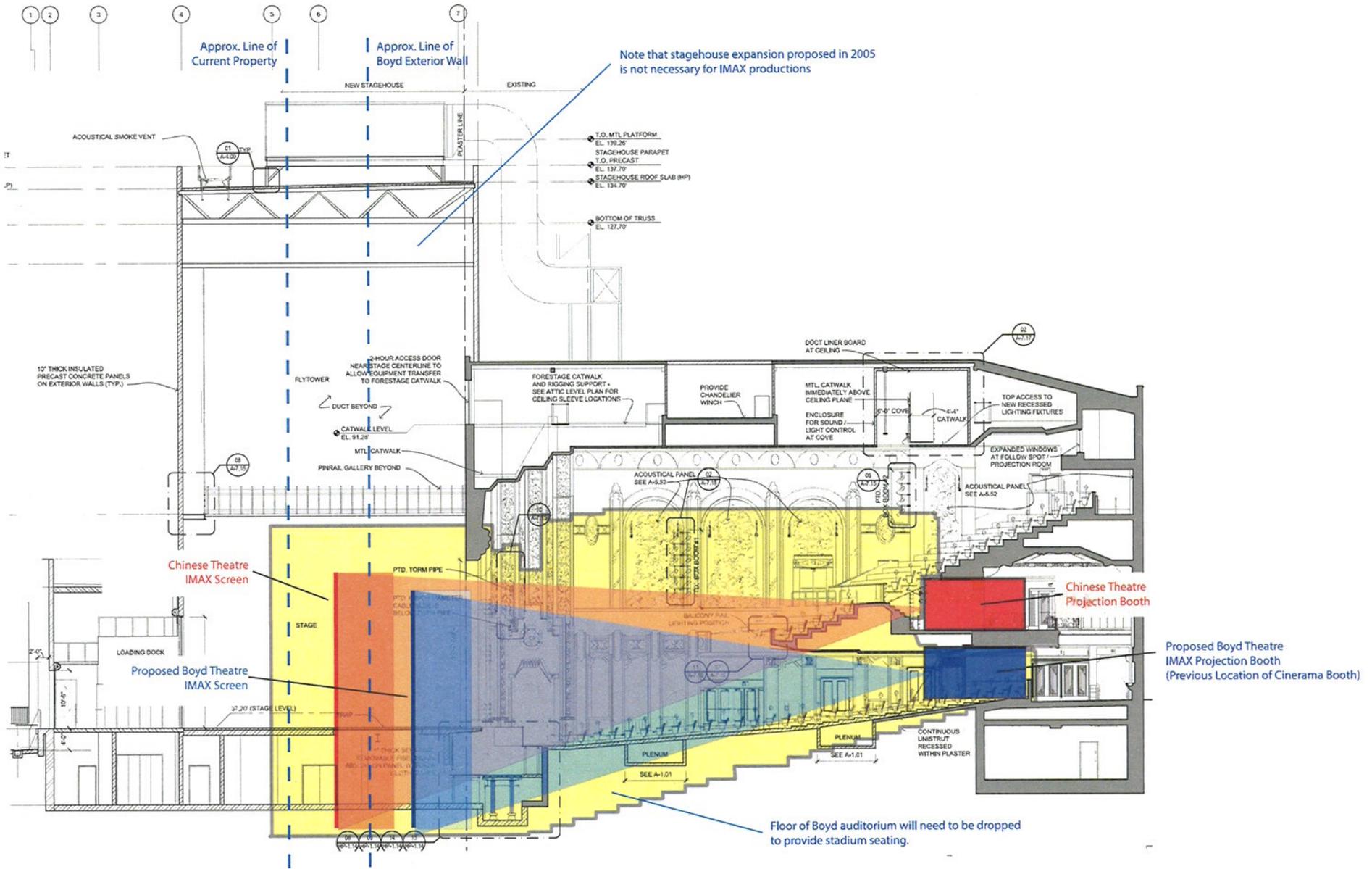
Friends of the Boyd, Inc.
 1/13/2014
 1/16" = 1'-0"



Longitudinal Section through TCL (Grauman's) Chinese Theatre, Los Angeles
 from drawing A.1.3, 11/29/2012 - BBA Architects - Laguna Beach, CA

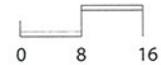


Friends of the Boyd, Inc.
 1/13/2014
 1/16" = 1'-0"



Longitudinal Section through Boyd Theatre - IMAX Proposal

from drawing A-3.00, 11/05/2005 - Martinez & Johnson Architecture - Washington DC



Friends of the Boyd, Inc.
1/13/2014
1/16" = 1'-0"

Boyd Theatre 1910 Chestnut St

HowardBHaas@aol.com

Sent: Wednesday, February 19, 2014 1:31 PM

To: Jon Farnham

Cc: caroline@preservationalliance.com; ben@preservationalliance.com

Jon Farnham, Ph.D.
Executive Director
Philadelphia Historical Commission

Dear Dr. Farnham:

As you know, Friends of the Boyd, Inc have opposed the hardship application filed by Live Nation and iPIC and I testified there are alternatives to the proposed demolition. Friends of the Boyd, Inc. have recently received a letter from a Philadelphia foundation approving a grant to Friends of the Boyd, Inc in the amount of four and a half million dollars, the sale price, for the purchase of the Boyd Theatre. The letter states the grant is Anonymous. Caroline Boyce, Executive Director of the Preservation Alliance, has seen the letter and will testify as to its authenticity. If we are allowed to acquire the Boyd Theatre, Friends of the Boyd, Inc. will not demolish the building. Friends of the Boyd, Inc. and the Preservation Alliance for Greater Philadelphia request that the Philadelphia Historical Commission deny the hardship application.

Howard B. Haas, Esq.
(volunteer) President, Friends of the Boyd, Inc.
215 546 8946 direct
cc: Caroline Boyce, Ben Leach, Preservation Alliance

TRANSMISSION VERIFICATION REPORT

TIME : 02/19/2014 13:15
NAME : HOWARD B HAAS ESQ
FAX : 2157311869
TEL : 2155468946
SER.# : 000E7J803987

DATE, TIME 02/19 13:15
FAX NO./NAME 18323837161
DURATION 00:00:31
PAGE(S) 01
RESULT OK
MODE STANDARD

Page 1 of 1

Subj: **Boyd Theatre**
Date: 2/19/2014 1:33:15 P.M. Eastern Standard Time
From: HowardBHaas@aol.com
To: JamesTucker@LiveNation.com
CC: caroline@preservationalliance.com, ben@preservationalliance.com

James Tucker
Vice President of Legal Affairs
Live Nation
By Email & Fax

832-383-7161

713-693-8695

Dear Mr. Tucker:

As the email to Dr. Farnham at the Philadelphia Historical Commission states, Friends of the Boyd, Inc. have received a grant for four and a million dollars to purchase the Boyd Theatre. In order to fulfil our mission of saving the Boyd Theatre, we have asked the Historical Commission to deny the hardship application, and we are informing you that Friends of the Boyd, Inc. would like to acquire the Boyd Theatre. As we understand that Neal Rodin or his company has a contract to buy the Boyd, we are contacting him also, asking him to waive his interest in acquiring the property. In the same spirit in which your predecessor company, Clear Channel, acquired the Boyd Theatre to restore it, Friends of the Boyd ask for the cooperation of all parties so that the Boyd Theatre will not face near total demolition.

Sincerely,

Howard B. Haas, Esq.
(volunteer) President, Friends of the Boyd, Inc.
215 546 8946

In a message dated 2/18/2014 1:43:41 P.M. Eastern Standard Time, HowardBHaas@aol.com writes:

As you know, Friends of the Boyd, Inc have opposed the hardship application filed by Live Nation and iPIC and I testified there are alternatives to the proposed demolition

Subj: **Boyd Theatre**
Date: 2/19/2014 1:33:15 P.M. Eastern Standard Time
From: HowardBHaas@aol.com
To: JamesTucker@LiveNation.com
CC: caroline@preservationalliance.com, ben@preservationalliance.com

James Tucker
Vice President of Legal Affairs
Live Nation
By Email & Fax

832-383-7161

713-693-8695

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(volunteer) President, Friends of the Boyd, Inc.
215 546 8946

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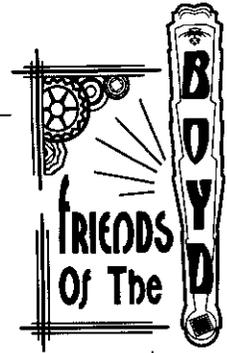
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Howard B. Haas, Esq.
(volunteer) President, Friends of the Boyd, Inc.
215 546 8946 direct
cc: Caroline Boyce, Ben Leach, Preservation Alliance

SUBMITTED AT CFH 2/27/2014

Friends of the Boyd, Inc.

P.O. Box 30629
Philadelphia, PA 19103
www.FriendsOfTheBoyd.org
215 731 0921



February 27, 2014

Hardship Committee
Philadelphia Historical Commission
Re: Boyd Theatre 1910 Chestnut

After the last hearing, Friends of the Boyd were thrilled that we have been able to offer to purchase the Boyd Theatre. I met in late December with a director of a local foundation. Until the news reports about IPIC's application to demolish the Boyd, he was not aware the Boyd was at threat and for sale. To us, that verified our testimony that Live Nation had not adequately marketed the property. After consideration of the matter, the foundation issued a February 12, 2014 letter commuting to Friends of the Boyd the 4.5 million dollar purchase price of the Boyd that is specified in point 47 of the application's Affidavit & was testified to last time. That grant is unconditional, except that it is only to be used for the purchase. The generous, civic minded foundation and its director is anonymous but Carole Boyce will testify that she met with him, heard the commitment, has seen the letter, and knows of the foundation. Caroline has proven her honesty & integrity in her statewide career, so her representation will make clear the funding commitment is rock solid.

Friends of the Boyd communicated to the Historical Commission that once we purchase the Boyd Theatre, we will not demolish it. We will maintain it and we will immediately improve its appearance on Chestnut Street. We are working quickly to obtain rehabilitation funding from foundations. Since the Boyd Theatre closed, we've always said that it should be fully restored and reused as a multipurpose entertainment venue with an occasional film program. The purchase funds are already committed. Once the rehabilitation funds are also provided, then the Boyd will operate in the black.

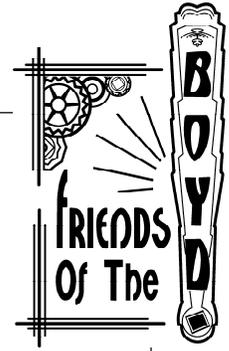
As you know, the duty of the Historical Commission is to safeguard historic buildings. Now that a purchaser has come forth to save the Boyd, you should deny the hardship application. To the neighbors here today, Friends of the Boyd are telling you that today is the beginning of the end of having the Boyd Theatre sit vacant and for sale. Friends of the Boyd will purchase the Boyd and we will maintain it so our last movie palace survives for future generations! And, beyond the legal standard that should be applied today, we will tell you that we will get those rehabilitation funds and we will reopen the Boyd for public enjoyment. Thank you.

Friends of the Boyd, Inc.

P.O. Box 30629
Philadelphia, PA 19103

www.FriendsOfTheBoyd.org

215.731.0921



March 6, 2014

Jonathan E. Farnham, PhD
Executive Director
Philadelphia Historical Commission
City Hall Room 576
Philadelphia, PA 19197

Re: 1910 Chestnut Street (Boyd Theatre)

**STATEMENT AND SUPPORTING DOCUMENTS OPPOSING THE APPLICATION OF
LIVE NATION WORLDWIDE, INC. AND iPIC GOLD CLASS ENTERTAINMENT, LLC**

KEY POINTS:

- Friends of the Boyd have funding for the purchase price of the Boyd Theatre so the applicant has not proven that a sale of the Boyd Theatre to preserve it is impractical
- Demolishing the Boyd's auditorium and grand lobby buildings to construct a new multiplex with the Boyd's facade in front is not historic preservation.
- Almost every US city has found a way to restore and reopen at least one downtown movie palace, often when theaters were closed far longer than the Boyd.
- Live Nation created the economic hardship by insisting, while attempting to sell the Boyd, that after a sale the Boyd could not be used for popular concerts. Concerts are one of the most frequent uses of movie palaces nationwide.
- If IPIC insists it needs the Boyd, Friends of the Boyd is submitting diagrams to show how the Boyd can be reused for movies without destroying the buildings.

Dear Philadelphia Historical Commission members:

Friends of the Boyd, Inc. opposes the application of Live Nation and iPic. Organized in 2002, the year the Boyd Theatre closed as a first-run movie theater, Friends of the Boyd is a nonprofit organization. We have publicly advocated for the full restoration of the Boyd, conducted tours of the Boyd, worked with successive developers, and for several years paid for overnight security outside to safeguard the Boyd. We have led a campaign that resulted in hundreds of emails being sent to the Philadelphia Historical Commission in opposition to iPic's plans.

The Boyd Theatre, opened in 1928 and, has hosted many movie premieres and appearances by Hollywood stars. The Boyd is Philadelphia's last surviving premiere movie palace. National and regional organizations such as the National Trust for Historic Preservation, The League of Historic American Theatres, Preservation Pennsylvania, the Preservation Alliance for Greater Philadelphia, and AIA Philadelphia have all highlighted the local and national significance of the building both as a spectacular individual historic resource and as an example of how preservation law should be structured and enforced.

iPic applied for permission to demolish the building that houses the Boyd's grand lobby, except for the facade and the outside lobby. iPic also seeks to destroy the building that houses the auditorium with its foyers and the lower lounge. **The Boyd's historic auditorium IS the theater** where movie premieres were held, where Hollywood stars were on stage. It could host great events in the future, and its loss would be forever! The Boyd's grand lobby was also an important space. From outside, the public can see the Boyd's lobby and auditorium wings. **Replacing the lobby and auditorium buildings of the Boyd with new movie theaters is not historic preservation.** In the 1970s, after Legionnaire's Disease, the Bellevue Stratford Hotel was threatened with demolition. Imagine if a new hotel had been built within the exterior walls of the Bellevue and the ornate lobby and grand ballroom had been lost. **Almost every major US city has a restored downtown movie palace** (see list at Exhibit A). Those cities have found ways to save their movie palaces, not just the facades.

THE APPLICATION SHOULD FAIL BECAUSE A PURCHASER HAS COME FORTH.

Friends of the Boyd informed the Historical Commission that we have been able to offer to purchase the Boyd Theatre. I met in late December with a director of a local foundation. Until the news reports about IPIC's application to demolish the Boyd, he was not aware the Boyd was at threat and for sale. To us, that verified our testimony that Live Nation had not adequately marketed the property. After consideration of the matter, **the foundation issued a February 12, 2014 letter committing to Friends of the Boyd, Inc. the 4.5 million dollar purchase price of the Boyd** that is specified in point 47 of the application's Affidavit. That grant is unconditional, except that it is only to be used for the purchase. The generous, civic minded foundation and its director is anonymous, but we will establish to the Historical Commission that the funding commitment is rock solid. The foundation and its directors have a history of supporting Philadelphia area culture and historic preservation and so wish to support the survival of our historic last movie palace.

Friends of the Boyd communicated to the Historical Commission that once we purchase the Boyd Theatre, we will not demolish it. (Exhibit E1) We conveyed our offer to the Boyd Theatre's owner, Live Nation, but Live Nation rejected the offer because it has a contract to sell the Boyd to developer Neal Rodin (Exhibit E2) who would in turn lease it to co-applicant iPIC. We will maintain the Boyd Theatre to be Code compliant and we will immediately improve its appearance on Chestnut Street.

Once a purchaser has come forth to purchase a historic building and maintain rather than demolish it, then it is not the concern of the Historic Commission to inquire or review as to "use" of the property. As long as the building is Code compliant, an owner of any building is

entitled to lock the doors, and is not required to “use” the property. That said, Friends of the Boyd have always stated that the Boyd should be a multipurpose entertainment venue with an occasional film program. Exhibit C contains a number of photos showing the Boyd as it has been and as it will be restored. We agree with the assertions that approximately thirty five million in hard construction costs would be needed for the Boyd to be fully restored, state of the art, and capable of hosting all kinds of popular entertainment that appear at ex-movie palaces nationwide. We believe that at least ten million could be obtained with a combination of federal historic tax credits (approximately \$6.3 million - 20% of 90% of the costs), New Market tax credits (for which we've inquired and been informed the Boyd is in the right census zone to qualify), and easement “donations.” That would leave twenty-five million or less in hard construction costs to obtain. Friends of the Boyd is working to obtain rehabilitation funding from foundations. We met with David Anderson of Ace Theatrical Group (“Ace”), as he was in charge of Clear Channel's theater division when it purchased the Boyd to restore and reopen it as a theater. Ace operates theaters nationwide and has been overseeing the well-publicized and acclaimed renovation of Brooklyn's long closed Kings Theatre. Ace is eager to manage the Boyd's renovation and be the theater operator and accommodate our community programs including an occasional film program. Ace operates their theaters “in the black” without subsidy, and have assured us that once the acquisition and rehabilitation funds are taken care of, the Boyd would operate similarly. (Exhibit E3) Our business plans for the theater's operation are confidential, not to be shared with competing theaters, and no disrespect meant, not subject to Historical Commission review because as stated, the requirements for financial hardship have not been met, as we have demonstrated that a sale that would result in the preservation of the building is practical.

REUSE OF THE BOYD AS A MULTIPURPOSE ENTERTAINMENT VENUE

Many former movie palaces nationwide have been reused for touring Broadway musicals. Clear Channel purchased the Boyd in 2005 with plans to fully fund a complete restoration so the theater could host touring Broadway musicals. One advantage of the Boyd was that it was built with 2450 seats. Clear Channel expected to reopen the Boyd with about 2350 seats. Expensive touring Broadway productions like “The Lion King” need more than 2000 seats to make a profit, but only one other Philadelphia theater has that many seats, the Academy of Music, but it cannot host very long runs of musicals because the Opera and the Ballet also must be accommodated. Other Center City Philadelphia theaters that are often “dark” such as the Forrest Theatre and the Merriam Theatre do not have 2000 seats.

Clear Channel proceeded with the Boyd's purchase and preliminary renovation work because that company expected to make a profit, without public subsidy. Unfortunately, in 2006, Clear Channel decided to exit the theater business. Clear Channel created the new independent company, Live Nation, to own the theaters including the Boyd. The independent consultants' report states the Boyd project became too expensive for Live Nation, but Live Nation put many theaters for sale, including the Boyd, because Live Nation chose to become a “live music” company rather than specializing in touring Broadway musicals.

Many US cities have more than one movie palace with more than 2000 seats to host touring Broadway musicals yet Philadelphia, the fifth largest US city, has only one - the Academy of Music. Looking to similar situations in comparable situations is quite helpful. In Boston, the

Wang Center, a nonprofit organization operating one former movie palace, was concerned with the prospect that another movie palace might reopen and compete for touring Broadway musicals. Yet in 2004, Clear Channel restored and reopened the Opera House, another movie palace which had been close since the 1970s. Instead of diminishing business for the Wang, the additional theater space has fulfilled demand and resulted in greater business for both theaters.

Many other kinds of shows and events could also be hosted at the Boyd including an occasional film program.

There are assertions that since the Boyd has not been reopened after having closed 12 years ago, that it would never reopen. **Two saviors did come forth during that time: Clear Channel, as discussed above, was pursuing a restoration until they divested their theaters; and Hal Wheeler, who pursued a restoration until his untimely death. Equally important is that many movie palaces nationwide were not in good shape and were closed longer than the Boyd, but were eventually saved.** A pertinent example is Baltimore's Hippodrome Theatre, which closed in 1990, but was restored and reopened 14 years later in 2004. I have listed some other examples.

PARTIAL LIST OF MOVIE PALACES REOPENED AFTER BEING CLOSED MORE THAN 10 YEARS:

- Loews Kings in Brooklyn, NY closed 1977, now being restored
- Opera House (its 1970s name) in Boston closed 1990, reopened in 2004
- Hippodrome in Baltimore closed 1990, reopened 2004
- Loews Paradise in Bronx, NY closed 1994, reopened 2005
- Fox in Tucson AZ closed 1974, reopened 2005
- Fox in Oakland CA closed 1984, reopened 2009
- California in San Jose closed 1973, reopened 2004
- Balboa in San Diego closed 1985, reopened 2008

There are assertions the Boyd Theatre is not viable because supposedly all movie palaces require public subsidy for renovations. However, there are former movie palaces nationwide that did not require public subsidy for their reuse. We have listed some of them.

PARTIAL LIST OF MOVIE PALACES WHOSE RESTORATION DID NOT REQUIRE PUBLIC SUBSIDY:

- The Wiltern in Los Angeles was restored by a developer, and now operated for concerts.
- The Orpheum in downtown Los Angeles, restored by its owner and used primarily for live shows.
- The United Artists in downtown Los Angeles, restored and reopened for various events this year in conjunction with the opening of a new hotel, the Ace, in the building that houses the theater.
- The Pantages in Hollywood, CA restored by Netherlanders Organization and used for touring Broadway musicals.
- The Warner in downtown Washington DC, restored by a developer and used for live

shows, and now also operated by Live Nation.

Since news broke that Friends of the Boyd have funding commitment to purchase the Boyd, additional developers and theater operators have contacted us, seeking to lease it, including with assurances they have the funds to renovate the Boyd once we purchase it. This adds to our assertions that the applicant did not sufficiently market the Boyd.

EVEN BEFORE OUR PURCHASE OFFER WAS AVAILABLE, THE APPLICATON DID NOT PROVE FINANCIAL HARDSHIP.

The applicant's Affidavit at Section 35 lists entities the Boyd was marketed to in 2008. However, **the marketing effort to sell the Boyd was insufficient.** An application filed in 2013 should not rely on marketing done five years earlier. Also, the list of entities did not include major theater operators like the Shubert Organization.

The co-applicant Live Nation precluded the Boyd from being reused for popular concerts aka “live music,” one of the common uses of former movie palaces nationwide including the Wiltern in Los Angeles, the Beacon in New York City, the Orpheum in Boston. Exhibit F of the hardship application is the owner's Invitation to Bid for the Boyd, with a “Seven year restriction that no portion of the Property may be used for the holding or presenting live entertainment music concerts.” Live Nation's restriction prevents competitors from bidding on the Boyd and, therefore, created any economic hardship that might exist. Furthermore, the application does not explain why Live Nation itself chose not to reopen the Boyd for live music.

IF IPIC REALLY WANTS TO PROCEED, THEY SHOULD REUSE THE EXISTING BOYD FOR MOVIES, NOT DESTROY IT.

In 1953, quite a few movie theaters closed after television arrived in most people's homes. However, the Boyd survived because, with an enormous new movie screen, new projection booths and reconfigured floor, it became a venue to show Cinerama movies. Cinerama was a “big screen” experience like IMAX is now. **Friends of the Boyd explanation and diagrams** (Exhibit D at the submission previously sent to the Historical Commission) **show how the existing Boyd could be reused for movies.** The auditorium could be equipped with an IMAX screen, two auditoriums can be placed in the balcony, and two more stacked auditoriums placed where the stagehouse expansion had been planned. This possibility was not addressed by the applicants in the original application. We revised our diagrams (Exhibit D) to clarify the “easement” issue that was asserted by applicant at the Hardship Committee meeting.

Having entertained millions of people since 1928, the Boyd is timeless. People will never be able to experience a real Philadelphia movie palace if all beyond the Boyd's front is destroyed to build a new multiplex. iPic can build a new multiplex elsewhere on a vacant lot.

Respectfully,

Howard B. Haas, Esq.
President, Friends of the Boyd, Inc.

EXHIBIT A

Restored, Reopened Historic Movie Palaces in US Downtowns (incomplete list) Links will take you to the theatre website

NORTHEAST

Boston:

- Wang (Metropolitan) - <http://www.citicenter.org/theatres/wang/>
- Majestic (Saxon) - <https://cutlermajestic.org/>
- Opera House (BF Keith) - <http://www.bostonoperahouseonline.com/>
- Paramount Theatre - <https://paramountboston.org/Online/default.asp>

Worcester:

- Hanover Theatre for the Performing Arts - <http://thehanovertheatre.org/>

Providence:

- Ocean State (Providence) - <http://www.ppacri.org/>

Albany:

- Palace – <http://palacealbany.com/>

Schenectady:

- Proctor's - <http://www.proctors.org/>

Syracuse:

- Landmark (Loew's State) - <http://www.landmarktheatre.org/>

Buffalo:

- Shea's Buffalo - <http://www.sheas.org/>

Jersey City:

- Loew's Jersey <http://www.loewsjersey.org/>
- Stanley (church)

Rahway:

- Union County Performing Arts Center – <http://ucpac.org/>

Utica:

- Stanley - <http://www.thestanley.org/>

Red Bank:

- Count Basie – <http://www.countbasietheatre.org/>

Erie:

- Warner - http://www.erieevents.com/about/warner_theatre.htm

Pittsburgh:

- Heinz Hall (Loew's Penn) - <http://www.pittsburghsymphony.org/venues/heinz-hall>
- Benedum (Stanley) - <http://www.trustarts.org/>
- Byham (Gayety) - <http://www.trustarts.org/>

York:

- Strand-Capitol – <http://www.mystrandcapitol.org/>

Baltimore:

- Hippodrome - <http://www.france-merrickpac.com/home.html>

Washington DC:

- Warner - <http://warnertheatreDC.com/>

SOUTH

Durham:

- Carolina - <http://www.carolinatheatre.org/>

Greensboro:

- Carolina - <http://www.carolinatheatre.com/>

Charlottesville:

- Paramount - <http://www.theparamount.net/>

Richmond:

- Carpenter (Loew's) - <http://www.richmondcenterstage.com/>

Louisville:

- Palace - <http://louisvillepalace.com/>

Knoxville:

- Tennessee - <http://www.tennesseetheatre.com/>

Memphis:

- Orpheum - <http://www.orpheum-memphis.com/>

Abilene:

- Paramount - <http://www.paramount-abilene.org/>

Austin:

- Paramount - <http://www.austintheatre.org/>

Dallas:

- Majestic - <http://www.dallasculture.org/majestictheatre/index.asp>

San Antonio:

- Majestic - <http://www.majesticempire.com/>
- Empire - <http://www.majesticempire.com/>
- Aztec - <http://www.theaztectheatre.com/>

Texarkana:

- Perot - <http://www.trahc.org/>

New Orleans:

- Saenger - <http://www.saengernola.com/>
- Loew's State (unrestored)

Shreveport:

- Strand - <http://www.thestrandtheatre.com/>

Atlanta:

- Fox - <http://www.foxtheatre.org/>

Jacksonville:

- Florida - <http://www.floridatheatre.com/>

Tampa:

- Tampa - <http://www.tampatheatre.org/>

Miami:

- Gusman (Olympia) - <http://www.gusmancenter.org/>

Birmingham:

- Alabama - <http://www.alabamatheatre.com/>

MIDWEST

Akron:

- Civic - <http://www.akroncivic.com/site/page.php?id=420>

Cleveland:

- Palace - <http://www.playhousesquare.org/default.asp?playhousesquare=62&urlkeyword=theaters%20&objId=5>
- Hanna - <http://www.playhousesquare.org/default.asp?playhousesquare=62&urlkeyword=theaters&objId=2>
- State - <http://www.playhousesquare.org/default.asp?playhousesquare=62&urlkeyword=theaters&objId=4>
- Allen - <http://www.playhousesquare.org/default.asp?playhousesquare=62&urlkeyword=theaters&objId=1>
- Ohio - <http://www.playhousesquare.org/default.asp?playhousesquare=62&urlkeyword=theaters&objId=3>

Columbus:

- Ohio - <http://www.capa.com/venues/ohio-theatre>
- Palace - <http://www.capa.com/venues/palace-theatre>
- Southern - <http://www.capa.com/venues/southern-theatre>

Indianapolis:

- Indiana - <http://www.irtlive.com/>
- Circle - <http://www.hilbertcircletheatreindy.org/>

Fort Wayne:

- Embassy - <http://www.fwembassytheatre.org/>

St. Louis:

- Fox - <http://www.fabulousfox.com/>
- Powell (St.Louis) - <http://www.stlsymphony.org/>

Kansas City:

- Midland - <http://www.midlandkc.com/>

Omaha:

- Orpheum - <http://www.omahaperformingarts.org/orpheum/default.aspx>
- Rose (Paramount) - <http://www.rosetheater.org/>

Minneapolis:

- Orpheum - <http://www.hennepintheatretrust.org/our-theatres/orpheum-theatre>
- State - <http://www.hennepintheatretrust.org/our-theatres/state-theatre>
- Pantages - <http://www.hennepintheatretrust.org/our-theatres/pantages-theatre>

Chicago:

- Chicago - <http://www.thechicagotheatre.com/>
- Oriental - http://www.broadwayinchicago.com/specialevents_ford.php
- Palace - http://www.broadwayinchicago.com/theatreinfo_history.php#cadillac

Rockford:

- Coronado - <http://www.coronadopac.org/>

Wichita:

- Orpheum – <http://www.wichitaorpheus.com/>

Ann Arbor:

- Michigan - <http://www.michtheater.org/>

Detroit:

- Fox - <http://www.olympiaentertainment.com/>
- State - <http://thefillmoredetroit.com/venue-information>
- Opera House (Capitol) - <http://www.michiganopera.org/>

Milwaukee:

- Pabst - <http://www.pabsttheater.org/>

WEST

Seattle:

- Paramount - <http://www.stgpresents.org/paramount>
- Fifth Ave - <https://www.5thavenue.org/>

Portland:

- Arlene Schnitzer (Paramount) - <http://www.portland5.com/arlene-schnitzer-concert-hall>

Salem:

- Elsinore - <http://www.elsinoretheatre.com/>

Spokane:

- Fox – <http://www.foxtheaterspokane.com/>

Santa Barbara:

- Granada - <http://www.granadasb.org/>

San Francisco:

Orpheum - <https://www.shnsf.com/Online/shnorpheum>

- Geary - <http://www.act-sf.org/home.html>
- Warfield - <http://www.thewarfieldtheatre.com/>
- Golden Gate - <https://www.shnsf.com/Online/shngoldengate>

Oakland:

- Paramount - <http://www.paramounttheatre.com/>
- Fox Oakland - <http://www.thefoxoakland.com/>

Riverside:

- Fox Riverside - <http://www.riversidefoxfoundation.org/>

San Jose:

- California - <http://sanjosetheaters.org/theaters/california-theatre/>

Hollywood:

- Chinese - <http://www.tclchinesetheatres.com/>
- El Capitan - <http://elcapitan.go.com/>
- Pantages - <http://www.broadwayla.org/index.asp>
- Egyptian - <http://www.americancinematheque.com/indexegyptian.html>

Los Angeles:

- Orpheum - <http://www.laorpheum.com/>
- United Artists - <http://lahtf.org/theatres-united-artists.html>

San Diego:

- Fox (Copley) - <http://www.sandiegosymphony.org/copleysymphonyhall/>
- Balboa - <http://www.sandiegotheatres.org/>
- Spreckels - <http://www.spreckels.net/>

Visalia:

- Fox - <http://www.foxvisalia.org/>

Phoenix:

- Orpheum - <http://www.phoenixconventioncenter.com/>

Denver:

- Paramount - <http://www.paramountdenver.com/>

Salt Lake:

- Capitol - <http://saltlakecity.broadway.com/venues/theaters/capitol-theatre/>

Albuquerque:

- Kimo - <http://www.cabq.gov/culturalservices/kimo>

Tucson:

- Fox - <http://www.foxtucsontheatre.org/>
- Rialto - <http://www.rialtotheatre.com/>

Honolulu:

- Hawaii - <http://www.hawaiitheatre.com/>

EXHIBIT B

BOYD THEATRE HISTORY

<http://cinematreasures.org/theaters/1209>

(Boyd at cinematreasures.org)

Opened on Christmas Day, 1928, the Boyd Theatre, recently known as the Sameric Theatre, was the last operating movie palace in downtown Philadelphia until it closed in 2002.

The Boyd Theatre was built for Alexander R. Boyd and designed by Philadelphia theatre architects Hoffman-Henon. Since acclaimed as an 'Art Deco masterpiece', the Boyd Theatre had a towering vertical sign that advertised the theatre a mile away, an outdoor retail promenade, an ornate ticket booth, and a huge colorful window with Art Deco style motifs. The grand lobby is lined with huge etched glass mirrors and had a floor area carpeted, which was imported from Czechoslovakia. The three level foyer has dazzling colorful mirrors two stories high. Equipped with an orchestra pit, a pipe organ, and a stage house, the auditorium had 2,450 seats (including one balcony) and perfect sightlines. The Opening Day program dedicated the Boyd Theatre to the theme of 'The Triumph of the modern woman' which was depicted in the proscenium mural by famed artist Alfred Tulk of the Rambusch Company.

Shortly after opening, Boyd sold the theatre to Warner Bros., which also purchased the Stanley Co. Most of downtown Philadelphia's movie theatres were then operated under the Stanley Warner banner.

Although the theatre has clearly seen better days, the Art Deco style movie palace stands as a reminder of what once was. Warner Brothers musicals shown included in 1929, "On With the Show" and "Show of Shows" and in 1931, "Hold Everything". Many classic films had their exclusive first runs here, including in 1937, "The Life of Emile Zola" and "The Good Earth", in 1939 "The Wizard of Oz" and in 1940 "Gone with the Wind". The world premiere of "Kitty Foyle" was hosted on December 27, 1940. "The Philadelphia Story" was shown in 1941 at the same time that the stage play, also starring Katherine Hepburn, was at the Forrest Theatre, less than a mile away. "Mildred Pierce" was presented in 1945. With his co-star Kathryn Grayson, Philadelphia opera singer Mario Lanza appeared on stage at the world premiere of his first movie, "That Midnight Kiss" on August 29, 1949. "The Great Caruso", "Alice in Wonderland", "A Place in the Sun" and "A Streetcar Named Desire" were among the movies shown in 1951. "The Greatest Show on Earth" and "High Noon" (with Grace Kelly appearing in person on opening night) were featured in 1952. "Walt Disney's "Peter Pan" was on the big screen in early-1953.

In 1953, due to antitrust laws, Stanley Warner Theatres were relinquished by the Hollywood studio and became RKO Stanley Warner Theatres, and that year local architect William Howard Lee oversaw renovations at the Boyd Theatre that included a new curved marquee, new ticket booth, and a huge movie screen. The Boyd Theatre had hugely successful sold out in advance runs as Philadelphia's only venue for all the 3-strip Cinerama movies, starting October 6, 1953 with "This is Cinerama" (which was shown for more than one year, to an estimated three quarters of a million people) and concluding with a 39 week run of "How the West Was Won" in 1963. The Boyd Theatre hosted many of Philadelphia's first run 70mm Roadshows including "Ben Hur" (with Charlton Heston appearing in person to promote the film, 1959), "Judgment at Nuremberg"(1961), "Becket"(1964) and "Doctor Zhivago"(1965). With stars Fred MacMurray, John Davidson, Hermione Baddeley, and Joyce Bulifant appearing in person, the Philadelphia premiere of "The Happiest Millionaire" was held on October 20, 1967 at the Boyd Theatre.

In 1971, the Boyd Theatre was sold to the Sameric Corporation, which renamed the theatre the Sam Eric Theatre, refurbished and reopened with "Fiddler on the Roof". 'Sam Eric' became combined as SamEric. At midnight on May 23, 1973, the SamEric Theatre hosted the world premiere of "Battle For the Planet of the Apes", the fifth movie of the franchise. In the 1980's, the Sameric Corporation added three smaller auditoriums to land west of the theatre (as of 2007, those auditoriums were converted to retail space) and the theatre became known as the Sameric 4. The world premiere of "Rocky III" was held at the Sameric on May 24, 1982. In 1988, the Sameric Corporation sold the Boyd Theatre along with their other theaters to the United Artists Circuit. In 1998, local developers, the Goldenberg Group, purchased the Boyd Theatre from United Artists.

The world premiere of the Academy Award winning movie "Philadelphia" was hosted at the movie palace in 1993 with Tom Hanks, Denzel Washington, and director Jonathan Demme appearing in person.

First run films continued until United Artists' departed from the theater on May 2, 2002, which was followed by the owner Goldenberg obtaining a demolition permit. In June, 2002, concerned citizens organised the Committee to Save the Sameric, and later that year, incorporated the nonprofit organization, Friends of the Boyd, Inc.

In 2005, Clear Channel, Inc. purchased the Boyd Theatre and began preliminary work towards restoration for use as a legit theatre with a film program. Clear Channel's theatre's became an independent company called Live Nation, and in 2006, work ceased. In 2008, Philadelphia developer Hall Wheeler announced plans to acquire, restore and reopen the Boyd, but before he could do so, he died in 2010. The Friends of the Boyd is currently trying to raise money and public awareness to save the last remaining movie palace in downtown Philadelphia.

The Boyd Theatre is pictured in books including 'Philadelphia Theaters, A Pictorial Architectural History' (author Irvin R. Glazer, publisher Dover, 1994), 'Popcorn Palaces, the Art Deco Movie Theatre Paintings of Davis Cone' (authors Dennis D. Kinerk & Dennis W. Wilhelm, publisher Harry N. Abrams, Inc. 2001), 'The History of Japanese Photography' (publisher The Museum of Fine Arts 2003, with 1978 black and white photo by Sugimoto Hiroshi of the auditorium), 'Philadelphia Architecture' (author Tom Nickels, publisher Arcadia, 2005, with a photo of the 1952 Boyd exterior), 'Silent Movies: The Birth of Film and the Triumph of Movie Culture' (author Peter Kobel, publisher, The Library of Congress, 2007, with a pre-construction watercolor rendering of the Boyd auditorium), 'Philadelphia's Rittenhouse Square' (authors Robert Morris Skaler and Thomas Keels, publisher Arcadia, 2008, with a photo of the 1928 Boyd exterior) and "Movie Roadshows, A History and Filmography of Reserved-Seat Limited Showings 1911-1973" (author Kim R. Holston, publisher McFarland & Company, Inc. 2013, with the book's front cover being a photograph of 1959 Boyd exterior).

In July 2002, a statewide organization, Preservation Pennsylvania designated the Boyd Theatre as one of Pennsylvania's ten most endangered historic properties. In March, 2008, the Preservation Alliance for Greater Philadelphia listed the Boyd Theatre in its Fifth Annual Endangered Properties List.

In May, 2008, the National Trust for Historic Preservation named the Boyd Theatre to its 2008 List of America's 11 Most Endangered Historic Places. In August 2008, the Boyd Theatre was included on the Philadelphia Register of Historic Places.

EXHIBIT C

Saving Center City Philadelphia's Last Movie Palace

Presented by
Friends Of The Boyd

Web: <http://friendsoftheboyd.org>

Facebook: Friends Of The Boyd

January 2014



Chestnut Street Façade

Courtesy of The Irvin R. Glazer Collection, The Athenaeum of Philadelphia

Friends of the Boyd

Committee to Save the Sameric



Chestnut Street Lobby

Courtesy of The Irvin R. Glazer Collection, The Athenaeum of Philadelphia

Friends of the Boyd

Committee to Save the Sameric



Lobby Mirror

Photo by Rob Bender

Friends of the Boyd

Committee to Save the Sameric



Foyer

Courtesy of The Irvin R. Glazer Collection, The Athenaeum of Philadelphia

Friends of the Boyd

Committee to Save the Sameric

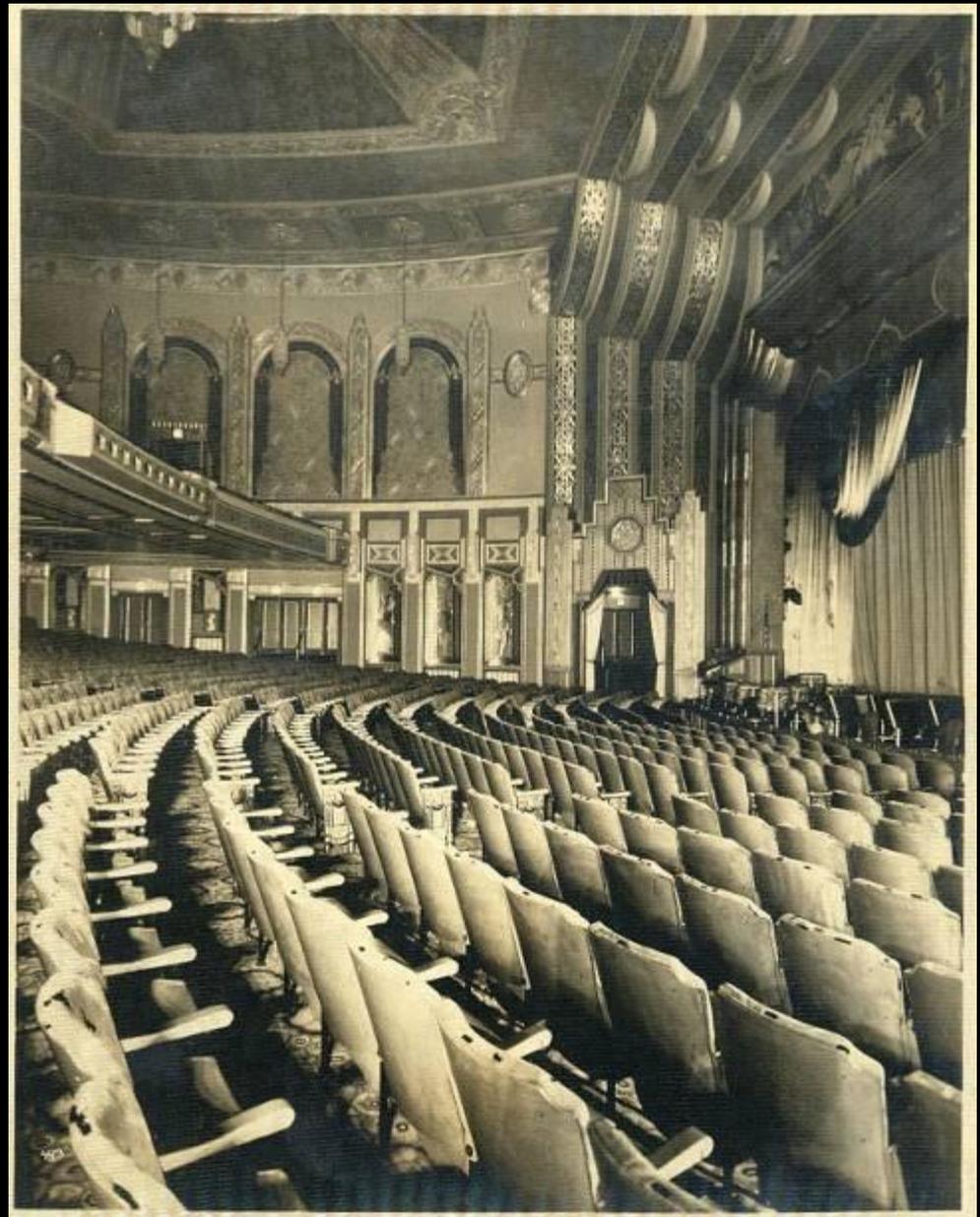


Foyer Mirror
Photo by Shawn Evans

Friends of the Boyd
Committee to Save the Sameric

The Boyd

- 1928 - ????
- 19th & Chestnut
- Hoffman-Henon Co., Architects
- 2,450 seats
- Of 559 theatres built in Philadelphia since 1720, 55 remain.
- Of Center City's 10 movie palaces, only the Boyd remains.

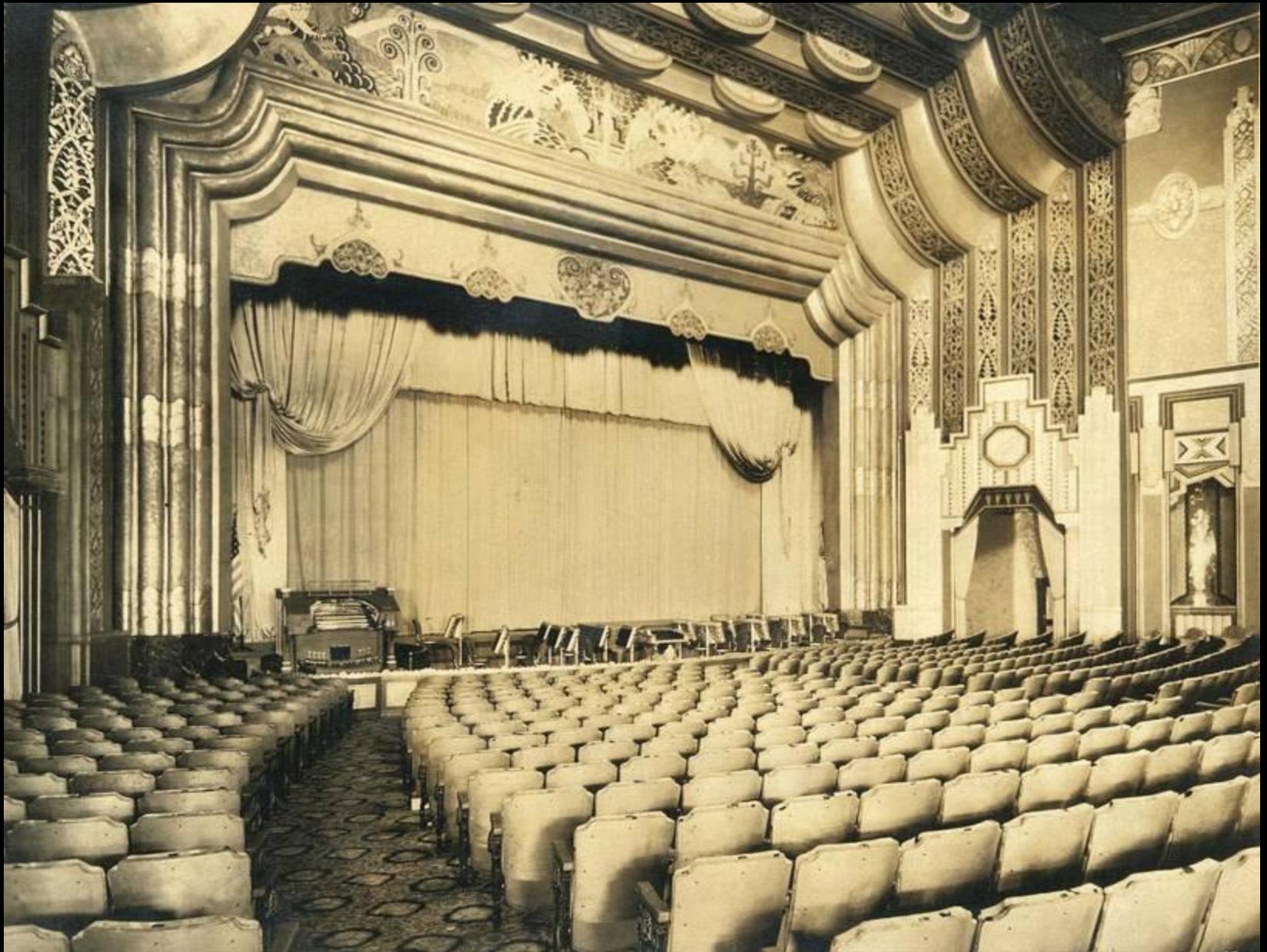


The Last Center City Movie Palace

Photos courtesy of The Irvin R. Glazer Collection, The Athenaeum of Philadelphia

Friends of the Boyd

Committee to Save the Sameric

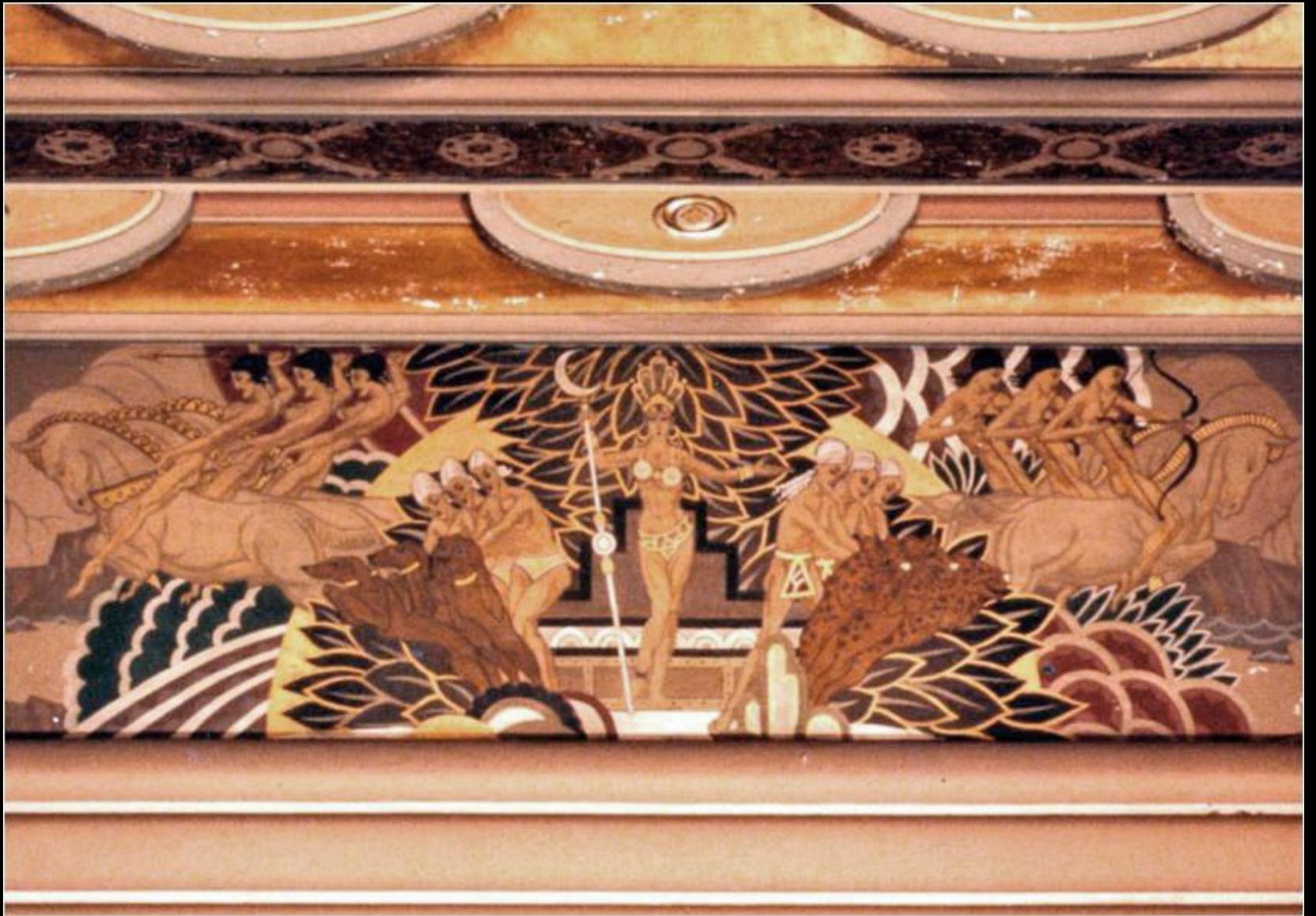


Auditorium

Courtesy of The Irvin R. Glazer Collection, The Athenaeum of Philadelphia

Friends of the Boyd

Committee to Save the Sameric



***Proscenium Detail – “The Triumph of Women”
Alfred Tulk, Rambusch Co.***

Friends of the Boyd
Committee to Save the Sameric



Auditorium

Courtesy of The Irvin R. Glazer Collection, The Athenaeum of Philadelphia

Friends of the Boyd

Committee to Save the Sameric



"This is Cinerama" - 1953

Courtesy of The Philadelphia Free Library

Friends of the Boyd

Committee to Save the Sameric



Cinerama Screen Installation – 1953

Friends of the Boyd
Committee to Save the Sameric

Boyd Restoration Work

This section of the Boyd auditorium was repainted in the Boyd's original, dazzling paint colors after "paint windows" revealed the vibrant 1928 Art Deco colors and patterns.



Restored - 2006

Courtesy of Friends of the Boyd

Friends of the Boyd

Committee to Save the Sameric



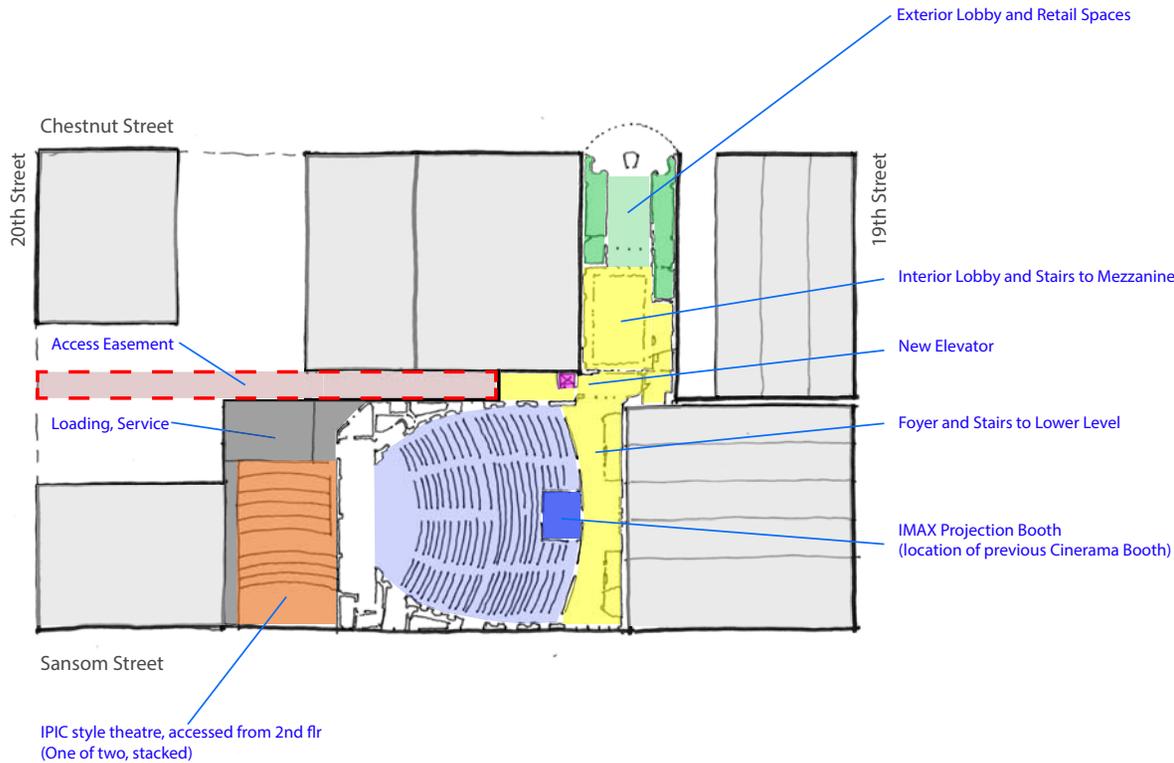
The Fabulous 1928 Fire Curtain (To the Right, Paint Mock-Up)

Courtesy of Matt Lambros, © 2011

Friends of the Boyd

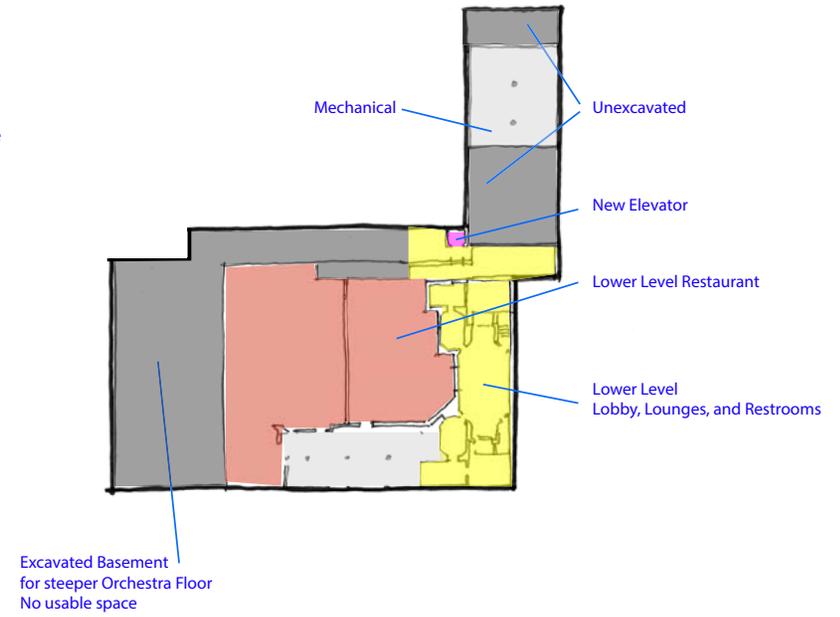
Committee to Save the Sameric

EXHIBIT D



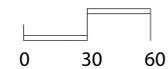
Street Level

EXPLANATION OF CHANGES FROM EARLIER SUBMISSION:
 We have reviewed the easement documentation and revised the conceptual design to allow for unimpeded access in the easement area, allowing for loading and pedestrian access to the adjacent properties on Chestnut Street. The proposed new auditorium to the west of the stagehouse would be accessed from the Mezzanine Level instead of the Street Level. This 2nd floor corridor would be constructed over the access easement, which could either be enclosed and conditioned, or left open to the parking lot to the west (in which case it would be secured with a fence).

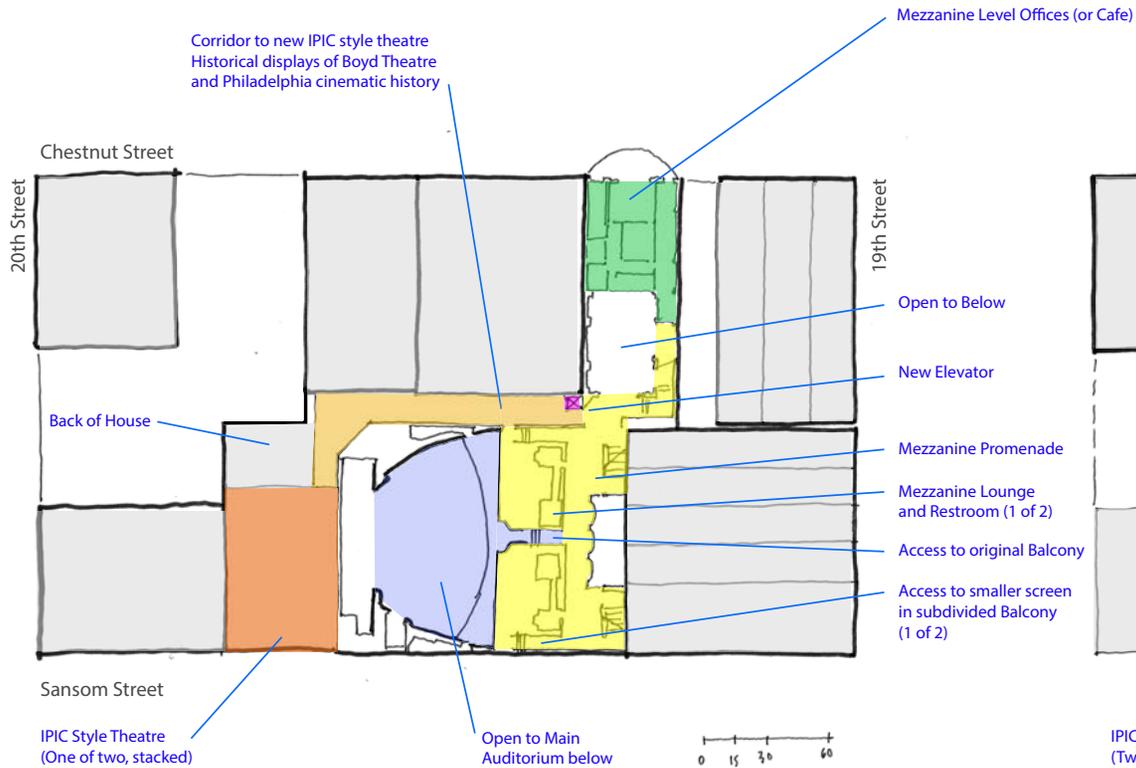


Lower Level (Basement)

Boyd Theatre - Proposed Plans

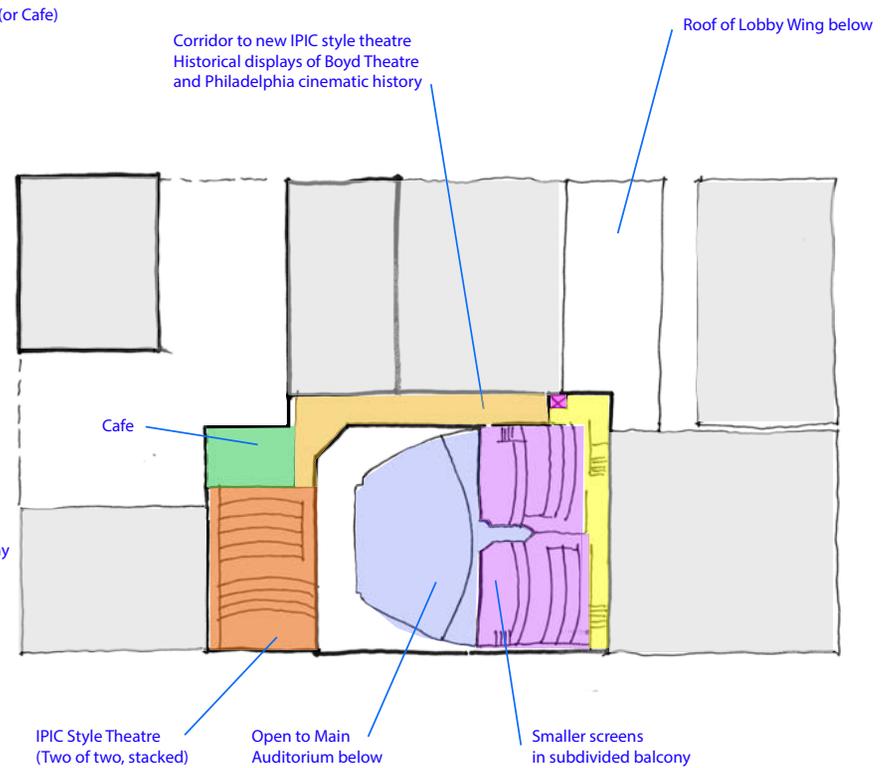


Friends of the Boyd, Inc.
 3/3/2014
 1" = 60'-0"



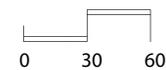
Mezzanine Level

EXPLANATION OF CHANGES FROM EARLIER SUBMISSION:
 We have reviewed the easement documentation and revised the conceptual design to allow for unimpeded access in the easement area, allowing for loading and pedestrian access to the adjacent properties on Chestnut Street. The proposed new auditorium to the west of the stagehouse would be accessed from the Mezzanine Level instead of the Street Level. This 2nd floor corridor would be constructed over the access easement, which could either be enclosed and conditioned, or left open to the parking lot to the west (in which case it would be secured with a fence).



Balcony Level

Boyd Theatre - Proposed Plans - Upper Levels



Friends of the Boyd, Inc.
 3/3/2014
 1" = 60'-0"

EXHIBIT E1

Subj: **Boyd Theatre 1910 Chestnut St**
Date: 2/19/2014 1:31:32 P.M. Eastern Standard Time
From: HowardBHaas@aol.com
To: Jon.Farnham@phila.gov
CC: caroline@preservationalliance.com, ben@preservationalliance.com

Jon Farnham, Ph.D.
Executive Director
Philadelphia Historical Commission

Dear Dr. Farnham:

As you know, Friends of the Boyd, Inc have opposed the hardship application filed by Live Nation and iPIC and I testified there are alternatives to the proposed demolition. Friends of the Boyd, Inc. have recently received a letter from a Philadelphia foundation approving a grant to Friends of the Boyd, Inc in the amount of four and a half million dollars, the sale price, for the purchase of the Boyd Theatre. The letter states the grant is Anonymous. Caroline Boyce, Executive Director of the Preservation Alliance, has seen the letter and will testify as to its authenticity. If we are allowed to acquire the Boyd Theatre, Friends of the Boyd, Inc. will not demolish the building. Friends of the Boyd, Inc. and the Preservation Alliance for Greater Philadelphia request that the Philadelphia Historical Commission deny the hardship application.

Howard B. Haas, Esq.
(volunteer) President, Friends of the Boyd, Inc.
215 546 8946 direct
cc: Caroline Boyce, Ben Leach, Preservation Alliance

EXHIBIT E2

Subj: **RE: Boyd Theatre**
Date: 2/27/2014 12:06:26 P.M. Eastern Standard Time
From: JamesTucker@LiveNation.com
To: HowardBHaas@aol.com
CC: caroline@preservationalliance.com, ben@preservationalliance.com

Thank you for your e-mail and inquiry about purchasing the Boyd Theater for \$4.5M. As you know, we are under contract to sell the Boyd to Mr. Rodin's group and we intend to honor our contract with Mr. Rodin. Therefore, we reject your offer to purchase the Boyd.

Once again, thank you for your interest in the Boyd.

James Tucker

Senior Vice President of Legal Affairs
North American Concerts
(: 713.693.2738 dl / 713.693.8695 fx
8: JamesTucker@LIVENATION.com
*: 2000 West Loop South - 13th Floor|Houston, TX|77027
www.LiveNation.com

It is understood that this e-mail and any documents transmitted herein do not constitute an offer or a binding agreement. All costs incurred by either party prior to the full execution of a document, whether for the purchase or merchandise, fees for architects, engineers, contractors, attorneys or otherwise shall be at the sole risk and expense of the party incurring such costs. No binding agreement will exist until an acceptable document has been executed by both parties. Only an officer of the Company can bind the Company.

The information contained in and transmitted by this e-mail is privileged and confidential information and is intended only for use by the individual and entity named above. If the reader of this e-mail is not the intended recipient, or the employee or agent responsible to deliver this e-mail to the intended recipient, you are hereby advised that any dissemination, distribution, copying or retention of this e-mail and transmitted items is strictly prohibited. If you have received this e-mail in error, please immediately notify the sender and return this e-mail to the above address. Thank you for your assistance.

From: HowardBHaas@aol.com [mailto:HowardBHaas@aol.com]
Sent: Wednesday, February 19, 2014 12:33 PM
To: James Tucker
Cc: caroline@preservationalliance.com; ben@preservationalliance.com
Subject: Boyd Theatre

James Tucker
Vice President of Legal Affairs
Live Nation
By Email & Fax

Dear Mr. Tucker:

As the email to Dr. Farnham at the Philadelphia Historical Commission states, Friends of the Boyd, Inc. have received a grant for four and a million dollars to purchase the Boyd Theatre. In order to fulfil our mission of saving the Boyd Theatre, we have asked the Historical Commission to deny the hardship application, and we are informing you that Friends of the Boyd, Inc. would like to acquire the Boyd Theatre. As we understand that Neal Rodin or his

company has a contract to buy the Boyd, we are contacting him also, asking him to waive his interest in acquiring the property. In the same spirit in which your predecessor company, Clear Channel, acquired the Boyd Theatre to restore it, Friends of the Boyd ask for the cooperation of all parties so that the Boyd Theatre will not face near total demolition.

Sincerely,

Howard B. Haas, Esq.
(volunteer) President, Friends of the Boyd, Inc.
215 546 8946

In a message dated 2/18/2014 1:43:41 P.M. Eastern Standard Time, HowardBHaas@aol.com writes:

As you know, Friends of the Boyd, Inc have opposed the hardship application filed by Live Nation and iPIC and I testified there are alternatives to the proposed demolition. Friends of the Boyd, Inc. have recently received a letter from a Philadelphia foundation approving a grant to Friends of the Boyd, Inc in the amount of four and a half million dollars, the sale price, for the purchase of the Boyd Theatre. The letter states the grant is Anonymous. Caroline Boyce, Executive Director of the Preservation Alliance, has seen the letter and will testify as to its authenticity. If we are allowed to acquire the Boyd Theatre, Friends of the Boyd, Inc. will not demolish the building. Friends of the Boyd, Inc. and the Preservation Alliance for Greater Philadelphia request that the Philadelphia Historical Commission deny the hardship application.

Howard B. Haas, Esq.
(volunteer) President, Friends of the Boyd, Inc.
215 546 8946 direct
cc: Caroline Boyce, Ben Leach, Preservation Alliance

EXHIBIT E3



February 14, 2014

Mr. Howard Haas
Friends of the Boyd
1420 Locust Street
Suite 110
Philadelphia, PA 19102

Dear Howard:

Thank you for inviting me to assist you in your efforts to evaluate the potential of Philadelphia's Boyd Theatre as a viable multi-purpose, live-entertainment venue.

I have been involved in the theatrical side of the live-entertainment industry for more than thirty years, but my passion, and the hallmark of my success, has been the redevelopment and successful operation of historic theatres across the country. I have played key roles in the restoration and renovation of more than a dozen historic theatres, and was directly responsible for the successful operation of eighteen theatres during my tenure as President of the Theatre Management Division of Clear Channel Entertainment.

I am keenly aware that the restoration and renovation of an historic theatre is only part of a successful project; the restored theatre must serve its community without draining that community's financial resources, whether from charitable or public sector sources. In fact, all of the theatres I have ever operated over the past 26 years, while working for Theatre Management Group, Clear Channel Theatrical, Live Nation Theatrical, Key Brand Theatrical and now ACE Theatrical, have been run in the black, and have never received any operating support/subsidy from any public or philanthropic sector source. We currently operate the Majestic and Empire Theatres in San Antonio, TX and the Mahalia Jackson and Saenger Theatres in New Orleans, all of which are profitable, and receive no support from their respective Cities. As you know, we are currently half-way through our redevelopment of the former Loew's Kings Theatre in Brooklyn, scheduled to open in December of this year, which we will operate for a lease term of 50 years. Our agreement with the City of NY provides that the City will never have to provide any further funding, of any sort and for any purpose. We are also in the final phase of design for a new performance venue in Sugar Land, TX, just outside of Houston. There we will have a 30-year lease with the City, which will require ACE to cover all expenses and obligations, again with no subsidy or support from the City.

Having a theatre operated "in the black" is not an anomaly, contrary to what many may believe. While I have left Live Nation and Key Brand, and thus no longer have direct access to the theatres I formerly

controlled, nor to their financial statements, I do know that all are operated in the black without subsidy. The list includes:

The LaSalle Bank, Oriental and Palace Theatres, operated under the Nederlander Organization's Broadway in Chicago umbrella in Chicago, Illinois;

The Warner Theatre in Washington, D.C., The Louisville Palace Theatre in Louisville, KY, and the Murat Theatre in Indianapolis, Indiana, all operated by Live Nation;

The Ed Mirvish (formerly Canon) and Princess of Wales, and Panasonic Theatres in Toronto, Canada, operated by the Mirvish Organization;

The Boston Opera House and Orpheum Theatres in Boston, MA, operated by Don Law;

The France-Merrick Performing Arts Center in Baltimore, MD, and the State and Orpheum Theatres in Minneapolis, Minnesota, operated by Key Brand.

You may learn more about the relevant experience of my partners and me by viewing our Website @ www.ACetheatrical.com.

Finally, as you know, in my role with Clear Channel, I was instrumental in the early stages of a previous plan for the redevelopment of the Boyd, including the acquisition of the theatre as well as portions of the two parking lots behind the building. I also commissioned and oversaw the development of the complete architectural and engineering plans and specifications, as well as the securing of all requisite permits. That project was to have been a tax credit project, with the rehabilitation subject to the standards for restoration set forth by the U.S. Secretary of the Interior, and that is the route I would expect to be followed now. I believe today, as I did then, that a properly restored and renovated Boyd Theatre can be a viable commercial venture, serving the entire region with diverse entertainment attractions, bringing more events to the City than Philadelphia is now enjoying – and creating new jobs and stimulating growth. I would be proud to help make this dream a reality!

Howard, I have attached sample revenue and expense proformas for your information, and am happy to answer any questions you may have. Please let me know if I can be of further assistance in this worthy endeavor.

Very truly yours,



David M. Anderson
President & CEO
ACE Theatrical Group, LLC



March 5, 2014

Mr. Howard Haas

Friends of the Boyd

1420 Locust Street, Suite 110

Philadelphia, PA 19102

Dear Howard:

Pursuant to our earlier conversation, should your organization, or your designee, become the owner of the Boyd Theatre, ACE Theatrical Group would commit to work with you to insure the appropriate maintenance of the Theatre. Please keep me advised as the situation evolves.

Very truly yours,

David M. Anderson

President & CEO





February 12, 2014

Mr. Howard Haas
Friends of the Boyd, Inc.
1420 Locust Street, Suite 110
Philadelphia, PA 19102

We are pleased to inform you that the [redacted]
[redacted] has approved a grant in the amount of \$4,500,000 to Friends of the Boyd, Inc.

The funds provided through this grant are to be used for Friends of the Boyd, Inc. to purchase the Boyd Theater, 1910 Chestnut Street, Philadelphia, PA, (the "Boyd Theater") and for no other purpose.

Once received, by endorsing and depositing the check, you warrant that there has been no change in your organization's 501(c)(3) status or its classification as a public charity and not a private foundation.

If after receiving this grant Friends of the Boyd, Inc. is unable to purchase the Boyd Theater, then Friends of the Boyd, Inc. shall return the entire grant to [redacted]. If after purchasing the Boyd Theater Friends of the Boyd, Inc. is required to sell the Boyd Theater, then Friends of the Boyd, Inc. shall return to [redacted] the lesser of (i) \$4,500,000 and (ii) the net proceeds of sale of the Boyd Theater.

Any acknowledgement of this grant in print should read: **Anonymous**. Any use of the Foundation's name requires prior approval.

As a condition of the grant, Friends of the Boyd, Inc. agrees to the grant requirements listed below and policies set forth by [redacted]

Grant Requirements:

- Any allocation of the funds that differ from that detailed in this letter is prohibited.
- Any changes in your organization's tax-exempt status or leadership must be communicated to the Foundation immediately.

- Foundation funding may not be used for lobbying or any other legislative, political, or non-charitable activity.
- Foundation funding may not directly or indirectly be used to engage in, promote, or support other organizations or individuals who engage in or promote violence, terrorist activity, bigotry, or the destruction of any state.
- No goods or services were provided by your organization in exchange for this grant.

_____ is very pleased to be able to assist your organization and its important mission. If you have any questions, please feel free to contact me.

Sincerely,

Saving Center City Philadelphia's Last Movie Palace

Presented by
Friends Of The Boyd

Web: <http://friendsoftheboyd.org>

Facebook: Friends Of The Boyd

January 2014



Chestnut Street Façade

Courtesy of The Irvin R. Glazer Collection, The Athenaeum of Philadelphia

Friends of the Boyd

Committee to Save the Sameric



Chestnut Street Lobby

Courtesy of The Irvin R. Glazer Collection, The Athenaeum of Philadelphia

Friends of the Boyd

Committee to Save the Sameric

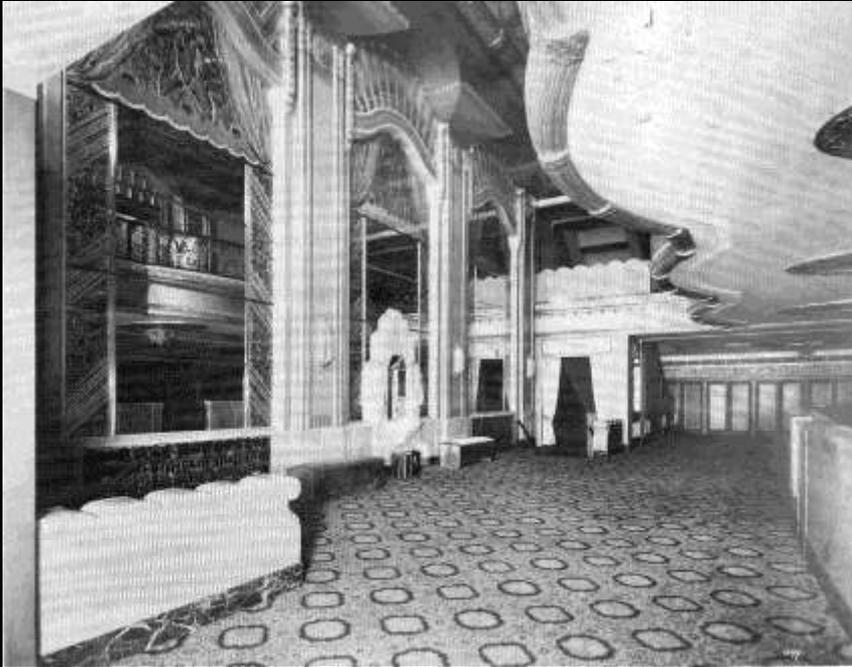


Lobby Mirror

Photo by Rob Bender

Friends of the Boyd

Committee to Save the Sameric



Foyer

Courtesy of The Irvin R. Glazer Collection, The Athenaeum of Philadelphia



Friends of the Boyd

Committee to Save the Sameric

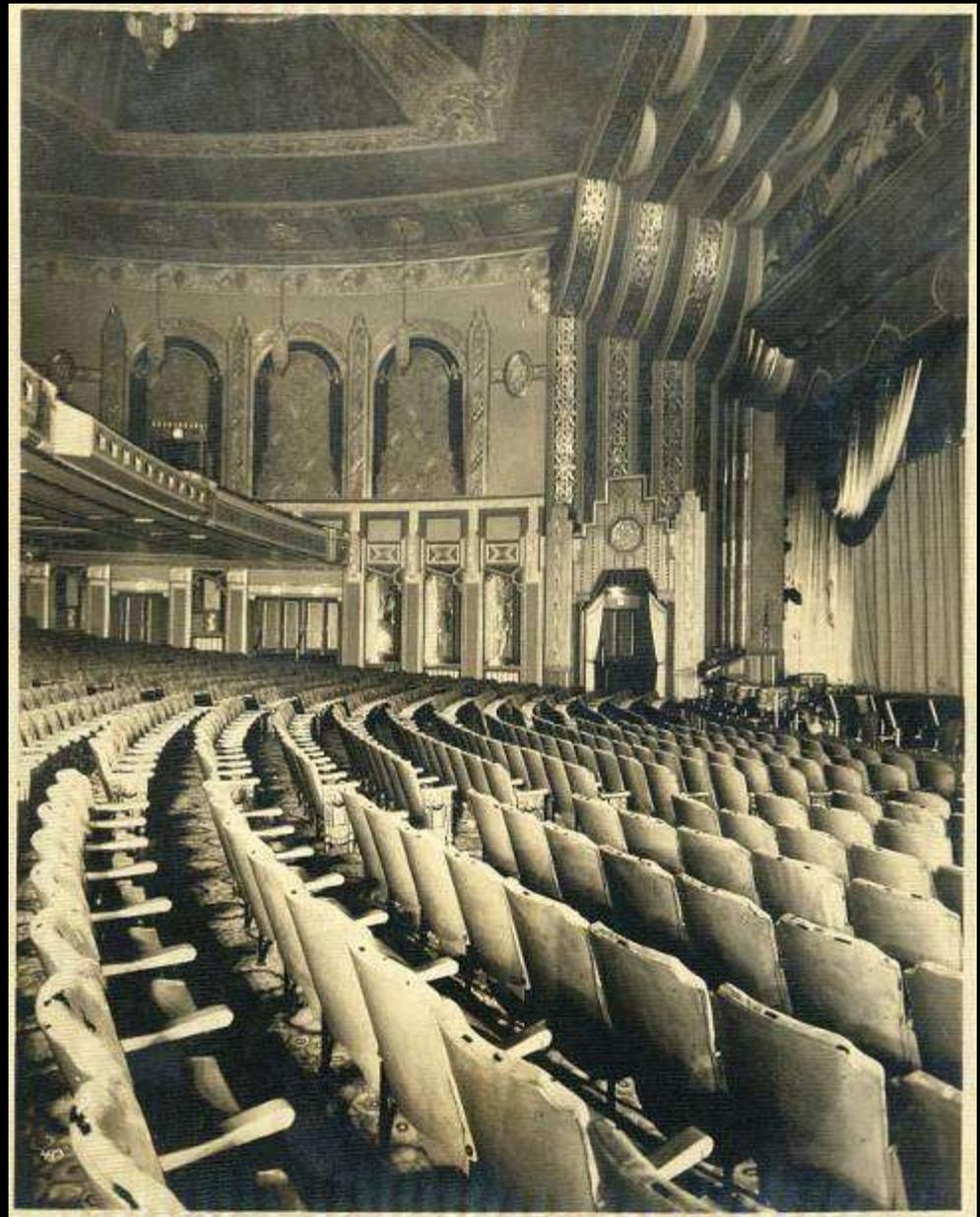


Foyer Mirror
Photo by Shawn Evans

Friends of the Boyd
Committee to Save the Sameric

The Boyd

- 1928 - ????
- 19th & Chestnut
- Hoffman-Henon Co., Architects
- 2,450 seats
- Of 559 theatres built in Philadelphia since 1720, 55 remain.
- Of Center City's 10 movie palaces, only the Boyd remains.

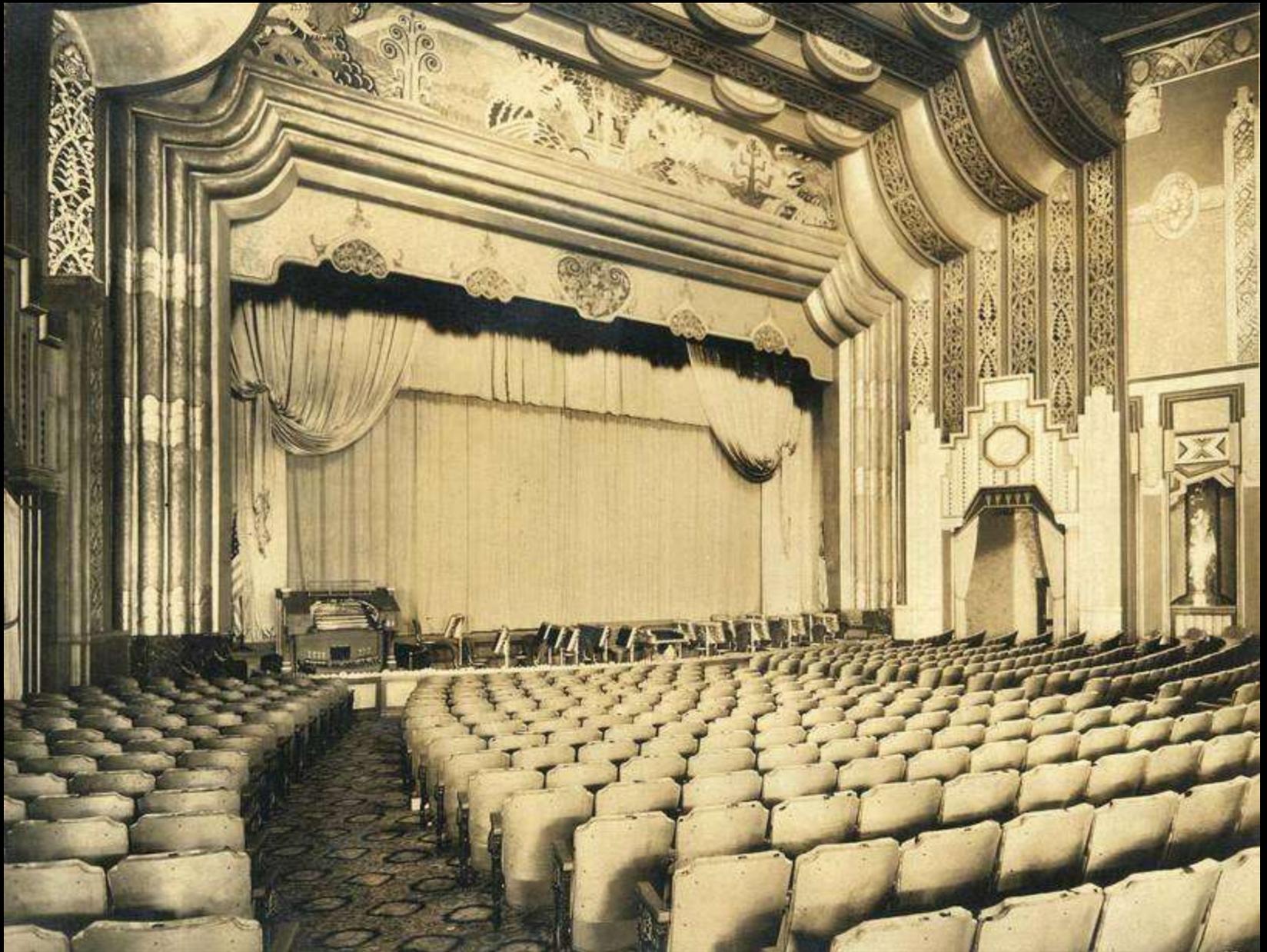


The Last Center City Movie Palace

Photos courtesy of The Irvin R. Glazer Collection, The Athenaeum of Philadelphia

Friends of the Boyd

Committee to Save the Sameric

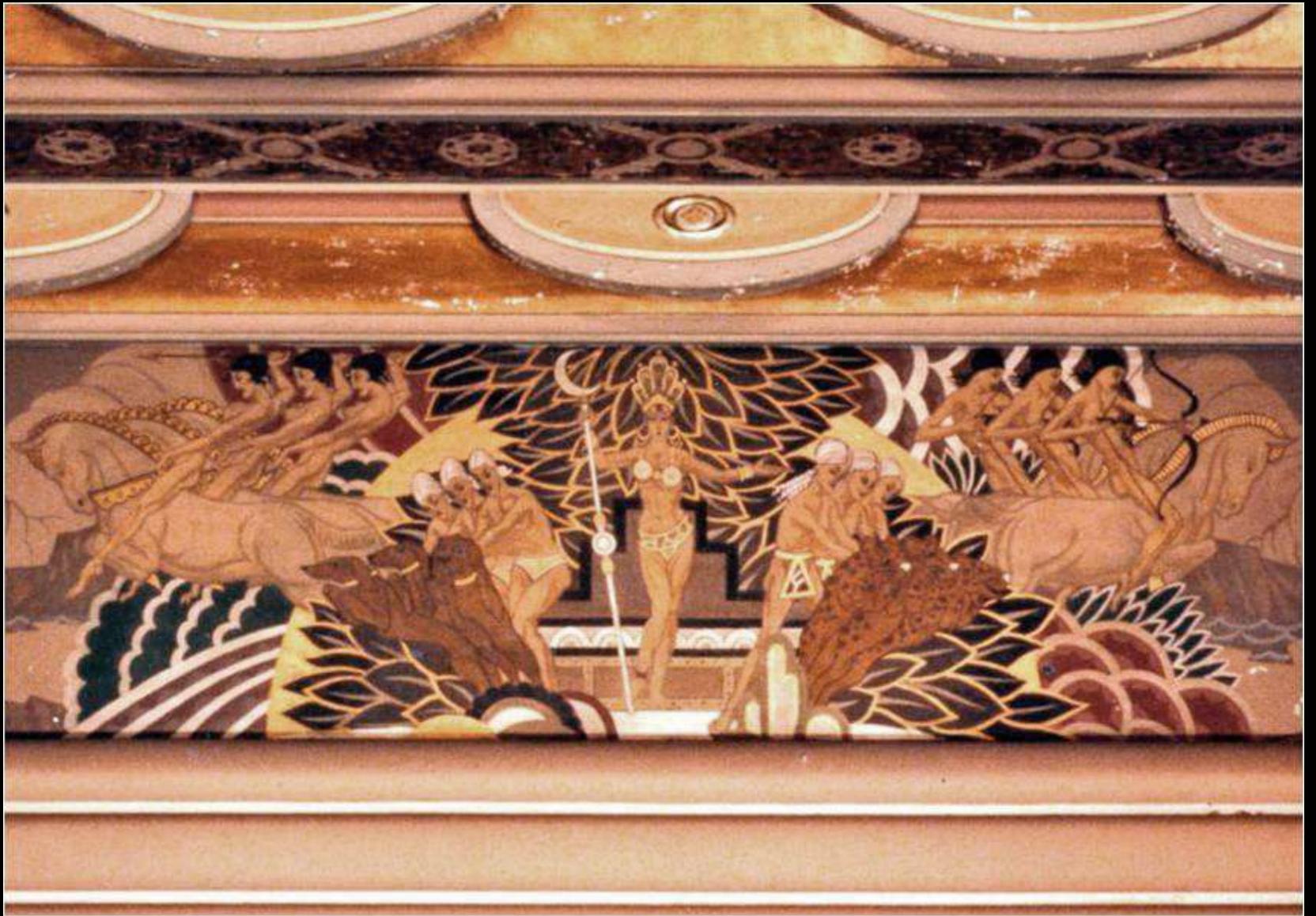


Auditorium

Courtesy of The Irvin R. Glazer Collection, The Athenaeum of Philadelphia

Friends of the Boyd

Committee to Save the Sameric



*Proscenium Detail – “The Triumph of Women”
Alfred Tulk, Rambusch Co.*

Friends of the Boyd
Committee to Save the Sameric



Auditorium

Courtesy of The Irvin R. Glazer Collection, The Athenaeum of Philadelphia

Friends of the Boyd

Committee to Save the Sameric

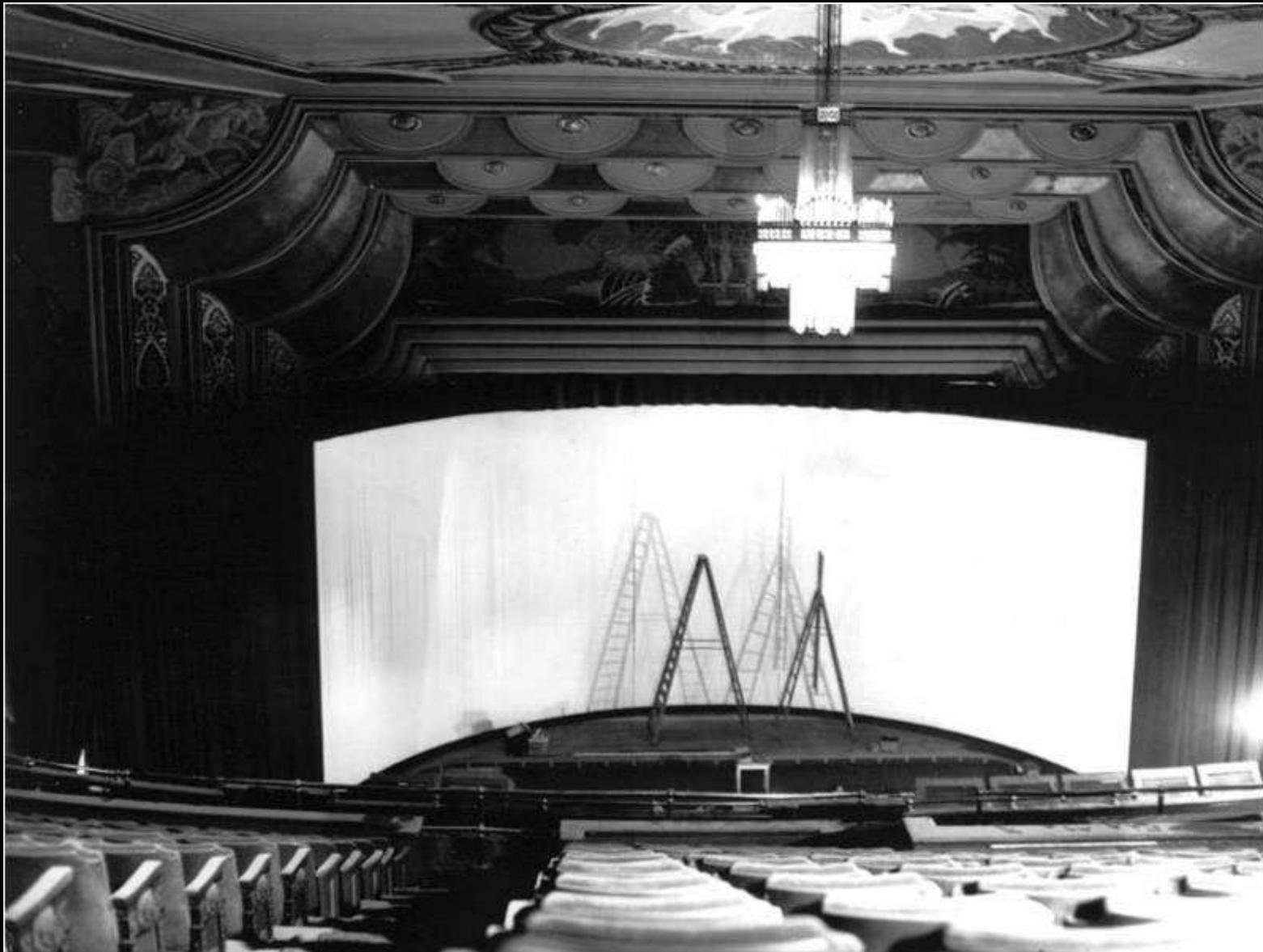


"This is Cinerama" - 1953

Courtesy of The Philadelphia Free Library

Friends of the Boyd

Committee to Save the Sameric

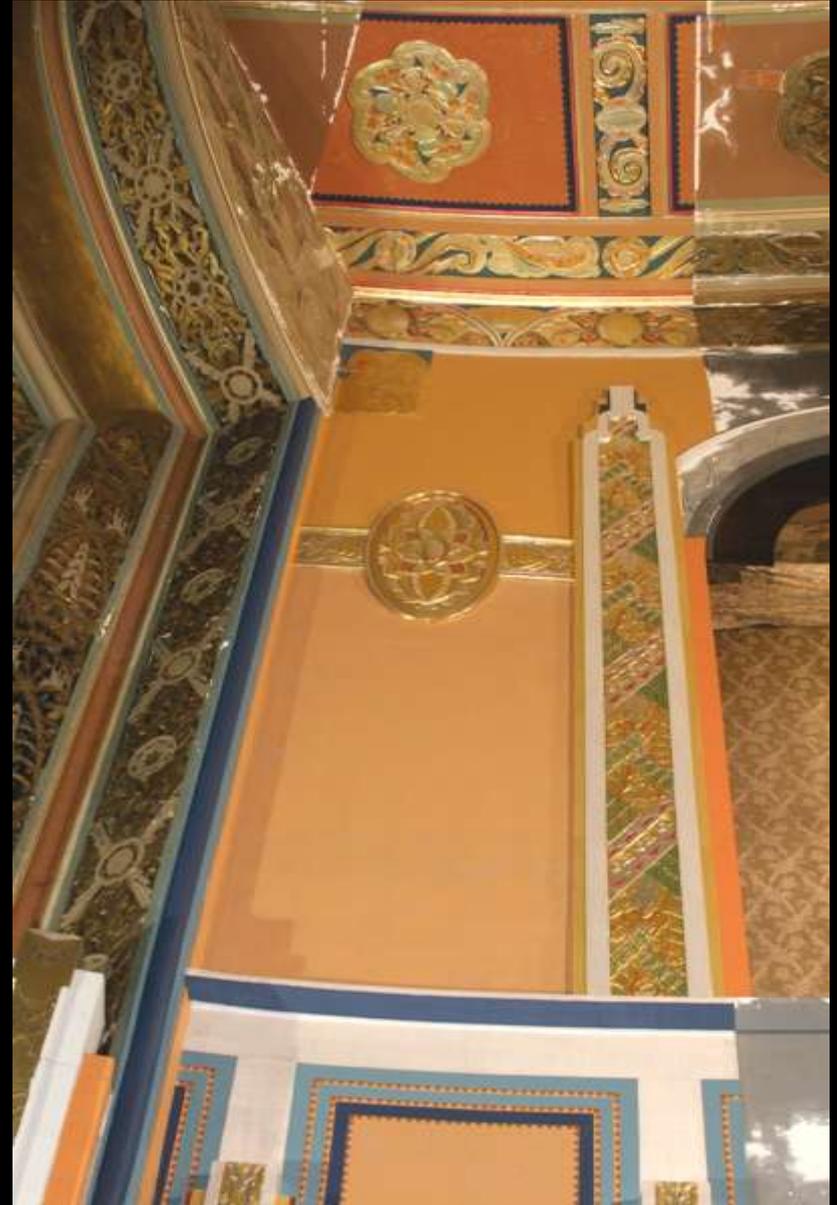


Cinerama Screen Installation – 1953

Friends of the Boyd
Committee to Save the Sameric

Boyd Restoration Work

This section of the Boyd auditorium was repainted in the Boyd's original, dazzling paint colors after "paint windows" revealed the vibrant 1928 Art Deco colors and patterns.





The Fabulous 1928 Fire Curtain (To the Right, Paint Mock-Up)

Courtesy of Matt Lambros, © 2011

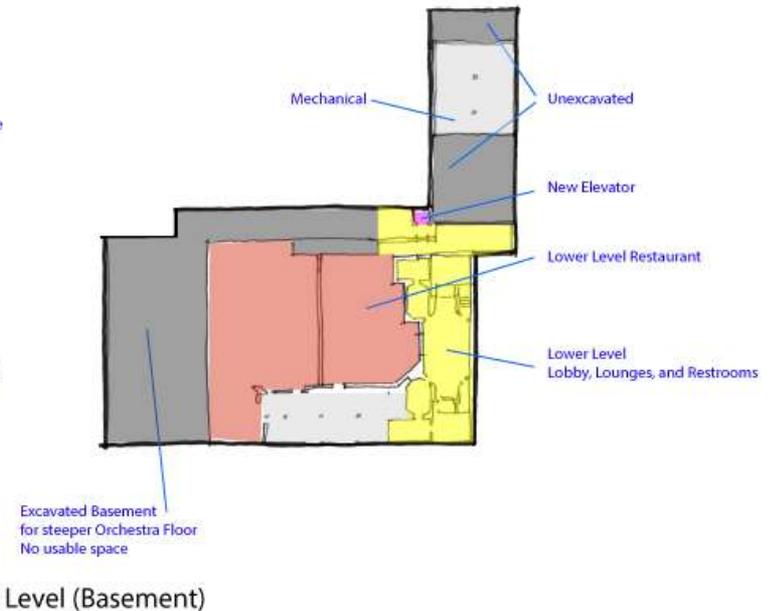
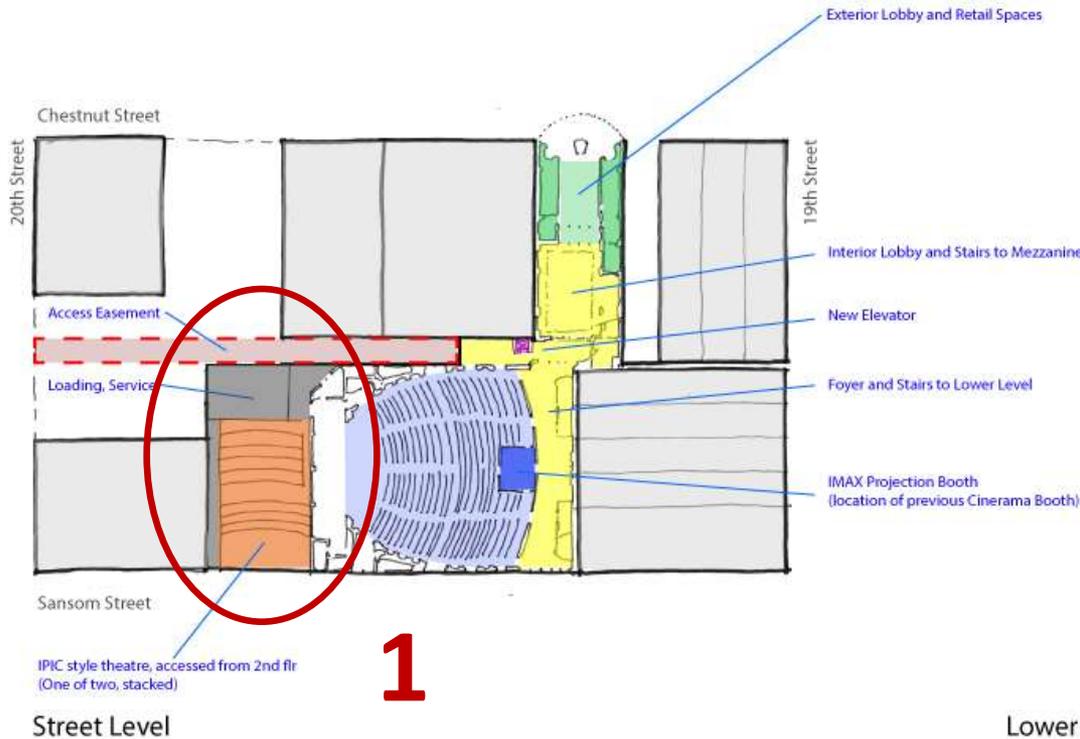
Friends of the Boyd

Committee to Save the Sameric

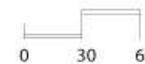


Alternate Proposal for the Boyd Theatre – Friends of the Boyd, Inc.

14 March 2014

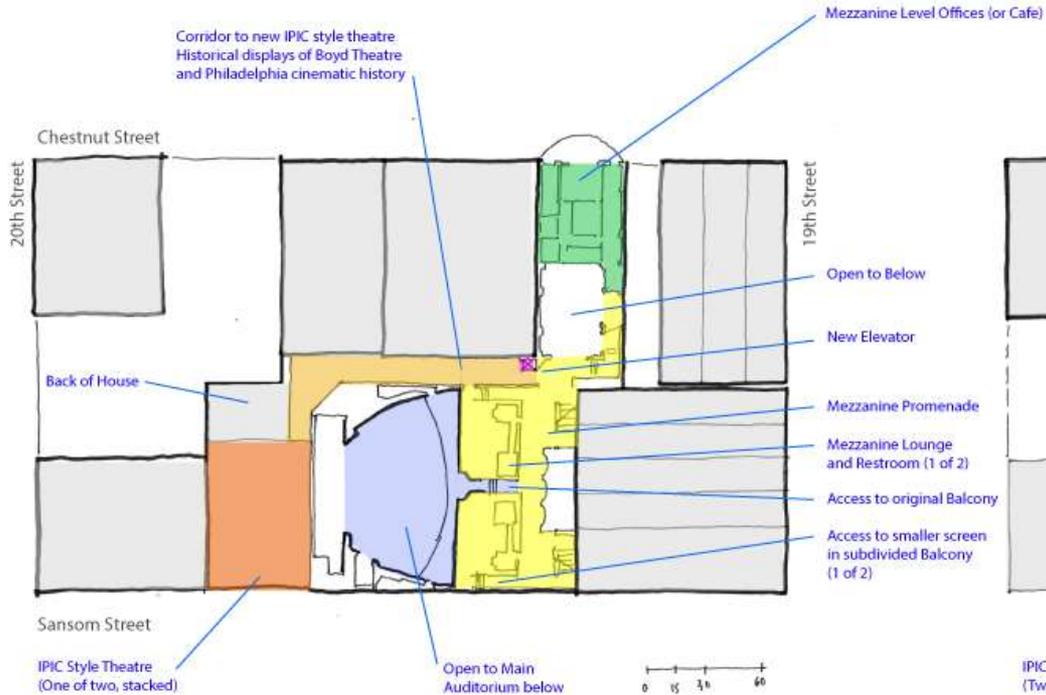


Boyd Theatre - Proposed Plans



Friends of the Boyd, Inc.
3/3/2014
1" = 60'-0"

The Boyd can accommodate 4 additional screens on its property.
One to the west on Sansom Street (accessed from 2nd level),

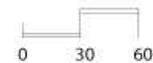


Mezzanine Level



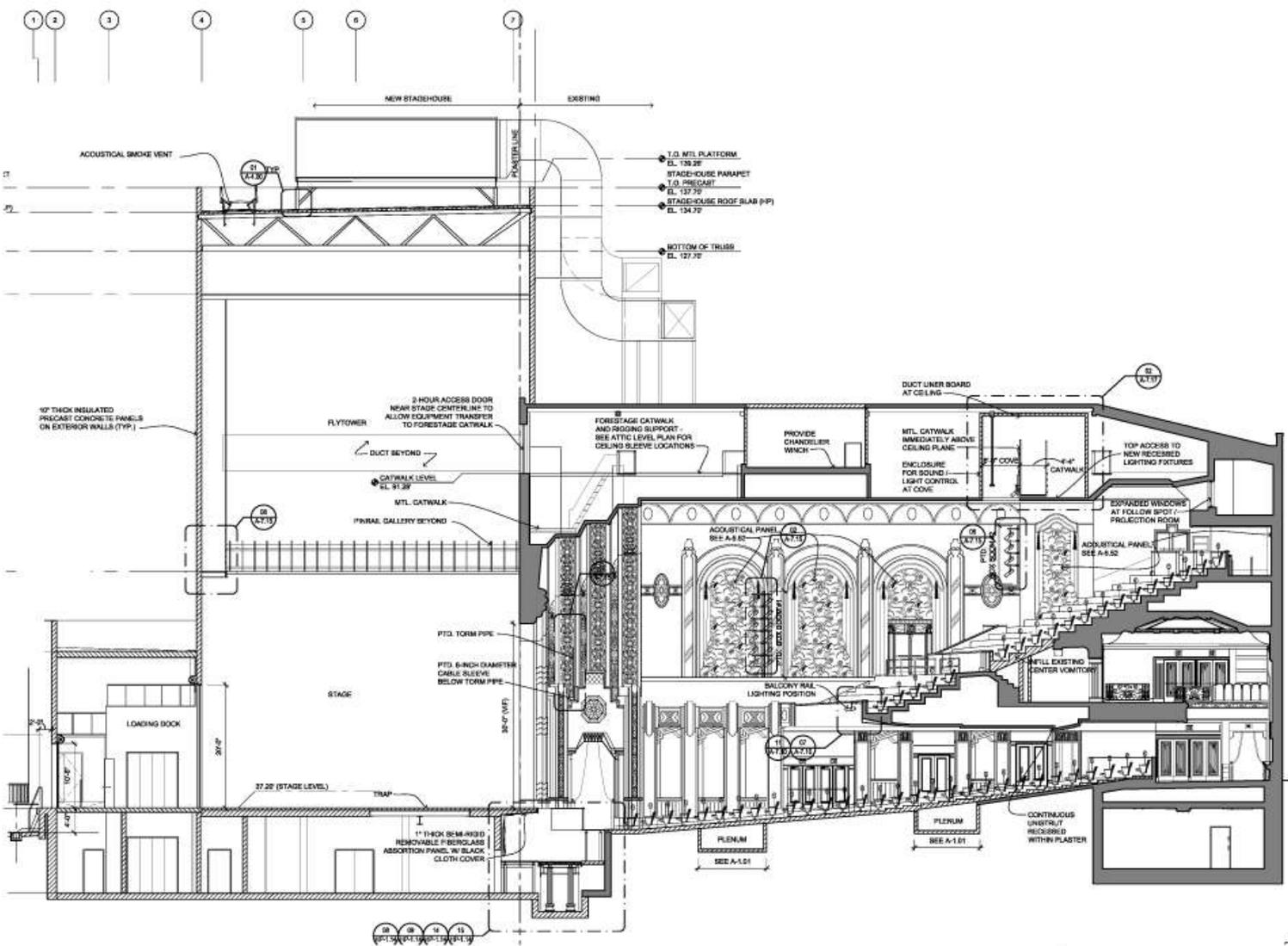
Balcony Level

Boyd Theatre - Proposed Plans - Upper Levels



Friends of the Boyd, Inc.
3/3/2014
1" = 60'-0"

another stacked above the new screen to the west, and two on the balcony.



Longitudinal Section through Boyd Theatre (2005 Clear Channel Proposal)
 from drawing A-3.00, 11/05/2005 - Martinez & Johnson Architecture - Washington DC

0 8 16
 Friends of the Boyd, Inc.
 1/13/2014
 1/16" = 1'-0"

Here's a section of the Boyd, as proposed in 2005 by Clear Channel



The renowned **Grauman's Chinese Theatre** recently faced a similar predicament.

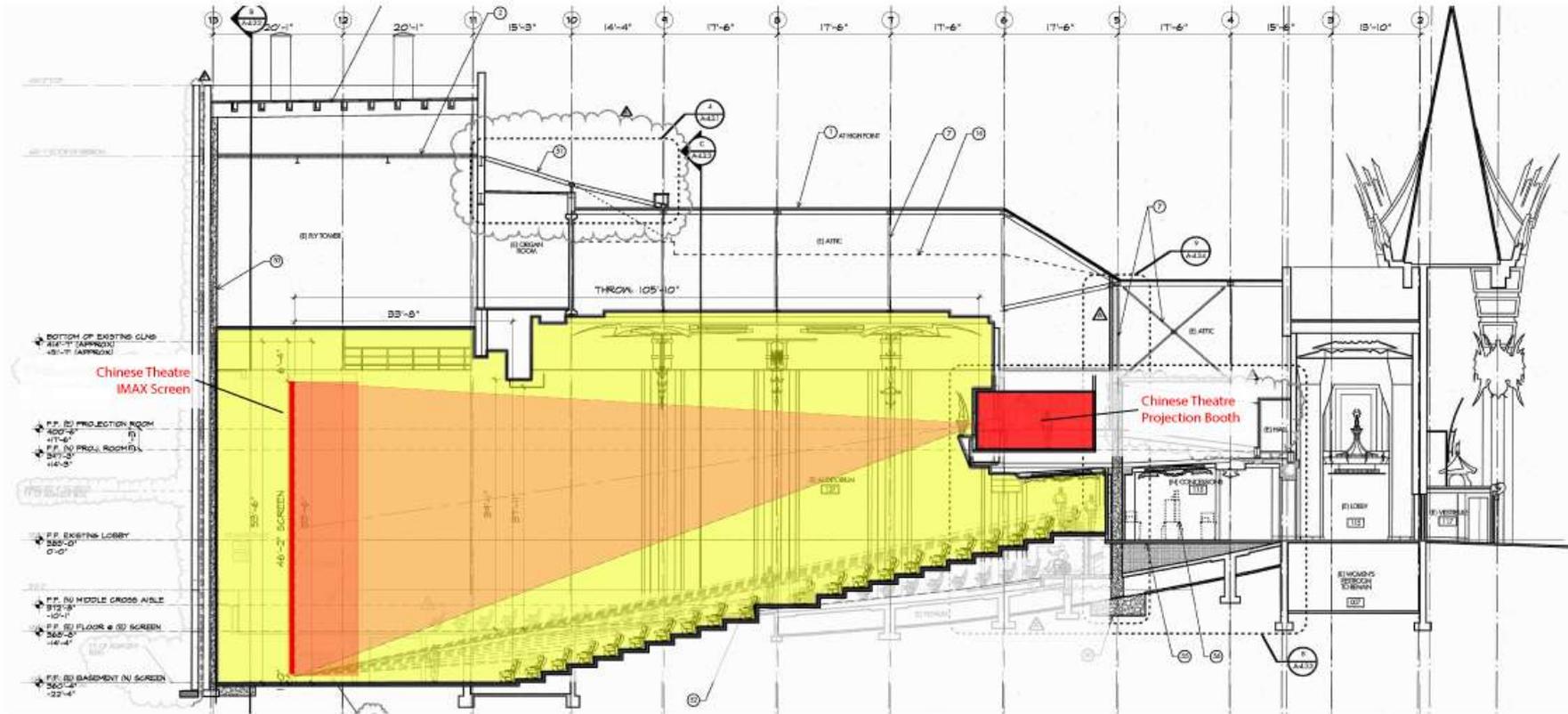
Los Angeles, CA



The “Chinese” had a similar seat count to the Boyd – here, prior to recent renovation.



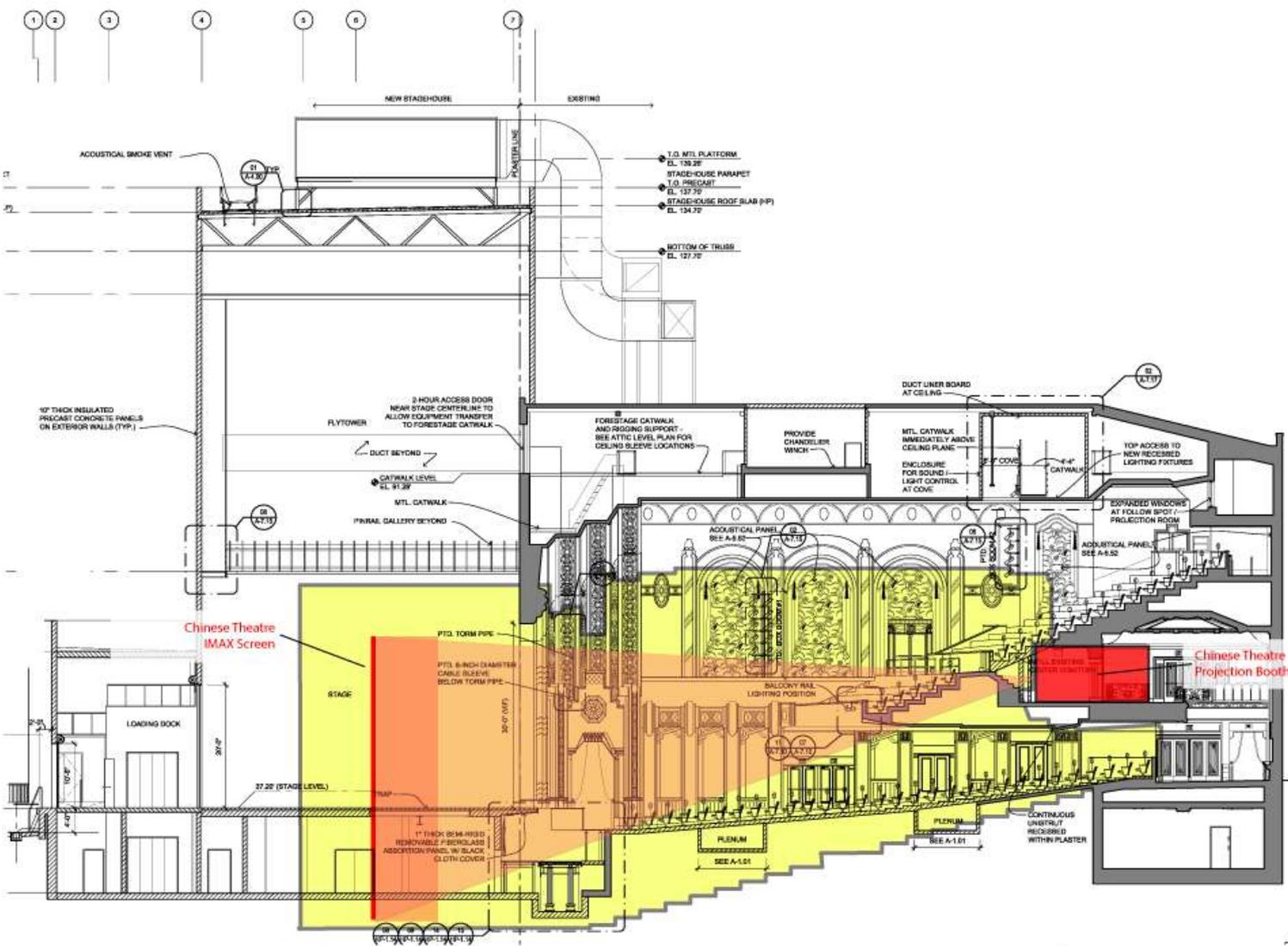
Its floor was modified and is now suitable for IMAX projection.



Longitudinal Section through TCL (Grauman's) Chinese Theatre, Los Angeles
 from drawing A.1.3, 11/29/2012 - BBA Architects - Laguna Beach, CA

0 8 16 Friends of the Boyd, Inc.
 1/13/2014
 1/16" = 1'-0"

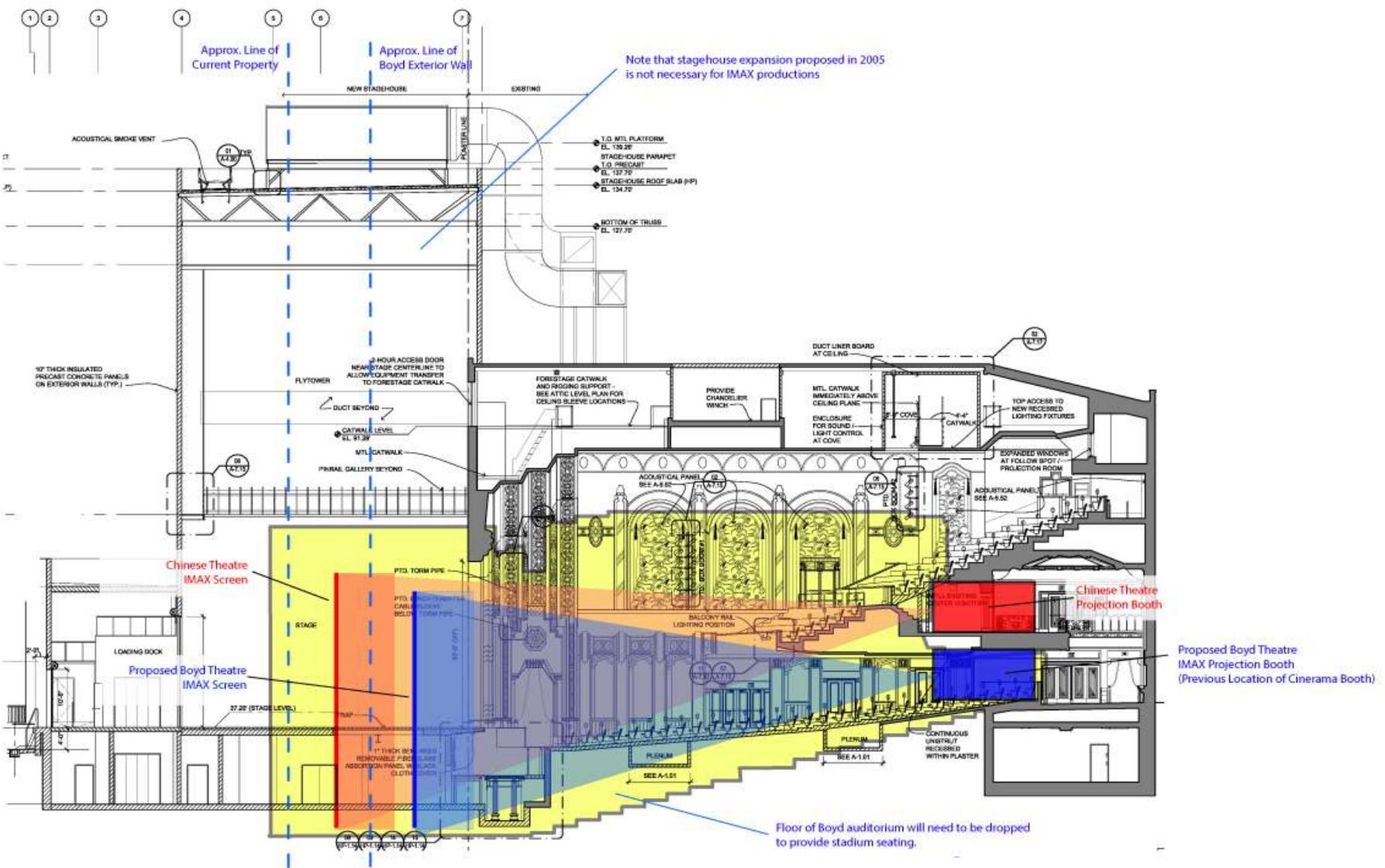
Here's the section showing the modified floor.



Longitudinal Section through Boyd Theatre (Compared to TCL Chinese)
 from drawing A-3.00, 11/05/2005 - Martinez & Johnson Architecture - Washington DC

0 8 16
 Friends of the Boyd, Inc.
 1/13/2014
 1/16" = 1'-0"

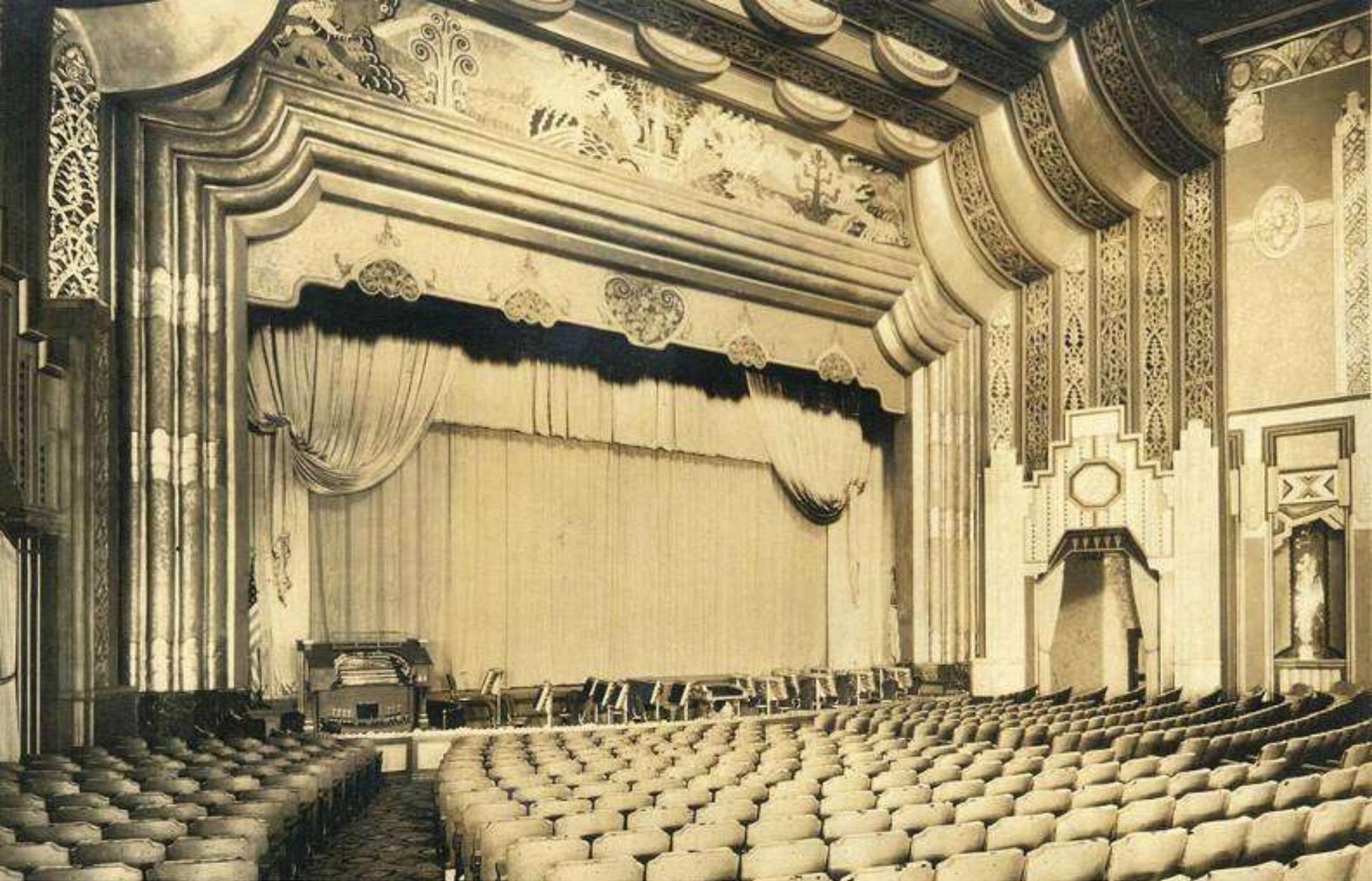
And here's the Chinese section (in yellow) overlaid on the Boyd, showing how similar in size it is.



Longitudinal Section through Boyd Theatre - IMAX Proposal
 from drawing A-3.00, 11/05/2005 - Martinez & Johnson Architecture - Washington DC

0 8 16
 Friends of the Boyd, Inc.
 1/13/2014
 1/16" = 1'-0"

IMAX would work well at the Boyd if the floor was modified.
The projection booth could be reconstructed where it was installed for Cinerama (in blue).



The Boyd – with its historic interior - can once again be a centerpiece of entertainment for the Philadelphia Region.