

**NEIGHBORHOOD DEVELOPMENT FUND
Not-for-Profit Transmittal and Approval Form**

Applicant/Program: Commonwealth Theatre Center, Inc/Rumpelstiltskin
Applicant Requested Amount: \$73,600
Appropriation Request Amount: 30,400

Executive Summary of Request
Funds will be used to bring the children's show Rumpelstiltskin to schools throughout Jefferson County. Each show is produced at a cost of \$1,600 and averages an audience of 500-1000.

Is this program/project a fundraiser? Yes No
Is this applicant a faith based organization? Yes No
Does this application include funding for sub-grantee(s)? Yes No

I have reviewed the attached Neighborhood Development Fund Application and have found it complete and within Metro Council guidelines and request approval of funding in the following amount(s). I have read the organization's statement of public purpose to be furthered by the funds requested and I agree that the public purpose is legitimate. I have also completed the disclosure section below, if required.

23 District # J. Ped Primary Sponsor Signature 8,000 Amount 8/28/19 Date

Primary Sponsor Disclosure
List below any personal or business relationship you, your family or your legislative assistant have with this organization, its volunteers, its employees or members of its board of directors.
N/A

Approved by:

Appropriations Committee Chairman Date
Final Appropriations Amount: _____

Applicant/Program:

Commonwealth Theatre Center, Inc/Rumpelstiltskin

Additional Disclosure and Signatures

Additional Council Office Disclosure

List below any personal or business relationship you, your family or your legislative assistant have with this organization, its volunteers, its employees or members of its board of directors.

Council Member Signature and Amount

District 1	<i>Janice Khan</i>	\$ 1,600 -
District 2		\$
District 3		\$
District 4		\$
District 5		\$
District 6	<i>David Adams</i>	\$ 1,600 -
District 7		\$
District 8		\$
District 9	<i>Bill Holland</i>	\$ 1,600 -
District 10	<i>Canon P Mulvihill</i>	\$ 3,200 -
District 11	<i>Kevin Kramer</i>	\$ 3,200
District 12	<i>Rid Blumel</i>	\$ 4,800 -
District 13		\$
District 14		\$
District 15		\$

Applicant/Program:

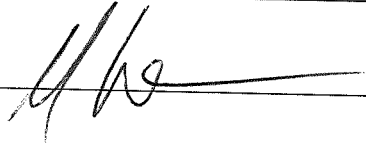
Commonwealth Theatre Center, Inc/Rumpelstiltskin

Additional Disclosure and Signatures

Additional Council Office Disclosure

List below any personal or business relationship you, your family or your legislative assistant have with this organization, its volunteers, its employees or members of its board of directors.

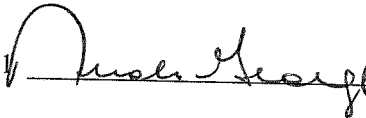
District 16 _____ \$ _____

District 17  _____ \$ 4800⁰⁰

District 18 _____ \$ _____

District 19 _____ \$ _____

District 20 _____ \$ _____

District 21  _____ \$ 1,600.⁰⁰

District 22 _____ \$ _____

District 23 _____ \$ _____

District 24 _____ \$ _____

District 25 _____ \$ _____

District 26 _____ \$ _____

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

Legal Name of Applicant Organization Commonwealth Theatre Center, Inc

Program Name and Request Amount Rumpelstiltskin - \$73,600

	Yes/No/NA
Is the NDF Transmittal Sheet Signed by all Council Member(s) Appropriating Funding?	Y <input type="checkbox"/>
Is the funding proposed by Council Member(s) less than or equal to the request amount?	Y <input type="checkbox"/>
Is the proposed public purpose of the program viable and well-documented?	<input type="checkbox"/> Yes
Will all of the funding go to programs specific to Louisville/Jefferson County?	<input type="checkbox"/> Yes
Has Council or Staff relationship to the Agency been adequately disclosed on the cover sheet?	<input type="checkbox"/> Yes
Has prior Metro Funds committed/granted been disclosed?	<input type="checkbox"/> Yes
Is the application properly signed and dated by authorized signatory?	<input type="checkbox"/> Yes
Is proof of Tax Exempt status of 501(c) 3, 4, 6, 19, 1120-H included?	<input type="checkbox"/> Yes
If Metro funding is for a separate taxing district is the funding appropriated for a program outside the legal responsibility of that taxing district?	<input type="checkbox"/> N/A
Is the entity in good standing with: <ul style="list-style-type: none"> ▶ Kentucky Secretary of State? ▶ Louisville Metro Revenue Commission? ▶ Louisville Metro Government? ▶ Internal Revenue Service? ▶ Louisville Metro Human Relations Commission? 	<input type="checkbox"/> Yes
Is the current Fiscal Year Budget included?	<input type="checkbox"/> Yes
Is the entity's board member list (with term length/term limits) included?	<input type="checkbox"/> Yes
Is recommended funding less than 33% of total agency operating budget?	<input type="checkbox"/> No
Does the application budget reflect only the revenue and expenses of the project/program?	<input type="checkbox"/> Yes
Is the cost estimate(s) from proposed vendor (if request is for capital expense) included?	<input type="checkbox"/> N/A
Is the most recent annual audit (if required by organization) included?	<input type="checkbox"/> Yes
Is a copy of Signed Lease (if rent costs are requested) included?	<input type="checkbox"/> N/A
Is the Supplemental Questionnaire for churches/religious organizations (if requesting organization is faith-based) included?	N/A <input type="checkbox"/>
Are the Articles of Incorporation of the Agency included?	<input type="checkbox"/> Yes
Is the IRS Form W-9 included?	<input type="checkbox"/> Yes
Is the IRS Form 990 included?	<input type="checkbox"/> Yes
Are the evaluation forms (if program participants are given evaluation forms) included?	<input type="checkbox"/> Yes
Affirmative Action/Equal Employment Opportunity plan and/or policy statement included (if required to do so)?	<input type="checkbox"/> N/A
Has the Agency agreed to participate in the BBB Charity review program? If so, has the applicant met the BBB Charity Review Standards?	<input type="checkbox"/> Yes

Prepared by: 

Date: 9-5-19

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 1 – APPLICANT INFORMATION			
Legal Name of Applicant Organization:		Commonwealth Theatre Center, Inc. <small>(as listed on: http://www.sos.ky.gov/business/records)</small>	
Main Office Street & Mailing Address: 1123 Payne Street			
Website: www.commonwealththeatre.org			
Applicant Contact:	Margaret Phillips	Title:	Grants Manager
Phone:	502-589-0084	Email:	Margaret@commonwealththeatre.org
Financial Contact:	Donna Adams	Title:	Business Administrator
Phone:	502-589-0084	Email:	donna@commonwealththeatre.org
Organization's Representative who attended NDF Training: Margaret Phillips			
GEOGRAPHICAL AREA(S) WHERE PROGRAM ACTIVITIES ARE (WILL BE) PROVIDED			
Program Facility Location(s):		Louisville Metro Schools	
Council District(s):		Attached (To Date)	Zip Code(s): Attached (To Date)
SECTION 2 – PROGRAM REQUEST & FINANCIAL INFORMATION			
PROGRAM/PROJECT NAME: RUMPELSTILTSKIN, by Mera Kathryn Corlett with music by Jacqui Davis			
Total Request: (\$)	73,600	Total Metro Award (this program) in previous year: (\$)	73,400
Purpose of Request (check all that apply):			
<input type="checkbox"/> Operating Funds (generally cannot exceed 33% of agency's total operating budget) <input checked="" type="checkbox"/> Programming/services/events for direct benefit to community or qualified individuals <input type="checkbox"/> Capital Project of the organization (equipment, furnishing, building, etc)			
The Following are Required Attachments:			
<input checked="" type="checkbox"/> IRS Exempt Status Determination Letter <input checked="" type="checkbox"/> Current year projected budget <input checked="" type="checkbox"/> Current financial statement <input checked="" type="checkbox"/> Most recent IRS Form 990 or 1120-H <input checked="" type="checkbox"/> Articles of Incorporation (current & signed) Cost estimates from proposed vendor if request is for capital expense		Signed lease if rent costs are being requested <input checked="" type="checkbox"/> IRS Form W9 <input checked="" type="checkbox"/> Evaluation forms if used in the proposed program <input checked="" type="checkbox"/> Annual audit (if required by organization) Faith Based Organization Certification Form, if applicable	
For the current fiscal year ending June 30, list all funds appropriated and/or received from Louisville Metro Government for this or any other program or expense, including funds received through Metro Federal Grants, from any department or Metro Council Appropriation (Neighborhood Development Funds). Attach additional sheet if necessary.			
Source:	EAF: Middle School Intensive	Amount: (\$)	7,200
Source:	EAF: Drama for Learning	Amount: (\$)	3,600
Source:	EAF: Closing Early Childhood Learning	Amount: (\$)	7,200
Has the applicant contacted the BBB Charity Review for participation? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No Has the applicant met the BBB Charity Review Standards? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 3 – AGENCY DETAILS

Describe Agency's Vision, Mission and Services:

Following 10 years of collaboration, Walden Theatre and Blue Apple Players, each founded in 1976, merged on January 1, 2015. As Commonwealth Theatre Center (CTC), the organization's mission is developing youth and our community through excellence in comprehensive theatre education and performance. CTC's Outreach and Conservatory programs provide a continuum of learning ranging from introductory drama-based programs to professional theatre training, offering many youth and families their first theatre experiences. With decades of research showing that students of all abilities involved in theatre have stronger gains in reading, writing, and problem-solving as well as greater empathy and tolerance for others, CTC provides unique, outcomes-based theatre programs in the midst of diminished access to art both in school and out of school.

CTC's programs annually engage 46,700 youth (PreK-12) from 260+ area schools, including most JCS Title 1 schools, and 7,600 adults. Outreach workshops and residencies, which range from STORYTIME for pre-K youth to EXPLORING MATH THROUGH DRAMA for high school students, provide student-centered curricula to improve literacy and other vital academic and developmental skills. Through its Conservatory, CTC reaches and sustains 600+ individual students each year. The Conservatory provides in-depth, multi-year classes and student performances that engage youth in acting, directing, playwriting, stagecraft and more. Touring productions in schools engage area students with quality plays and musicals performed by professional actors in underserved areas, expanding access and reducing busing while including lesson plans and take-home resources to further enrich learning. For most students, it is their first exposure to professional theatre.

Last year, CTC provided 126 touring performances of plays written and performed by CTC's professional educators and actors to 36,000 students and 2,000 adults, including the musical production of THE UGLY DUCKLING. With the generous funding provided by the Louisville Metro Council's Neighborhood Development Fund, CTC engaged 16,000+ students in Louisville schools with 49 NDF-sponsored performances of THE UGLY DUCKLING. The NDF funds leveraged other community support, including the Bales Family Foundation, the Horseshoe Foundation of Floyd County, and the Duke Energy Fund that allowed for a total of 67 performances of THE UGLY DUCKLING in fall 2018, engaging more than 20,000 youth across the region. Featuring a fresh score that incorporated rap and hip hop dance, CTC's version of THE UGLY DUCKLING invited young audiences to interact with the play's actors and musicians while imparting the empowering message that everyone is entitled to acceptance and love. One teacher shared, "Thank you for this wonderful opportunity for my students to learn about musical theatre, practice socially acceptable behaviors, and see kindness in action! This performance hit social, art, and ELA standards, a learning win!"

Upcoming programs in 2019-2020 include a multi-year expansion of CTC's innovative CONNECTING CULTURES theatre education and performance project. Designed to build bridges of understanding between Muslim and non-Muslim youth, the expanded program is being funded through a 3-year grant from the Doris Duke Foundation for Islamic Art. Participants will include immigrant/refugee students at Newcomer Academy, Louisville Youth Group (LGBTQIA+), Imagine Blind Players (visually impaired theatre troupe), and Nur Islamic School. As part of the project, CTC will also collaborate with Actors Theatre, Muhammad Ali Center, and Center for Interfaith Relations. Also upcoming in 2019-2020 is RESILIENCY, CTC's newest theatre residency program designed to counter the effects of Adverse Childhood Experiences and build emotional resiliency in youth affected by trauma. RESILIENCY, which just completed pilots in 4 sites serving youth facing multiple challenges across Greater Louisville, will be brought to scale in 2019-2020 in JCS middle schools and within the Louisville foster care system with the potential support of the Jewish Heritage Fund for Excellence (grant pending).

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 4 - BOARD OF DIRECTORS AND PAID STAFF

Board Member	Term End Date
Brooke Edge, PhD (Board President)	July 31, 2023
Mark Gomsak (Vice President)	July 31, 2023
Brad Keeton (Past President)	July 31, 2020
Joe Legel, CPA (Treasurer)	July 31, 2024
Patti Clare (Secretary)	July 31, 2020
Kathy Campbell	July 31, 2025
Kevin Hyde	July 31, 2024
Matt Kamer	July 31, 2023
Jonathan Lowe	July 31, 2024
Allison Martin	July 31, 2025
Angela McCorckle Buckler	July 31, 2024

Describe the Board term limit policy:
 CTC Board members have the option of serving two consecutive three-year terms.

Three Highest Paid Staff Names	Annual Salary
Charles Sexton	\$78,788
Alison Huff	\$67,532
Allie Summers	\$50,000

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 5 – PROGRAM/PROJECT NARRATIVE

A: Describe the program/project start and end dates, a description of the program/project and applicable data with regards to specific client population the program will address (attach related flyers, planning minutes, designs, event permits, proposals for services/goods, etc.):

PROJECT START & END DATES: The live musical production of RUMPELSTILTSKIN is estimated to take place during October, November, and December 2019. Following confirmation of funding, exact dates of in-school performances will be re-confirmed.

PROGRAM SUMMARY: Louisville Metro Council's generous support will be used to underwrite partial costs of CTC's original touring musical, RUMPELSTILTSKIN. This live musical educational program addresses academic standards, including literature, science, and history while building creativity and resiliency skills in participating students. CTC's request includes support for 1) At least 46 in-school performances of RUMPELSTILTSKIN across Louisville at \$1,600/each, 2) Teacher lesson plans for before/after the performance, and 3) Take-home family activity guides that will credit the support of each Council member. CTC's re-imagined RUMPELSTILTSKIN fairy tale creates a strong female protagonist who not only finds her undiscovered strength when faced with adversity but receives a name for the very first time. CTC anticipates that her strength-finding discovery and how she uses it to make a better world for everyone will encourage youth audiences to find and embrace their own tenacity. The protagonist brings these concepts to life by starting her own business instead of marrying the king, as she does in the original version of RUMPELSTILTSKIN. CTC believes that the proactive choices of the protagonist, portrayed by an African American woman, will inspire young minds to think creatively and problem-solve when faced with adversity. CLIENT POPULATION will include students (K-5), their families, and teachers across Louisville. Each performance will average 500-1,000 students, targeting those with transportation and economic challenges that limit access to arts and other educational enrichment.

B: Describe specifically how the funding will be spent including identification of funding to sub grantee(s):

The itemized budget for this project is included in Section 6. No funds will be re-granted or used for sub-grantees. Funding will be used for the expense of at least 46 performances at \$1,600 per each in-school performance. Please note that the "Non-Metro Expenses" indicated in Column 2 of Section 6 comprise the remaining costs of the RUMPELSTILTSKIN tour, and not CTC's annual operating budget.

Please find attached a list of school performances requested by Council members (to date). This support is vital for schools already facing deep budget cuts, particularly with more than 60,000 JCPS students and their families living at or below the poverty level. Metro Council funding will be used to leverage matching funding from private donors for the balance of the project's costs. Metro funding for in-school performances will further save schools busing costs since students will not need to be transported to a theatre space, losing hours of out-of-school time.

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

C: If this request is a fundraiser, please detail how the proceeds will be spent:

N/A.

D: For Expenditure Reimbursement Only – The grant award period begins with the Metro Council approval date and ends on June 30 of Metro fiscal year in which the grant is approved. If any part of this funding request is for funds to be spent before the grant award period, identify the applicable circumstances:

The funding request is a reimbursement of the following expenditures that will probably be incurred after the application date, but prior to the execution of the grant agreement:

- ✓ If selecting this option, the invoice, receipt and payment documentation should not be available as of the date of this application.

The Grantee will be required to submit financial reporting in accordance with the reporting schedule provided in the grant agreement.

Reimbursements should not be made before application date unless an emergency can be demonstrated by the primary council sponsor. The funding request is a reimbursement of the following expenditures (attach invoices or proof of payment):

- ✓ Attach a copy of invoices and/or receipts to provide proof of purchase of activities associated with the work plan identified in this application.
- ✓ Attach a copy of cancelled checks to provide proof of payment of the invoices or receipts associated with the work plan identified in this application.

Handwritten initials in black ink, appearing to be 'DA' or similar, written over the printed text 'Applicant's Initials'.

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

E: Describe the program's benefits to those being served (measurable outcomes). Include the program's process for collecting data and the indicators that will be tracked to measure the benefits to those being served:

Benefits of the RUMPELSTILTSKIN project to be measured include:

- *75% or more of educators reporting that the project was a productive use of school-day time.
- *90% or more of educators reporting that students showed increased awareness of the arts.
- *40% of teachers using the lesson plan activities to reinforce classroom learning.
- *60% or more of teachers reporting that students understood the lessons of the themes relating to the play.


Data to quantify benefits/outcomes will be obtained through online surveys to educators and parents/guardians. Student outcomes will be obtained through self-reporting and information from teachers and parents/guardians. Please find attached examples of surveys that will be sent to teachers as well as surveys that will be accessible to parents of students who attend a performance of RUMPELSTILTSKIN.

CTC considers data collection and program assessment as constant, interrelated parts of planning for continuous improvement, including the assessment process of learning 21st century skills (communication, collaboration, creativity, initiative, and problem-solving) and knowledge to develop artistic abilities and artistic literacy. CTC's evaluation expertise in developing an effective arts assessment model (only one of its kind in Louisville) is reflected by statistics demonstrating students who attended two or more semesters in the Conservatory showed 15.8% growth on average in 21st century skill development. Students who attended four or more semesters demonstrated 27% growth on average, and students who attended every semester since the fall of 2013 demonstrated 44% growth on average. CTC recently connected with a professor of Applied Developmental Psychology at George Mason University for a deeper study of developmental significance of the assessments and Conservatory program.

F: Briefly describe any existing collaborative relationships the organization has with other community organizations. Describe what those partners are bringing to the relationship in general and to this program/project specifically.

With theatre, by nature, a collaborative endeavor, CTC models "working with others" throughout its programming. This enhances quality, addresses community needs, and diversifies financial support. Partnerships specific to RUMPELSTILTSKIN range from the Kentucky Foundation for Women, which supported the creation of the re-imagined script, to the Louisville elementary schools that will host performances with the support of the Louisville Metro Council, to local professional musicians providing the live accompaniment for each performance. Other partnerships include a grant award from the Bales Family Foundation underwriting partial costs of a week of student matinee performances of RUMPELSTILTSKIN in late September 2019 at the Ogle Center in New Albany, Indiana.

Other significant community collaborations include work accomplished by CTC's Managing Director, who is co-leading the creation of a collective impact system in partnership with the Fund for the Arts, work never done before in the US. CTC is also excited to strengthen existing local relationships and launch new partnerships through a variety of upcoming projects, including the expansion of CONNECTING CULTURES with support from the Doris Duke Foundation for Islamic Art, taking RESILIENCY to scale in JCS middle schools and as part of training for new foster families through the Department of Community Based Services, adding public panels in its Conservatory season featuring and moderated by community leaders discussing timely themes in CTC's productions (panel discussions launched last year to great acclaim), and ongoing educational engagement with new audiences during invitation-only opportunities such as Louisville Public Media's "Waterfront Wednesday" series in 2019.



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SECTION 6 – PROGRAM/PROJECT BUDGET SUMMARY

THE PROGRAM/PROJECT BUDGET SHOULD REALISTICALLY ESTIMATE WHAT AMOUNT IS NEEDED FROM METRO GOVERNMENT AND WHAT IS EXPECTED FROM OTHER SOURCES.

Program/Project Expenses	Column 1	Column 2	Column (1+2)=3
	Proposed Metro Funds	Non-Metro Funds	Total Funds
A: Personnel Costs Including Benefits	48,405	272,730	321,135
B: Rent/Utilities	400	7,933	8,333
C: Office Supplies	275	792	1,067
D: Telephone	0	3,020	3,020
E: In-town Travel	0	0	0
F: Client Assistance (See Detailed List on Page 8)	0	0	0
G: Professional Service Contracts	20,990	26,200	47,190
H: Program Materials	550	4,352	4,902
I: Community Events & Festivals (See Detailed List on Page 8)	0	0	0
J: Machinery & Equipment	0	1,667	1,667
K: Capital Project	0	0	0
L: Other Expenses (See Detailed List on Page 8)	2,980	64,358	67,338
*TOTAL PROGRAM/PROJECT FUNDS	73,600	381,052	454,652
% of Program Budget	16.19 %	83.81 %	100%

List funding sources for total program/project costs in Column 2, Non-Metro Funds:

Other State, Federal or Local Government	4,313
United Way	0
Private Contributions (do not include individual donor names)	376,739
Fees Collected from Program Participants	0
Other (please specify)	0
Total Revenue for Columns 2 Expenses **	381,052

**Total of Column 1 MUST match "Total Request on Page 1, Section 2"*

***Must equal or exceed total in column 2.*

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

Detail for Client Assistance, Community Events & Festivals or Other Expenses shown on Page 7 (circle one and use multiple sheets if necessary)	Column 1	Column 2	Column (1 + 2)=3
	Proposed Metro Funds	Non-Metro Funds	Total Funds
Advertising/Marketing	0	5,999	5,999
Background Screening	30	73	103
Building Supplies	0	1,833	1,833
Business Insurance	0	5,333	5,333
Costumes	700	6,633	7,333
Depreciation	0	6,666	6,666
Fuel	600	1,161	1,761
Licenses/Royalties	0	4,000	4,000
Memberships/Professional Development	0	2,333	2,333
Photography	200	1,133	1,333
Printing/Reproduction	300	2,366	2,666
Professional Fees	0	3,333	3,333
Props/Set Materials	850	3,483	4,333
Repairs/Maintenance (vehicles)	300	6,366	6,666
Service Charges	0	5,000	5,000
Service/Maintenance Agreements	0	8,646	8,646
Total	2,980	64,358	67,338

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

Detail of In-Kind Contributions for this PROGRAM only: Includes Volunteers, Space, Utilities, etc. (Include anything not bought with cash revenues of the agency).

Donor*/Type of Contribution	Value of Contribution	Method of Valuation
Schools (Program Space/Educators)	\$20,000	Market Cost
<i>Total Value of In-Kind (to match Program Budget Line Item. Volunteer Contribution & Other In Kind)</i>	\$20,000	

* DONOR INFORMATION REFERS TO WHO MADE THE IN KIND CONTRIBUTION. VOLUNTEERS NEED NOT BE LISTED INDIVIDUALLY, BUT GROUPED TOGETHER ON ONE LINE AS A TOTAL NOTING HOW MANY HOURS PER PERSON PER WEEK

Agency Fiscal Year Start Date: August 1, 2019

Does your Agency anticipate a significant increase or decrease in your budget from the current fiscal year to the budget projected for next fiscal year? NO YES

If YES, please explain:
N/A.

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 7 – CERTIFICATIONS & ASSURANCES

By signing Section 7 of the Grant Application, the authorized official signing for the applicant organization certifies and assures to the best of his or her knowledge and/or belief the following Assurances and Certifications. If there is any reason why one or more of the assurances or certifications listed cannot be certified or assured, please explain in writing and attach to this application.

Standard Assurances

1. Applicant understands this application and its attachments as well as any resulting grant agreement, reports and proof of expenditure is subject to Kentucky's open records law.
2. Applicant understands if the grant agreement is not returned to Louisville Metro within 90 days of its mailing to the applicant, the approval is automatically revoked and the funds will not be disbursed to our organization.
3. Applicant and any sub grantee will give Louisville Metro Government access to and the right to examine all paper or electronic records related to the awarded grant for up to five years of the grant agreement date.
4. Applicant assures compliance with the grant requirements and will monitor the performance of any third party (sub-grantee).
5. The Agency is in good standing with the Kentucky Secretary of State, Louisville Metro Government, the Jefferson County Revenue Commission, the Internal Revenue Service, and the Louisville Metro Human Relations Commission.
6. Applicant understands failure to provide the services, programs, or projects included in the agreement will result in funds being withheld or requested to be returned if previously disbursed.
7. Applicant understands they must return to Louisville Metro any unexpended funds by July 31 following the Metro Louisville's fiscal year end.
8. Applicant understands they must provide proof of all expenditures (canceled checks, receipts, paid invoices). The Applicant understands the failure to provide proof of expenditures as required in the grant agreement could result in funding being withheld or request to be returned if previously disbursed.
9. Applicant understands if this application is approved, the grant agreement will identify an award period that begins with the Metro Council approval date, and will end with June 30 of the fiscal year in which the grant is approved. Expenditures associated with this award expected to occur prior to the award period (approval date) must be disclosed in this application in order to be considered compliant with the grant agreement.
10. Applicant understands if we choose to incur expenditures prior to the approval of the application by the Metro Council, there is no guarantee that funding will be reimbursed, as the Council may choose not to award the application.
11. Applicant will establish safeguards to prohibit employees or any person that receives compensation from awarded funds from using their position for a purpose that constitutes or presents the appearance of personal or organizational conflict of interest, or personal gain.

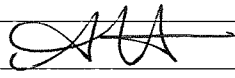
Standard Certifications

1. The Agency certifies it will not use Louisville Metro Government funds for any religious, political or fraternal Activities.
2. The Agency has a written Affirmative Action/Equal Opportunity Policy.
3. The Agency does not discriminate in employment or in provision of any service/program/activity/event based on age, color, disabled status, national origin, race, religion, sex, gender identity or sexual orientation, or Vietnam era veteran status.
4. The Agency certifies it will not require clients, recipients, or beneficiaries to participate in religious, political, fraternal or like activities in order to receive services/benefits provided with Louisville Metro Government funds.
5. The Agency understands the Americans with Disabilities Act (ADA) and makes reasonable accommodations.

Relationship Disclosure: List below any relationship you or any member of your Board of Directors or employees has with any Councilperson, Councilperson's family, Councilperson's staff or any Louisville Metro Government employee.

SECTION 8 – CERTIFICATIONS & ASSURANCES

I certify under the penalty of law the information in this application (including, without limitation, "Certifications and Assurances") is accurate to the best of my knowledge. I am aware my organization will not be eligible for funding if investigation at any time shows falsification. If falsification is shown after funding has been approved, any allocations already received and expended are subject to be repaid. I further certify that I am legally authorized to sign this application for the applying organization and have initialed each page of the application.

Signature of Legal Signatory:		Date:	8/23/19
Legal Signatory: (please print):	Alison Huff	Title:	Managing Director
Phone:	502-589-0084	Extension:	304
Email:	Alison@commonwealththeatre.org		

List of Schools Being Sponsored as of 9-5-19

District 1, \$1600 – Carter Elementary

District 6, \$1600 – Frayser Elementary

District 9, \$1600 – Field Elementary

District 10, \$3200 – Camp Taylor Elementary, St. Steven Martyr

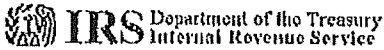
District 11, \$3200 – Cochrane Elementary, Jeffersontown Elementary

District 12, \$4800 – Greenwood Elementary, Notre Dame Academy, St. Paul

District 17, \$4800 – Chancey Elementary, Zachary Taylor Elementary, Anchorage Public School

District 21, \$1600 – Rutherford Elementary

District 23, \$8000 – Laukhuf Elementary, Wilt Elementary, Smyrna Elementary, Luhr Elementary,
St. Bernard



OGDEN UT 84201-0046

In reply refer to: 0423223404
Apr. 13, 2017 LTR 252C 0
61-0902722 000000 00
Input Op: 0423223404 00005492
BODC: TE

COMMONWEALTH THEATRE CENTER INC
1123 PAYNE ST
LOUISVILLE KY 40204-2366



037559

Taxpayer Identification Number: 61-0902722

Dear Taxpayer:

Thank you for your Form 990.

We have changed the name on your account as requested. The number shown above is valid for use on all tax documents.

If you need forms, schedules, or publications, you may get them by visiting the IRS website at www.irs.gov or by calling toll-free at 1-800-TAX-FORM (1-800-829-3676).

If you have any questions, please call us toll free at 1-877-829-5500.

If you prefer, you may write to us at the address shown at the top of the first page of this letter.

Whenever you write, please include this letter and, in the spaces below, give us your telephone number with the hours we can reach you. Also, you may want to keep a copy of this letter for your records.

Telephone Number () _____ Hours _____

Sincerely yours,

Shane M. Painter
Dept. Manager, Entity

Enclosure(s):
Copy of this letter

Internal Revenue Service
P.O. Box 2508
Cincinnati, OH 45201

Department of the Treasury

Date: **MAY 28 2014**

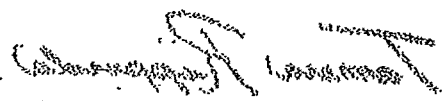
Walden Theatre Corporation
1123 Payne Street
Louisville, KY 40204

Employer Identification Number:
61-0902722

Person to Contact - ID Number:
Ms. Wan - 0203399

Contact Telephone Number:
877-829-5500 Toll-Free

Form 990 Required:
Yes



Dear Sir or Madam:

In your letter dated March 25, 2014, you requested classification as a public charity described in section(s) 509(a)(1) and 170(b)(1)(A)(vi) of the Internal Revenue Code.

In our letter dated July 1977, we determined that you were exempt under section 501(c)(3) of the Code. We further determined that you weren't a private foundation and you were classified as a public charity described in section 509(a)(3) of the Code.

Based on the information you provided, we determined you meet the requirements for classification as a public charity described in section(s) 509(a)(1) and 170(b)(1)(A)(vi) of the Code. Accordingly, we have updated your public charity status in our records as you requested.

Since your exempt status wasn't under consideration, you continue to be classified as an organization exempt from federal income tax under section 501(c)(3) of the Code.

Grantors and contributors may generally rely on this determination of your foundation status unless the Internal Revenue Service publishes notice that you are no longer recognized as tax exempt or classified as a public charity in the Internal Revenue Bulletin. However, if a grantor or contributor takes any action, or fails to take any action, which causes you to lose your exempt status or causes you to be reclassified as a private foundation, that party cannot rely on this determination. Furthermore, a contributor or grantor who knows that the Internal Revenue Service has notified you of any change in your exempt status or foundation status cannot rely on this determination.

Please see enclosed Publication 4221-PC, *Compliance Guide for 501(c)(3) Public Charities*, for helpful information about your responsibilities as an exempt organization.

Because this letter could help resolve any questions about your exempt status and/or foundation status, you should keep it with your permanent records.

Page 2

Name: Walden Theatre Corporation
EIN: 61-0902722

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely,

Tamera Ripperda

Director, Exempt Organizations
Rulings and Agreements

Enclosure:
Publication 4221-PC

2508
Address any reply to: P.O. Box 476 Cincinnati, Ohio 45201

Department of the Treasury

Inquiries may be directed to:
Dale Pepper by calling 513-684-3578

District Director

Internal Revenue Service

Date: JUL 28 1977 In reply refer to:
L-178, EP-EO-DAR/BJA



Federal Identification Number:
61-0902-722

CIN: EO: 772 25 8

Walden Theatre
1123 Payne Street
Louisville, Kentucky 40204

Gentlemen:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code.

We have further determined you are not a private foundation within the meaning of section 509(a) of the Code, because you are an organization described in section 509(a)(3).

You are not liable for social security (FICA) taxes unless you file a waiver of exemption certificate as provided in the Federal Insurance Contributions Act. You are not liable for the taxes imposed under the Federal Unemployment Tax Act (FUTA).

Since you are not a private foundation, you are not subject to the excise taxes under Chapter 42 of the Code. However, you are not automatically exempt from other Federal excise taxes. If you have any questions about excise, employment, or other Federal taxes, please let us know.

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

If your purposes, character, or method of operation is changed, please let us know so we can consider the effect of the change on your exempt status. Also, you should inform us of all changes in your name or address.

If your gross receipts each year are normally more than \$5,000, you are required to file Form 990, Return of Organization Exempt From Income Tax, by the 15th day of the fifth month after the end of your annual accounting period. The law imposes a penalty of \$10 a day, up to a maximum of \$5,000, for failure to file a return on time.

You are not required to file Federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, a number will be assigned to you and you will be advised of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

Please keep this determination letter in your permanent records.

Sincerely yours,



District Director

COMMONWEALTH THEATRE CENTER			FY20 BUDGET approved 07/15/19
INCOME			
	EARNED		
1	Programming		
2	Tuition		
3	Fall		176,000
4	Spring		170,000
5	Summer		174,000
6	<i>Total Tuition</i>		<i>520,000</i>
7	Rehearsal Fees		7,000
8	Patron Tickets		65,000
9	Student Matinee Tickets		5,000
10	Touring Productions		25,000
11	Outreach Workshps/Resdiencies		68,000
12	<i>Total Programming</i>		<i>690,000</i>
13	Concessions		10,500
14	Royalties		200
15	Rental Income		1,000
16	Program Advertisements		6,500
17	Miscellaneous		1,300
18	TOTAL EARNED INCOME:		709,500
19	CONTRIBUTED		
20	Special Events		
21	Chili Supper/Silent Auction		7,000
22	Raffle		16,000
23	Other (Acting Up)		12,000
24	<i>Total Special Events</i>		<i>35,000</i>
25	Grants		
26	Fund for the Arts		
27	Base Allocation		100,000
28	Every Child Initiative		65,000
29	Miscellaneous		20,000
30	<i>Total Fund for the Arts</i>		<i>185,000</i>
31	KY Arts Council		16,757
32	Louisville Metro Govt		75,000
33	Corporate		60,000
34	Foundations		215,000
35	<i>Total Grants</i>		<i>551,757</i>
36	Individual Donations		
37	Board		10,000
38	Patrons		100,000
39	<i>Total Individual Donations</i>		<i>110,000</i>
40	In-kind Donations		15,000
41	TOTAL CONTRIBUTED INCOME:		711,757
42	TOTAL INCOME		1,421,257

EXPENSE			
1	Personnel		
2	Contract Labor		
3		Instruction	
4		Conservatory	20,000
5		Outreach	27,000
6		Summer	23,000
7		<i>Total Instruction</i>	<i>70,000</i>
8		Productions	
9		Directing/Design/Tech	16,000
10		Performers	37,000
11		<i>Total Productions</i>	<i>53,000</i>
12		Administration	5,000
13		<i>Total Contract Labor</i>	<i>128,000</i>
14		Salaries	805,000
15		Health Insurance	58,000
16		Payroll Taxes/Workers Comp	80,500
17		Retirement	20,000
18		Total Personnel	1,091,500
19	Administration/General		
20		Bad Debt Expense	1,000
21		Building Supplies	5,500
22		Business Insurance	16,000
23		Small Equipment	5,000
24		Memberships/Prof.Dev.	7,000
25		Miscellaneous	5,000
26		Office Supplies/Postage	3,200
27		Professional Fees	10,000
28		Repairs/Maintenance	20,000
29		Service Charges	15,000
30		Service/Maintenance Agmts	35,000
31		Utilities/Occupancy	25,000
32		Total Administration/General	147,700
33	Programming		
34		Advertising/Marketing	18,000
35		Costumes	22,000
36		Financial Assistance	43,000
37		Program Supplies	20,000
38		Photography	4,000
39		Printing/Reproduction	8,000
40		Props/Set Materials	13,000
41		Rentals/Royalties	12,000
42		Total Programming	140,000
43	Fundraising		
44		Concessions	6,500
45		Event Expense	7,500
46		Miscellaneous	3,000
47		Total Fundraising	17,000
48		Depreciation	20,000
49		TOTAL EXPENSE	1,416,200
		NET INCOME	5,057.00

10:11 AM

08/26/19

Accrual Basis

Commonwealth Theatre Center
Balance Sheet
As of July 31, 2019

	<u>Jul 31, 19</u>
ASSETS	
Current Assets	
Checking/Savings	
1002.00 · Fifth Third Checking Account	607.41
1005.00 · Paypal Account	181.40
1006.00 · PNC Bank NP Checking 3285	595.00
1007.00 · PNC Bank Money Market 3293	4,747.68
1009.00 · Republic Bank 3882	91,038.73
1010.00 · Republic Bank Checking 4025	50,324.42
Total Checking/Savings	147,494.64
Accounts Receivable	
1100.00 · Accounts Receivable	2,198.79
Total Accounts Receivable	2,198.79
Other Current Assets	
1008.10 · Box Office Cash Bank	117.00
1200.00 · Other Accounts Receivable	563.07
1501.00 · Pre-Paid Insurance	6,097.02
1503.00 · Undeposited Funds	12,018.16
Total Other Current Assets	18,795.25
Total Current Assets	168,488.68
Fixed Assets	
1700.00 · Building	89,700.00
1701.00 · Building Renovation	143,343.10
1703.00 · Equipment	44,772.60
1704.00 · Furniture, Fixtures & Equipment	119,565.57
1705.00 · Leasehold Improvements	10,148.14
1710.00 · Vehicles	35,699.45
1750.00 · Accumulated Depreciation	-254,929.06
Total Fixed Assets	188,299.80
TOTAL ASSETS	<u>356,788.48</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
2000.00 · Accounts Payable	19,260.08
Total Accounts Payable	19,260.08
Other Current Liabilities	
2202.00 · Payroll Liabilities	-2,057.55
2402.00 · Deferred Tuition	1,640.00
Total Other Current Liabilities	-417.55
Total Current Liabilities	18,842.53
Total Liabilities	18,842.53
Equity	
3001.00 · Retained Earnings	-13,752.61
3002.00 · Unrestricted Net Assets	169,036.00
3100.00 · Restricted Net Assets	169,849.45
Net Income	12,813.11
Total Equity	337,945.95
TOTAL LIABILITIES & EQUITY	<u>356,788.48</u>

Form **990**

Return of Organization Exempt From Income Tax
 Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)
 ▶ Do not enter social security numbers on this form as it may be made public.
 ▶ Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047
2017
Open to Public Inspection

Department of the Treasury
 Internal Revenue Service

A For the 2017 calendar year, or tax year beginning 08/01/17, and ending 07/31/18

B Check if applicable:
 Address change
 Name change
 Initial return
 Final return/terminated
 Amended return
 Application pending

C Name of organization: **Commonwealth Theatre Center, Inc.**
 Doing business as
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
1123 Payne Street
 City or town, state or province, country, and ZIP or foreign postal code
Louisville KY 40204

D Employer identification number: **61-0902722**

E Telephone number: **502-589-0084**

G Gross receipts\$ **1,087,722**

F Name and address of principal officer:
Alison Huff

H(a) Is this a group return for subordinates? Yes No
H(b) Are all subordinates included? Yes No
 If "No," attach a list. (see instructions)

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

J Website: ▶ **www.commonwealththeatre.org**

K Form of organization: Corporation Trust Association Other ▶

L Year of formation: **1976** **M** State of legal domicile: **KY**

H(c) Group exemption number ▶

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: Developing youth and our community through excellence in theatre education and performance.			
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.			
	3	Number of voting members of the governing body (Part VI, line 1a)	12	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	12	
	5	Total number of individuals employed in calendar year 2017 (Part V, line 2a)	20	
	6	Total number of volunteers (estimate if necessary)	450	
	7a	Total unrelated business revenue from Part VIII, column (C), line 12	0	
7b	Net unrelated business taxable income from Form 990-T, line 34	0		
Revenue	8	Contributions and grants (Part VIII, line 1h)	479,449	459,594
	9	Program service revenue (Part VIII, line 2g)	578,520	600,555
	10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	98	39
	11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	17,656	19,692
	12	Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,075,723	1,079,880
Expenses	13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)		0
	14	Benefits paid to or for members (Part IX, column (A), line 4)		0
	15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	698,553	800,459
	16a	Professional fundraising fees (Part IX, column (A), line 11e)		0
	16b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 128,358		
17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	418,053	384,731	
18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	1,116,606	1,185,190	
19	Revenue less expenses. Subtract line 18 from line 12	-40,883	-105,310	
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	388,191	291,047
	21	Total liabilities (Part X, line 26)	45,563	53,729
	22	Net assets or fund balances. Subtract line 21 from line 20	342,628	237,318

Part II Signature Block

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

Sign Here

Signature of officer: **Alison Huff** Date: _____
 Managing Director
 Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name: **Barbara Lasky** Preparer's signature: **Barbara Lasky** Date: **11/28/18** Check if self-employed PTIN: **P00015280**

Firm's name: **Baldwin CPAs, PLLC** Firm's EIN: **20-1416603**
 Firm's address: **943 S 1st Street Louisville, KY 40203** Phone no.: **502-584-9793**

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

For Paperwork Reduction Act Notice, see the separate instructions. Form **990** (2017)

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III Yes No

1 Briefly describe the organization's mission:
Developing youth and our community through excellence in comprehensive theatre education and performance.

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

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ **927,206** including grants of\$) (Revenue \$ **600,555**)
Commonwealth Theatre Center (CTC), formerly Walden Theatre/Blue Apple Players (merged January 2015), is the region's most comprehensive theatre education organization, providing a continuum of learning with a deep heritage of excellence, innovation and commitment to lifelong learning. For 42 years, our programs have been an effective and unique part of creative, academic, social, and economic development. CTC annually serves approximately 45,500 youth (PreK-12) and 7,300 adults annually across 60+ zip codes regionally, engaging more than 240 schools and community centers as well as most Title 1 schools in the area.

CTC's mission is to develop youth and our community through excellence in

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

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

4d Other program services (Describe in Schedule O.)
(Expenses \$ including grants of\$) (Revenue \$)

4e Total program service expenses **927,206**

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
	1a 41		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	1b 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	2a 20		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to <i>e-file</i> (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b	If "Yes," has it filed a Form 990-T for this year? <i>If "No" to line 3b, provide an explanation in Schedule O</i>		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country: ▶ See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		
d	If "Yes," indicate the number of Forms 8282 filed during the year		
	7d		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the sponsoring organization make any taxable distributions under section 4966?		
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? <i>If "No," provide an explanation in Schedule O</i>	14b	

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

Section A. Governing Body and Management

	1a	12	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		12		
b Enter the number of voting members included in line 1a, above, who are independent	1b	12		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2			X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3			X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4			X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5			X
6 Did the organization have members or stockholders?	6			X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a			X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b			X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a The governing body?	8a		X	
b Each committee with authority to act on behalf of the governing body?	8b		X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9			X

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

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

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed **▶ KY**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20 State the name, address, and telephone number of the person who possesses the organization's books and records: **▶**
Organization **1123 Payne Street**
Louisville **KY 40204** **502-589-0084**

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Brooke Edge, PhD	1.00									
Interim President	0.00	X		X			0	0	0	
(2) Robert P. Strobo	1.00									
Immediate Past Pres.	0.00	X		X			0	0	0	
(3) Brad Keeton	1.00									
Past President	0.00	X		X			0	0	0	
(4) Joe Legel, CPA	1.00									
Treasurer	0.00	X		X			0	0	0	
(5) Patti Clare	1.00									
Secretary	0.00	X		X			0	0	0	
(6) Greg Simms	1.00									
Board Member	0.00	X					0	0	0	
(7) Ellen Chumbley	1.00									
Board Member	0.00	X					0	0	0	
(8) Susan Osmanski Cohen	1.00									
Board Member	0.00	X					0	0	0	
(9) Mark Gomsak	1.00									
Board Member	0.00	X					0	0	0	
(10) Matt Kamer	1.00									
Board Member	0.00	X					0	0	0	
(11) David Phillips	1.00									
Board Member	0.00	X					0	0	0	

Form 990 (2017) **Commonwealth Theatre Center, Inc. 61-0902722**

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(12) Mark Robich	1.00									
Board Member	0.00	X					0	0	0	
(13) Charles Sexton	40.00									
Artistic Director	0.00			X			73,015	0	9,455	
(14) Alison Huff	40.00									
Managing Director	0.00			X			62,584	0	6,317	
1b Sub-total							135,599		15,772	
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)							135,599		15,772	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

Section B. Independent Contractors

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

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

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

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns				
	1b	Membership dues				
	1c	Fundraising events				
	1d	Related organizations				
	1e	Government grants (contributions)	121,227			
	1f	All other contributions, gifts, grants, and similar amounts not included above	338,367			
	g	Noncash contributions included in lines 1a-1f: \$	191			
	h	Total. Add lines 1a-1f	459,594			
Program Service Revenue	2a	Tuition	461,925	461,925		
	b	Program Fees	131,788	131,788		
	c	Miscellaneous	5,142	5,142		
	d	Facility rental	1,700	1,700		
	e					
	f	All other program service revenue				
	g	Total. Add lines 2a-2f	600,555			
	3	Investment income (including dividends, interest, and other similar amounts)	39			39
4	Income from investment of tax-exempt bond proceeds					
5	Royalties					
Other Revenue	6a	Gross rents				
	b	Less: rental exps.				
	c	Rental inc. or (loss)				
	d	Net rental income or (loss)				
	7a	Gross amount from sales of assets other than inventory				
	b	Less: cost or other basis & sales exps				
	c	Gain or (loss)				
	d	Net gain or (loss)				
	8a	Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18	12,499			
	b	Less: direct expenses	6,842			
	c	Net income or (loss) from fundraising events	5,657			5,657
	9a	Gross income from gaming activities. See Part IV, line 19	15,035			
	b	Less: direct expenses	1,000			
	c	Net income or (loss) from gaming activities	14,035			14,035
	10a	Gross sales of inventory, less returns and allowances				
b	Less: cost of goods sold					
c	Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Busn. Code				
11a						
b						
c						
d	All other revenue					
e	Total. Add lines 11a-11d					
12	Total revenue. See instructions.	1,079,880	600,555	0	19,731	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21				
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	137,917	79,568	35,540	22,809
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	542,630	435,265	47,419	59,946
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	59,292	44,854	7,228	7,210
10 Payroll taxes	60,620	45,859	7,390	7,371
11 Fees for services (non-employees):				
a Management				
b Legal	13,000			13,000
c Accounting	9,771		9,771	
d Lobbying				
e Professional fundraising services. See Part IV, line 7				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	105,431	104,541	890	
12 Advertising and promotion	13,625	13,625		
13 Office expenses	4,430	3,491	473	466
14 Information technology				
15 Royalties				
16 Occupancy	29,587	26,629	1,479	1,479
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	22,723	20,451	1,136	1,136
23 Insurance	13,293	10,473	1,420	1,400
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a Supplies & Field Trips	46,962	46,962		
b Repairs & Maintenance	42,556	38,300	2,128	2,128
c Scholarship Expense	31,929	31,929		
d Miscellaneous	24,751	19,507	2,638	2,606
e All other expenses	26,673	5,752	12,114	8,807
25 Total functional expenses. Add lines 1 through 24e	1,185,190	927,206	129,626	128,358
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year	
Assets	1	Cash—non-interest bearing	184,589	1	128,733
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net		3	
	4	Accounts receivable, net	6,165	4	7,460
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	19,813	9	3,003
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	390,593	10a	
	b	Less: accumulated depreciation	239,342	10b	
	11	Investments—publicly traded securities		11	
	12	Investments—other securities. See Part IV, line 11		12	
	13	Investments—program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11	500	15	600
16	Total assets. Add lines 1 through 15 (must equal line 34)	388,191	16	291,047	
Liabilities	17	Accounts payable and accrued expenses	19,027	17	16,256
	18	Grants payable		18	
	19	Deferred revenue	26,536	19	37,473
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26	Total liabilities. Add lines 17 through 25	45,563	26	53,729
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	327,300	27	155,283
	28	Temporarily restricted net assets	15,328	28	82,035
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
	33	Total net assets or fund balances	342,628	33	237,318
34	Total liabilities and net assets/fund balances	388,191	34	291,047	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,079,880
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,185,190
3	Revenue less expenses. Subtract line 2 from line 1	3	-105,310
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	342,628
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	237,318

Part XII Financial Statements and Reporting

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

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis	X	
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

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

2017

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ.

Open to Public
Inspection

▶ Go to www.irs.gov/Form990 for instructions and the latest information.

Name of the organization

Commonwealth Theatre Center, Inc.

Employer identification number

61-0902722

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

The organization is not a private foundation because it is: (For lines 1 through 12, check only one box.)

- 1 A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E (Form 990 or 990-EZ).)
- 3 A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state:
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 An agricultural research organization described in **section 170(b)(1)(A)(ix)** operated in conjunction with a land-grant college or university or a non-land grant college of agriculture (see instructions). Enter the name, city, and state of the college or university:
- 10 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 11 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 12 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box in lines 12a through 12d that describes the type of supporting organization and complete lines 12e, 12f, and 12g.
 - a **Type I.** A supporting organization operated, supervised, or controlled by its supported organization(s), typically by giving the supported organization(s) the power to regularly appoint or elect a majority of the directors or trustees of the supporting organization. **You must complete Part IV, Sections A and B.**
 - b **Type II.** A supporting organization supervised or controlled in connection with its supported organization(s), by having control or management of the supporting organization vested in the same persons that control or manage the supported organization(s). **You must complete Part IV, Sections A and C.**
 - c **Type III functionally integrated.** A supporting organization operated in connection with, and functionally integrated with, its supported organization(s) (see instructions). **You must complete Part IV, Sections A, D, and E.**
 - d **Type III non-functionally integrated.** A supporting organization operated in connection with its supported organization(s) that is not functionally integrated. The organization generally must satisfy a distribution requirement and an attentiveness requirement (see instructions). **You must complete Part IV, Sections A and D, and Part V.**
 - e Check this box if the organization received a written determination from the IRS that it is a Type I, Type II, Type III functionally integrated, or Type III non-functionally integrated supporting organization.
 - f Enter the number of supported organizations
 - g Provide the following information about the supported organization(s).

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

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

Schedule A (Form 990 or 990-EZ) 2017

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	207,427	281,618	493,758	479,449	459,594	1,921,846
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	207,427	281,618	493,758	479,449	459,594	1,921,846
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						1,921,846

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
7 Amounts from line 4	207,427	281,618	493,758	479,449	459,594	1,921,846
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources	4,771	2,962	1,460	2,198	1,739	13,130
9 Net income from unrelated business activities, whether or not the business is regularly carried on				1,232		1,232
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)	7,032	6,952	2,182	7,538	5,142	28,846
11 Total support. Add lines 7 through 10						1,965,054
12 Gross receipts from related activities, etc. (see instructions)					12	1,630,290

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2017 (line 6, column (f) divided by line 11, column (f))	14	97.80%
15 Public support percentage from 2016 Schedule A, Part II, line 14	15	97.56%

16a **33 1/3% support test—2017.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

b **33 1/3% support test—2016.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

17a **10%-facts-and-circumstances test—2017.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

b **10%-facts-and-circumstances test—2016.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2013	(b) 2014	(c) 2015	(d) 2016	(e) 2017	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties, and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2017 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2016 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2017 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2016 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests—2017. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

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

Part IV Supporting Organizations

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

Section A. All Supporting Organizations

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

Part IV Supporting Organizations (continued)

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

Section B. Type I Supporting Organizations

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

Section C. Type II Supporting Organizations

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

Section D. All Type III Supporting Organizations

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

Section E. Type III Functionally-Integrated Supporting Organizations

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

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

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

Section A - Adjusted Net Income		(A) Prior Year	(B) Current Year (optional)
1	Net short-term capital gain	1	
2	Recoveries of prior-year distributions	2	
3	Other gross income (see instructions)	3	
4	Add lines 1 through 3.	4	
5	Depreciation and depletion	5	
6	Portion of operating expenses paid or incurred for production or collection of gross income or for management, conservation, or maintenance of property held for production of income (see instructions)	6	
7	Other expenses (see instructions)	7	
8	Adjusted Net Income (subtract lines 5, 6 and 7 from line 4).	8	

Section B - Minimum Asset Amount		(A) Prior Year	(B) Current Year (optional)
1	Aggregate fair market value of all non-exempt-use assets (see instructions for short tax year or assets held for part of year):		
a	Average monthly value of securities	1a	
b	Average monthly cash balances	1b	
c	Fair market value of other non-exempt-use assets	1c	
d	Total (add lines 1a, 1b, and 1c)	1d	
e	Discount claimed for blockage or other factors (explain in detail in Part VI):		
2	Acquisition indebtedness applicable to non-exempt-use assets	2	
3	Subtract line 2 from line 1d.	3	
4	Cash deemed held for exempt use. Enter 1-1/2% of line 3 (for greater amount, see instructions).	4	
5	Net value of non-exempt-use assets (subtract line 4 from line 3)	5	
6	Multiply line 5 by .035.	6	
7	Recoveries of prior-year distributions	7	
8	Minimum Asset Amount (add line 7 to line 6)	8	

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1.	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3.	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions).	6	
7	<input type="checkbox"/> Check here if the current year is the organization's first as a non-functionally integrated Type III supporting organization (see instructions).		

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

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2017 from Section C, line 6	
10 Line 8 amount divided by line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2017	(iii) Distributable Amount for 2017
1 Distributable amount for 2017 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2017 (reasonable cause required-explain in Part VI). See instructions.			
3 Excess distributions carryover, if any, to 2017:			
a			
b From 2013			
c From 2014			
d From 2015			
e From 2016			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2017 distributable amount			
i Carryover from 2012 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2017 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2017 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2017, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions.			
6 Remaining underdistributions for 2017. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.			
7 Excess distributions carryover to 2018. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a Excess from 2013			
b Excess from 2014			
c Excess from 2015			
d Excess from 2016			
e Excess from 2017			

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

Part II, Line 10 - Other Income Detail

\$ 28,846

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

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

Go to www.irs.gov/Form990 for instructions and the latest information.

OMB No. 1545-0047

2017

Open to Public Inspection

Name of the organization

Employer identification number

Commonwealth Theatre Center, Inc.

61-0902722

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

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

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Includes questions 1-6 regarding donor advised funds.

Part II Conservation Easements.

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

Table with 3 columns: Question, Held at the End of the Tax Year. Includes questions 1-9 regarding conservation easements.

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

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

Table with 3 columns: Question, Revenue, Assets. Includes questions 1a-1b and 2a-2b regarding art and historical treasures.

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Schedule D (Form 990) 2017

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

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

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

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

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

Part IV Escrow and Custodial Arrangements.

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

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

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

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

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

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

Part V Endowment Funds.

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

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

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

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

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

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

- (i) unrelated organizations
- (ii) related organizations

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

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

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

Part VI Land, Buildings, and Equipment.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		10,000		10,000
b Buildings		229,898	124,299	105,599
c Leasehold improvements				
d Equipment		150,695	115,043	35,652
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				151,251

Part VII Investments—Other Securities.

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

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

Part VIII Investments—Program Related.

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

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

Part IX Other Assets.

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

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

Part X Other Liabilities.

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

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

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

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

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

1	Total revenue, gains, and other support per audited financial statements		1	1,079,880
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
	a Net unrealized gains (losses) on investments	2a		
	b Donated services and use of facilities	2b		
	c Recoveries of prior year grants	2c		
	d Other (Describe in Part XIII.)	2d		
	e Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	1,079,880
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a		
	b Other (Describe in Part XIII.)	4b		
	c Add lines 4a and 4b		4c	
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5	1,079,880

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

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

1	Total expenses and losses per audited financial statements		1	1,185,190
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
	a Donated services and use of facilities	2a		
	b Prior year adjustments	2b		
	c Other losses	2c		
	d Other (Describe in Part XIII.)	2d		
	e Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	1,185,190
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a		
	b Other (Describe in Part XIII.)	4b		
	c Add lines 4a and 4b		4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5	1,185,190

Part XIII Supplemental Information.

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

Part X - FIN 48 Footnote

Management has concluded that any tax positions that would not meet the more-likely-than-not criterion of FASB ASC 740-10 would be immaterial to the financial statements taken as a whole. Accordingly, the accompanying financial statements do not include any provision for uncertain tax positions, and no related interest or penalties have been recorded in the statement of activities or accrued in the statement of financial position.

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

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No. 1545-0047

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

2017

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ.

Open to Public Inspection

▶ Go to www.irs.gov/Form990 for the latest instructions.

Name of the organization

Commonwealth Theatre Center, Inc.

Employer identification number

61-0902722

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

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

- a Mail solicitations
- b Internet and email solicitations
- c Phone solicitations
- d In-person solicitations
- e Solicitation of non-government grants
- f Solicitation of government grants
- g Special fundraising events

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

b If "Yes," list the 10 highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

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

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

.....

.....

.....

.....

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		(event type)	(event type)	(total number)	(add col. (a) through col. (c))
Revenue	1	Gross receipts			
	2	Less: Contributions			
	3	Gross income (line 1 minus line 2)			
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs			
	7	Food and beverages			
	8	Entertainment			
	9	Other direct expenses			
	10	Direct expense summary. Add lines 4 through 9 in column (d)			
	11	Net income summary. Subtract line 10 from line 3, column (d)			

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
		1	Gross revenue		
Direct Expenses	2	Cash prizes			
	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses		1,000	1,000
	6	Volunteer labor	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	<input checked="" type="checkbox"/> Yes 100.00% <input type="checkbox"/> No	
	7	Direct expense summary. Add lines 2 through 5 in column (d)			1,000
	8	Net gaming income summary. Subtract line 7 from line 1, column (d)			14,035

9 Enter the state(s) in which the organization conducts gaming activities: **KY**
 a Is the organization licensed to conduct gaming activities in each of these states? Yes No

b If "No," explain:

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

- 11** Does the organization conduct gaming activities with nonmembers? Yes No
- 12** Is the organization a grantor, beneficiary or trustee of a trust, or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13** Indicate the percentage of gaming activity conducted in:
- | | | | |
|---|-----------------------------|------------|---|
| a | The organization's facility | 13a | % |
| b | An outside facility | 13b | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► Donna Adams
1123 Payne St
 Address ► Louisville KY 40204

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

Name ► _____
 Address ► _____

16 Gaming manager information:

Name ► _____
 Gaming manager compensation ► \$ _____
 Description of services provided ► _____

Director/officer Employee Independent contractor

17 Mandatory distributions:

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

Part IV Supplemental Information. Provide the explanations required by Part I, line 2b, columns (iii) and (v); and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also provide any additional information. See instructions.

.....

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.
▶ Go to www.irs.gov/Form990 for the latest information.

OMB No. 1545-0047

2017

**Open to Public
Inspection**

Name of the organization

Commonwealth Theatre Center, Inc.

Employer identification number

61-0902722

Form 990, Part III, Line 4a - First Accomplishment

comprehensive theatre education and performance. Our continuum of learning includes Blue Apple Outreach's interdisciplinary workshop and residency programs that enrich math, science, social studies, language arts, and life skills curricula for about 5,500 students each year. Blue Apple also offers professional touring performances for 35,000+ youth and adults, and professional development for teachers. With a no-audition policy and financial aid for students, Walden Theatre Conservatory includes intensive theatre training for youth ranging from introductory to professional, student-produced and acted performances, an alumni program, professional performances, and adult acting classes.

Form 990, Part VI, Line 11b - Organization's Process to Review Form 990

The finance committee, managing director, business administrator, and board treasurer review form 990 prior to filing.

Form 990, Part VI, Line 19 - Governing Documents Disclosure Explanation

Governing documents and financial statements are available upon request.

0069447.09 mstratton
 AMD
 Alison Lundergan Grimes
 Kentucky Secretary of State
 Received and Filed:
 8/2/2016 10:43 AM
 Fee Receipt: \$8.00



COMMONWEALTH OF KENTUCKY
ALISON LUNDERGAN GRIMES, SECRETARY OF STATE

Division of Business Filings Business Filings PO Box 718 Frankfort, KY 40602 (502) 564-3490 www.sos.ky.gov	Articles of Amendment (Domestic Nonprofit Corporation)	NPA
---------------------------------------------------------------------------------------------------------------------------	-----------------------------------------------------------	-----

Pursuant to the provisions of KRS 14A and KRS Chapter 273, the undersigned applies to amend articles and, for that purpose, submits the following statements:

1. The name of the corporation on record with the Office of the Secretary of State is:

Walden Theatre Corporation

(The name must be identical to the name on record with the Secretary of State.)

2. The text of each amendment adopted: See Attachment "A"

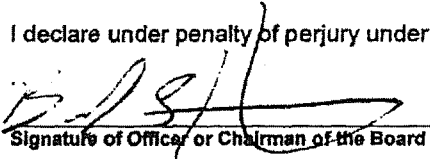
3. The date of adoption of each amendment was September 21, 2015

4. Check either a, b or c (whichever is applicable):

- a. The amendment(s) was (were) duly adopted by a quorum present at such meeting and that such amendment received at least two-thirds (2/3) of the votes which members present at such meeting or represented by proxy were entitled to cast.
- b. The amendment(s) was (were) duly adopted by consent in writing and was (were) signed by all members entitled to vote with respect thereto.
- c. The amendment(s) was (were) duly adopted by the board of directors and such amendment(s) received the vote of a majority of the directors in office since there are no members or members entitled to vote.

5. This application will be effective upon filing, unless a delayed effective date and/or time is provided. The effective date or the delayed effective date cannot be prior to the date the application is filed. The date and/or time is _____
(Delayed effective date and/or time)

I declare under penalty of perjury under the laws of Kentucky that the forgoing is true and correct.


 Signature of Officer or Chairman of the Board

Brad Keeton
 Printed Name

President
 Title

7-12-16
 Date

ATTACHMENT "A"

ARTICLE 1

Name

The name of the corporation shall be **COMMONWEALTH THEATRE CENTER, INC.** (the "Corporation"). This Corporation is being renamed because of the merger between Walden Theatre Corporation and Blue Apple Players, Inc., which became effective on January 1, 2015.

RECEIVED & FILED

\$16.00

Jan 2 3 04 PM '91

FILED
LICHT
CAPITAL

[Handwritten signature]

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WALDEN THEATRE CORPORATION
#69447.900.

69447
623493

1. The name of the Corporation is Walden Theatre Corporation.
2. The Corporation's Articles of Incorporation are amended to read in their entirety as set forth on Annex A hereto.
3. There are no members of the Corporation entitled to vote on the amendment of the Corporation's Articles of Incorporation. At a meeting of the Board of Directors of the Corporation held on August 27, 1990, the Board approved, by a vote of a majority of the directors of the Corporation then in office, the amendment of the Corporation's Articles of Incorporation to read in their entirety as set forth on Annex A hereto.

WALDEN THEATRE CORPORATION

BY *Rebecca J. Schupbach*
Rebecca Schupbach, President

Date: 11/29/90

9999X.30178
#75:drb
NA15.178

ANNEX A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WALDEN THEATRE CORPORATION

ARTICLE I

Name

The name of the corporation shall be Walden Theatre Corporation.

ARTICLE II

Duration

The duration of the corporation shall be perpetual.

ARTICLE III

Purpose

The corporation is organized exclusively for charitable, educational and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended; and in particular to foster, encourage, promote and develop appreciation of and participation in the performing arts; to provide means, equipment and facilities to afford young persons an opportunity to acquire knowledge of the science of stagecraft and practical experience in theatre production; to provide means, equipment and facilities to afford qualified young authors, directors, performers or other youthful artists a medium through which their skills in theatrical form may be produced and presented to the public; to own, lease, operate and maintain

workshops and theatres; to provide instruction in the the theatre and the performing arts; and to cultivate, promote, foster, sponsor and develop an understanding and appreciation of the performing arts.

ARTICLE IV

Principal Office

The mailing address of the corporation's principal office shall be 233 West Broadway, Louisville, Kentucky 40202.

ARTICLE V

Powers

The corporation is empowered:

(a) to solicit, receive, accept, or acquire donations of public or private funds;

(b) to distribute its funds for charitable, educational and literary purposes consistent with the provisions of these Articles, the by-laws of the corporation, and all applicable laws and regulations;

(c) to buy, own, sell, convey, assign, mortgage, or lease any interest in personal or real property, and to construct, maintain and operate improvements on such real property, necessary or incident to the accomplishment of the purposes set forth in Article III hereof;

(d) to do and perform all acts and to exercise all powers given to nonprofit corporations under the provisions of Chapter 273 of the Kentucky Revised Statutes, which are reasonably

necessary to accomplish the purposes set forth in Article III hereof and which are not inconsistent with the corporation's qualification under Section 501(c)(3) of the Internal Revenue Code of the 1986, as amended (or under the corresponding provision of any future United States Internal revenue law), as a corporation organized exclusively for charitable, educational and literary purposes.

ARTICLE VI

Operations of the Corporation

The corporation shall, in the conduct of its purposes, be independent, non-sectarian, and non-denominational, and shall not discriminate on the grounds of sex, age, race, creed, color, physical disability, or national origin.

ARTICLE VII

Internal Affairs

The corporation shall have no capital stock nor shall it operate for pecuniary profit. The corporation shall have no power to issue certificates of stock nor to declare dividends. The corporation is dedicated to and operated exclusively for charitable, educational and literary purposes and no part of the net earnings of the corporation shall inure to the benefit of any private shareholders or individuals except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE III hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities inconsistent with the corporation's qualification under Section 501(c)(3) of the Internal Revenue Code of the 1986, as amended (or under the corresponding provision of any future United States Internal revenue law), as a corporation organized exclusively for charitable, educational and literary purposes.

ARTICLE VIII

Members; Board of Directors

The corporation shall have no members. The affairs of the corporation shall be managed and conducted by its duly elected Board of Directors in compliance with these Articles of Incorporation, the by-laws of the corporation, and all applicable laws and regulations. The election of directors shall be as prescribed by the by-laws. Any one or more of the corporation's directors may be removed from office by a majority vote of the directors of the corporation then in office whenever in those directors' judgment the best interest of the corporation will be served thereby.

Directors may make and adopt by-laws not inconsistent with the provisions of these Articles or the laws of the Commonwealth

of Kentucky. Adoption of by-laws and subsequent amendments thereto shall be effective only upon the affirmative vote of a majority of the directors of the corporation.

ARTICLE IX

Dissolution of the Corporation

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the debts and liabilities of the corporation, distribute of all of the assets of the corporation (a) exclusively to further the purposes of the corporation, or (b) to such organization as shall at the time qualify as an exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be distributed by the Circuit Court of the county in which the principal office of the corporation is then located, or to an organization or organizations to be used in such manner as in the judgment of the court will best accomplish the purpose for which the corporation was organized.

ARTICLE X

Limitation of Director Liability

The personal liability of a director to the corporation for monetary damages for breach of his/her duties as a director shall be eliminated; provided, however, that the liability of a

director shall not be eliminated as follows: (a) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the corporation; (b) for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; or (c) for any transaction from which the director derived an improper personal benefit.

ARTICLE XI

Indemnification

The corporation shall indemnify each of its current or former directors or officers (and his or her heirs, executors and administrators) for expenses actually and reasonably incurred by such director or officer in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been such a director or officer; provided, that no director or officer shall be indemnified for expenses incurred, if he or she shall be adjudged in such action, suit or proceeding to be liable for willful misconduct or wanton and reckless disregard for human rights, safety or property in the performance of such director's or officer's duty to the corporation. The corporation shall also advance amounts to a current or former director or officer (and his or her heirs, executors and administrators) to be used in the payment of expenses arising in connection with the defense of any action, suit or proceeding, civil or criminal, in which any director or officer of the corporation is made a party by reason

of being or having been such director or officer, provided that the person receiving the advance agrees in writing prior to the receipt of such advance to reimburse the corporation for all amounts advanced if the person is adjudged liable for willful misconduct or wanton and reckless disregard for human rights, safety or property in the performance of his or her duty to the corporation. In addition, the corporation may provide indemnification to a current or former director or officer in other circumstances to the extent authorized by the bylaws of the corporation or by a resolution of the Board of Directors, or as provided for in an agreement between the director or officer and the corporation.

9999X.30178
75:sb
MA31.178

069447

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DRENELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF INCORPORATION OF NON-STOCK, NON-PROFIT CORPORATION

I, DRENELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, certify that there has been delivered to my office articles of incorporation of
WALDEN THEATRE CORPORATION

The name and address of the registered agent of this corporation is

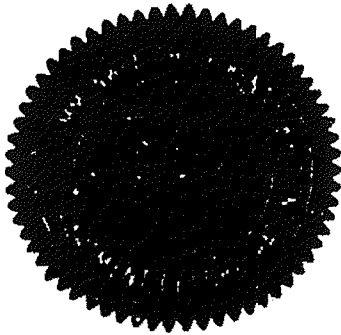
NANCY N. SEXTON

904 BELLEWOOD ROAD

ANCHORAGE, KENTUCKY

CITY STATE

NOW, THEREFORE, finding that these articles of incorporation conform to law and that all fees therefore having been paid as prescribed by law, I, DRENELL R. DAVIS, Secretary of State, issue this Certificate of Incorporation.



SECRETARY OF STATE

Issued this 30TH day of APRIL, 1976.

at Frankfort, Kentucky.

DreneLL R. Davis

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

REC'D 11/20

David M. Davis
SECRETARY OF STATE
DM

ARTICLES OF INCORPORATION
OF
WAEDEN THEATRE CORPORATION

The undersigned, acting as sole incorporator of a nonstock, nonprofit corporation under the provisions of Chapter 274 of the Kentucky Revised Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation shall be Walden Theatre Corporation.

ARTICLE II

DURATION

The period of duration of this corporation shall be perpetual.

6.4

18133

ARTICLE III

PURPOSE

The corporation is organized exclusively for charitable, educational and cultural purposes; and in particular to foster, encourage, promote and develop appreciation of and participation in the performing arts; to provide means, equipment and facilities to afford all persons an opportunity to acquire knowledge of the science of stagecraft and practical experience in theatre production; to provide means, equipment and facilities to afford qualified young authors, directors, performers or other youthful artists a medium through which their skills in theatrical form may be produced and presented to the public; to own, lease, operate and maintain workshops and theatres; to provide instruction in the theatre and the performing arts; and to cultivate, promote, foster, sponsor and develop the understanding, taste and appreciation of the performing arts.

ARTICLE IV

POWERS

a. The corporation shall have and may exercise any and all powers set forth in Chapter 274 of the Kentucky Revised Statutes which are necessary, suitable and proper for the attainment of its foregoing purposes.

b. The corporation shall have and may exercise in a manner consistent with its

purposes all other powers given to nonprofit corporations under the provisions of Chapter 273 of the Kentucky Revised Statutes.

c. The corporation shall, in the conduct of its purposes, be independent, non-sectarian, and non-denominational, and shall not discriminate on the grounds of sex, race, creed, color or national origin.

d. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE III hereof.

e. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V

REGULATION OF AFFAIRS

The affairs of the corporation shall be managed by the Board of Directors in compliance with these Articles of Incorporation and the By-Laws of the corporation.

ARTICLE VI

BOARD OF DIRECTORS

a. There shall be no members of the corporation.

b. The Board of Directors shall be composed of three (3) persons, all of whom shall have demonstrated their interest in and appreciation of the arts, and

In particular the theatrical arts. One Director shall be the Producer-Director of the Walden Theatre, one Director shall be the Headmaster of the Walden School, and the third Director shall be a member of the Board of Directors of Walden School Corporation and be appointed by the first two in accordance with the procedure set forth in the By-laws of the corporation. The Board of Directors of Walden Theatre Corporation shall have authority to elect officers and committees, and to exercise any and all powers granted to Boards of Directors or to the members of nonstock, nonprofit organizations established under Kentucky law. The Board of Directors shall, at its organizational meeting, establish the terms of the initial members of the Board.

c. The names and addresses of the initial Board of Directors are as follows:

1. Nancy N. Sexton, 904 Bellewood Road, Anchorage, Kentucky 40221; Producer-Director, Walden Theatre;
2. Edward F. Vermillion, 12306 Mistletoe Road, Anchorage, Kentucky 40221; Headmaster, Walden School; and
3. John G. Carroll, Kentucky Home Life Building, Louisville, Kentucky 40202, appointed.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The registered office of the corporation shall be 904 Bellewood Road, Anchorage, Kentucky 40221, and the registered agent of the corporation shall be Nancy N. Sexton, 904 Bellewood Road, Anchorage, Kentucky 40221.

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the members of the Board of Directors having a right to vote and present at a duly called meeting of said Board at which a quorum is present.

ARTICLE IX

INCORPORATOR

The sole incorporator of the corporation is Nancy N. Sexton, 904 Bellewood Road, Anchorage, Kentucky 40221.

ARTICLE X

DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corpora-

to, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN TESTIMONY WHEREOF, witness the signature of the sole incorporator, this 21st day of April, 1976.

Nancy N. Sexton

 NANCY N. SEXTON

STATE OF KENTUCKY)
) SS:
 COUNTY OF JEFFERSON)

I, a Notary Public, in and for the State and County aforesaid, do hereby certify that the foregoing Articles of Incorporation of Walden Theater Corporation were this day produced before me in the State and County aforesaid and were signed and acknowledged by NANCY N. SEXTON, as the sole incorporator thereof, to be her free and voluntary act and deed.

WITNESS my hand and seal this 21st day of April, 1976.

My Commission Expires: Sept 12, 1978

John H. Gault

 Notary Public by elect. law

THIS INSTRUMENT PREPARED BY:

John H. Gault
 JOHN H. GAULT
 ATTORNEY AT LAW
 209 Kentucky Business Building
 Louisville, Kentucky 40202
 582-1003

Request for Taxpayer Identification Number and Certification

Give Form to the
requester. Do not
send to the IRS.

▶ Go to www.irs.gov/FormW9 for instructions and the latest information.

Print or type.
See Specific Instructions on page 3.

1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank. Commonwealth Theatre Center, Inc.	
2 Business name/disregarded entity name, if different from above	
3 Check appropriate box for federal tax classification of the person whose name is entered on line 1. Check only one of the following seven boxes. <input type="checkbox"/> Individual/sole proprietor or single-member LLC <input checked="" type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=Partnership) ▶ _____ <small>Note: Check the appropriate box in the line above for the tax classification of the single-member owner. Do not check LLC if the LLC is classified as a single-member LLC that is disregarded from the owner unless the owner of the LLC is another LLC that is not disregarded from the owner for U.S. federal tax purposes. Otherwise, a single-member LLC that is disregarded from the owner should check the appropriate box for the tax classification of its owner.</small> <input type="checkbox"/> Other (see instructions) ▶ _____	4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3): Exempt payee code (if any) _____ Exemption from FATCA reporting code (if any) _____ <small>(Applies to accounts maintained outside the U.S.)</small>
5 Address (number, street, and apt. or suite no.) See instructions. 1123 Payne Street	Requester's name and address (optional)
6 City, state, and ZIP code Louisville, KY 40204	
7 List account number(s) here (optional)	

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN*, later.

Note: If the account is in more than one name, see the instructions for line 1. Also see *What Name and Number To Give the Requester* for guidelines on whose number to enter.

Social security number									
or									
Employer identification number									
6	1	-	0	9	0	2	7	2	2

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
3. I am a U.S. citizen or other U.S. person (defined below); and
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.

Sign Here	Signature of U.S. person ▶	Date ▶	1-25-19
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General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to www.irs.gov/FormW9.

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following.

- Form 1099-INT (interest earned or paid)

- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)
- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What Is backup withholding, later.

Rumpelstiltskin Parent/Child Survey

Blue Apple Outreach Mission: "Creating joyful, community-driven learning through accessible, quality arts experiences, and encouraging imaginative pathways to social & academic growth."

1. For Child to Answer:

Select the school or performance site you saw Rumpelstiltskin:

[drop down menu]

2. For Child to Answer:

Check the sentence(s) that sounds like it is describing you. -select ALL that apply

- This was the first play I have ever seen.
- I have seen other plays with my school.
- My family and I go to see plays together.
- I would like to see more plays

3. What part of the play did you like? -select ALL that apply

- The story of Rumpelstiltskin
- A Character
- A Song

- A Dance
- The Costumes
- The set with the picture of a story book
- The solution
- Something not listed

4. For Child to Answer:

Tell us more! Why did you like that about the show?

[Text box]

5. For Child to Answer:

What did you learn from the play?

[Text Box]

6. For Parent/Guardian to Answer:

Based on your conversation with your child, what do you see is the value or benefit of him/her seeing a Blue Apple musical from Commonwealth Theatre Center? - select all that apply.

- provides a safe space to learn
- increases awareness of the arts

generates joy and activates imaginative play

none of the above

Please provide us with any feedback you have on how/ if your child was impacted by seeing the show. We greatly value stories of lasting impressions theatre creates in young people. If you were unable to make a selection, we would appreciate knowing what we could do better next time. Thank you!

[Text box]

7. For Parent/Guardian to Answer:

After receiving the Family Activity Page or discussing The Ugly Duckling's moral, did you have a conversation about bullying? -select all that apply

Yes. We talked about what to do in that situation.

Yes. We role-played what to do in that situation.

Not yet, but I intend to discuss the topic later.

No, and I do not plan to have this discussion.

Please provide us with any feedback (i.e. what was your conversation like, what happened in the role-play, why did you choose not to have a conversation). Thank you!

[Text box]

8. For Parent/Guardian to Answer:

Did you see a Blue Apple musical when you were a child?

I did, they visited my school.

I was taken to a public performance at the Vogue/Brown or other theatre.

Never had the opportunity, but I was familiar with the company before.

I did not, this is the first I have heard of Blue Apple Players or Commonwealth Theatre Center

Please share any stories or memories you may have about the Blue Apple Players here:

[Text box]

Rumpelstiltskin Teacher/Administrator Survey

Blue Apple Outreach Mission: "Creating joyful, community-driven learning through accessible, quality arts experiences, and encouraging imaginative pathways to social & academic growth."

1. Name of Performance Site:

2. Grade(s) you teach:

3. Your Name (Please include title if applicable):

4. Your email address:

5. The ways in which this program is thoughtful (shows consideration for the needs of people) -please select all that apply:

is a productive use of time

provides a safe space for students to learn

celebrates the social and cultural importance of storytelling

none of the above

Please provide us with any feedback you have on the thoughtfulness of this program. We greatly value examples of thoughtfulness. If you were unable to make a selection, we would appreciate knowing what we could do better next time. Thank you!

6. The ways in which this program is relevant (connected or appropriate to the matter at hand) -please select all that apply:

helps to teach/ reinforce standards

encourages participation among students

increases awareness of the arts

none of the above

Please provide us with any feedback you have on the relevance of this program. We greatly value examples of relevance. If you were unable to make a selection, we would appreciate knowing what we could do better next time. Thank you!

7. The ways in which this program is imaginative (has or shows creativity or inventiveness) -please select all that apply:

approaches subject matter in a new way for students

provides students an opportunity to experience creative expression

inspires new classroom activities (that continue after the program)

none of the above

Please provide us with any feedback you have on the creativity of this program. We greatly value examples of creativity. If you were unable to make a selection, we would appreciate knowing what we could do better next time. Thank you!

8. The ways in which your students were challenged (tested in their abilities) - please select all that apply:

participated outside of their comfort zone

considered new points of view before making judgements

self-assessed their learning through provided materials (i.e. teacher guide and suggested lesson plan activities)

none of the above

Please provide us with any feedback you have on the creativity of this program. We greatly value examples of creativity. If you were unable to make a selection, we would appreciate knowing what we could do better next time. Thank you!

9. The ways in which your students were captivated (interested in and attentive to the programming)- please select all that apply:

following performance asked questions to further understanding

unreservedly participated

gave full attention when others were speaking/ performing

none of the above

Please provide us with any feedback you have on how/ if your students were captivated during our programming. We greatly value examples of student achievement. If you were unable to make a selection, we would appreciate knowing what we could do better next time. Thank you!

10. The ways in which your students were uplifted (excited to learn/ had their spirits raised) -please select all that apply:

enjoyed the performance

demonstrated ability to engage with performers

expressed a desire to learn more

none of the above

Please provide us with any feedback you have on how/ if your students were uplifted during our programming. We greatly value examples of student achievement. If you were unable to make a selection, we would appreciate knowing what we could do better next time. Thank you!

11. The ways in which our touring company is professional (engaged and respectful) - please select all that apply:

on time and ready to perform

attentive to students

kind and courteous

none of the above

Please provide us with any feedback you have on the professionalism of our artist-educators. We greatly value examples of their professionalism. If you were unable to make a selection, we would appreciate knowing what we could do better next time. Thank you!

12. The ways in which our touring company is knowledgeable (well informed) - please select all that apply:

confidently interacted with students

communicated what is expected of audience members

give helpful answers to questions/ advice for student success

none of the above

Please provide us with any feedback you have on the knowledge of our artist-educators. We greatly value examples of their knowledge. If you were unable to make a selection, we would appreciate knowing what we could do better next time. Thank you!

13. The ways in which our touring company is passionate (enthusiastic/ believe in the programming) - please select all that apply:

eagerly perform

committed to student

engagement inspire student curiosity and creativity

none of the above

Please provide us with any feedback you have on the passion of our artist-educators. We greatly value examples of their passion. If you were unable to make a selection, we would appreciate knowing what we could do better next time. Thank you!

14. I (or one of our teachers/ counselors/ employees) will incorporate/have incorporated the following into our own classes/ programming - please select all that apply:

family take-home activity page

"I saw a play today..." student stickers

teacher resource guide

suggested lesson plan activities

none of the above

Please provide us with any feedback you have on the materials offered through this program. If you were unable to make a selection, we would appreciate knowing what we could do better next time. Thank you!

This touring production was sponsored by Councilperson _____. If you valued her investment in providing educational theatre to schools, please consider sending letters and drawings created by your class to:



Commonwealth Theatre Center, Inc.

Independent Auditors' Report

And Financial Statements

For the Years Ended

July 31, 2018 and 2017

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Independent Auditors' Report

To the Board of Directors of
Commonwealth Theatre Center, Inc.
Louisville, KY

We have audited the accompanying financial statements of Commonwealth Theatre Center, Inc. (a not-for-profit organization) which comprise the statements of financial position as of July 31, 2018 and 2017, and the related statements of activities, functional expenses and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Commonwealth Theatre Center, Inc. as of July 31, 2018 and 2017, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Baldwin CPAs, PLLC

Louisville, Kentucky
November 16, 2018

Commonwealth Theatre Center, Inc.
Statements of Financial Position
July 31, 2018 and 2017

	2018	2017
Assets		
Cash	\$ 128,733	\$ 184,589
Accounts receivable	7,460	6,165
Prepaid expenses	3,003	19,813
Security deposits	600	500
Land, building and equipment, net	151,251	177,124
Total assets	\$ 291,047	\$ 388,191
Liabilities & Net Assets		
Liabilities		
Accounts payable and accrued expenses	\$ 16,256	\$ 19,027
Deferred revenue	37,473	26,536
Total liabilities	53,729	45,563
Net Assets		
Unrestricted	155,283	327,300
Temporarily restricted	82,035	15,328
Total net assets	237,318	342,628
Total liabilities and net assets	\$ 291,047	\$ 388,191

The accompanying notes are an integral part of these financial statements.

Commonwealth Theatre Center, Inc.
Statements of Activities
For the Years Ended July 31, 2018 and 2017

	2018			2017		
	Unrestricted	Temporarily Restricted	Total	Unrestricted	Temporarily Restricted	Total
Revenue and support:						
Contributions and grants	\$ 377,559	\$ 82,035	\$ 459,594	\$ 465,314	\$ 14,135	\$ 479,449
Tuition	461,925	-	461,925	441,490	-	441,490
Program fees	131,788	-	131,788	127,392	-	127,392
Miscellaneous	6,881	-	6,881	9,736	-	9,736
Special events	27,534	-	27,534	19,971	-	19,971
Special events expense	(7,842)	-	(7,842)	(2,315)	-	(2,315)
	997,845	82,035	1,079,880	1,061,588	14,135	1,075,723
Net assets released from restrictions:						
Restrictions satisfied by payments	15,328	(15,328)	-	69,919	(69,919)	-
	1,013,173	66,707	1,079,880	1,131,507	(55,784)	1,075,723
Total revenue and support	1,013,173	66,707	1,079,880	1,131,507	(55,784)	1,075,723
Expenses:						
Program services	927,206	-	927,206	868,450	-	868,450
Management and general	129,626	-	129,626	127,887	-	127,887
Fund raising	128,358	-	128,358	120,269	-	120,269
	1,185,190	-	1,185,190	1,116,606	-	1,116,606
Total expenses	1,185,190	-	1,185,190	1,116,606	-	1,116,606
Change in net assets	(172,017)	66,707	(105,310)	14,901	(55,784)	(40,883)
Net assets at beginning of year	327,300	15,328	342,628	312,399	71,112	383,511
Net assets at end of year	\$ 155,283	\$ 82,035	\$ 237,318	\$ 327,300	\$ 15,328	\$ 342,628

The accompanying notes are an integral part of these financial statements.

Commonwealth Theatre Center, Inc.
Statements of Functional Expenses
For the Years Ended July 31, 2018 and 2017

	2018				2017			
	Total	Program Services	Management & General	Fund Raising	Total	Program Services	Management & General	Fund Raising
Salaries	\$ 680,547	\$ 514,833	\$ 82,959	\$ 82,755	\$ 591,045	\$ 432,958	\$ 82,528	\$ 75,559
Payroll taxes	60,620	45,859	7,390	7,371	53,496	39,187	7,470	6,839
Benefits	59,292	44,854	7,228	7,210	54,012	39,565	7,542	6,905
Program expenses	46,962	46,962	-	-	37,603	37,603	-	-
Scholarship expense	31,929	31,929	-	-	30,969	30,969	-	-
Contract labor	105,431	104,541	890	-	144,065	141,025	3,040	-
Occupancy	29,587	26,629	1,479	1,479	31,175	28,058	1,559	1,558
Office expense/supplies	4,430	3,491	473	466	10,259	8,011	1,194	1,054
Professional fees	22,771	-	9,771	13,000	21,842	-	8,842	13,000
Advertising	13,625	13,625	-	-	26,560	26,560	-	-
Repairs and maintenance	42,556	38,300	2,128	2,128	29,849	26,864	1,492	1,493
Insurance	13,293	10,473	1,420	1,400	13,143	10,263	1,530	1,350
Printing	5,611	5,361	-	250	4,927	4,677	-	250
Bank fees	12,114	-	12,114	-	8,942	-	8,942	-
Other fund raising	8,557	-	-	8,557	8,811	-	-	8,811
Bad debt expense	391	391	-	-	3,912	3,912	-	-
Miscellaneous	24,751	19,507	2,638	2,606	21,803	17,024	2,538	2,241
Depreciation	22,723	20,451	1,136	1,136	24,193	21,774	1,210	1,209
Total expenses	\$ 1,185,190	\$ 927,206	\$ 129,626	\$ 128,358	\$ 1,116,606	\$ 868,450	\$ 127,887	\$ 120,269

The accompanying notes are an integral part of these financial statements.

Commonwealth Theatre Center, Inc.
Statements of Cash Flows
For the Years Ended July 31, 2018 and 2017

	2018	2017
Cash Flows from Operating Activities		
Change in net assets	\$ (105,310)	\$ (40,883)
Adjustments to reconcile change in net assets to net cash provided (used) by operating activities:		
Depreciation	22,723	24,193
Realized (gain) loss on disposal of property	4,700	-
(Increase) decrease in operating assets:		
Accounts receivable	(1,295)	1,190
Prepaid expenses	16,810	(15,980)
Security deposit	(100)	-
Increase (decrease) in operating liabilities:		
Accounts payable and accrued expenses	(2,771)	(7,566)
Deferred revenue	10,937	5,027
Net cash provided (used) by operating activities	(54,306)	(34,019)
Cash Flows from Investing Activities		
Purchase of equipment	(1,550)	(37,015)
Net cash provided (used) by investing activities	(1,550)	(37,015)
Net increase (decrease) in cash	(55,856)	(71,034)
Cash at beginning of year	184,589	255,623
Cash at end of year	\$ 128,733	\$ 184,589

The accompanying notes are an integral part of these financial statements.

Commonwealth Theatre Center, Inc.
Notes to Financial Statements
July 31, 2018 and 2017

Note 1 - Summary of Significant Accounting Policies

On January 1, 2016 Blue Apple Players, Inc. was merged into Walden Theatre Corporation. The organization officially changed its name in 2017 to Commonwealth Theatre Center, Inc. (a not-for-profit corporation) (the Theatre). Both organizations were incorporated in Louisville, Kentucky in 1976. The new entity integrates the two organizations' complementary strengths to create the region's largest, most comprehensive arts education program, reaching more than 50,000 youth (Pre K - Grade 12) per year through both in-school and extracurricular programming, as well as 5,000 adults annually. Its mission is to develop youth and the community through excellence in comprehensive theatre education and performance.

Funding is provided by individual, corporate and foundation contributions, tuition and program revenue and special events.

Basis of Accounting

The Theatre prepares its financial statements on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

Basis of Presentation

Financial statement presentation follows the recommendations of the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) with regards to financial statements of Not-for-Profit Organizations. Under this guidance, the Theatre is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted net assets, temporarily restricted net assets, and permanently restricted net assets. A description of the three net assets categories follows:

Unrestricted Net Assets: include the portion of expendable funds that are not subject to donor-imposed restrictions.

Temporarily Restricted Net Assets: include gifts for which donor imposed restrictions have not been met.

Permanently Restricted Net Assets: include amounts which the donor has stipulated that the corpus be invested in perpetuity and only the income be made available for program operations in accordance with donor restrictions.

Estimates

Management uses estimates and assumptions in preparing financial statements. Those estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported revenues and expenses. Actual results could differ from those estimates.

Cash

For purposes of the statement of cash flows, cash consists of all savings and checking accounts on deposit.

Commonwealth Theatre Center, Inc.
Notes to Financial Statements - Continued
July 31, 2018 and 2017

Accounts Receivable

Accounts receivable consist primarily of fees due from program services. The Theatre considers accounts receivable to be fully collectible; accordingly, no allowance for doubtful accounts is required. If amounts become uncollectible, they will be charged to operations when that determination is made.

Land, Building and Equipment

Land, building and equipment are recorded at cost if purchased and fair market value if donated and depreciated based on the straight-line method over the estimated useful life of the respective assets (3-40 years). The cost of property and equipment purchased in excess of \$500 is capitalized.

Deferred Revenue

Deferred revenue results from recognizing tuition revenue in the period in which the service is performed. Accordingly, tuition fees received for the next year are deferred until the instruction commences.

Contributions

Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence and/or nature of any donor restrictions.

Support that is restricted by the donor is reported as an increase in unrestricted net assets if the restriction expires in the reporting period in which the support is recognized. All other donor-restricted support is reported as an increase in temporarily or permanently restricted net assets, depending on the nature of the restriction. When a restriction expires (that is, when a stipulated time restriction ends or purpose restriction is accomplished), temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

Donated Services

No amounts have been reflected in the financial statements for donated services. The Theatre pays for most services requiring specific expertise. However, many individuals volunteer their time and perform a variety of tasks that assist the Theatre with programs and solicitations.

Expense Allocation

Expenses are charged to programs and supporting services on the basis of periodic time and expense studies and building usage. Management and general expenses include those expenses that are not directly identifiable with any other specific function but provide for the overall support and direction of the Theatre.

Advertising

Advertising costs are charged to expense when incurred. Advertising expense for the years ended July 31, 2018 and 2017 was \$13,625 and \$26,560, respectively.

Commonwealth Theatre Center, Inc.
Notes to Financial Statements - Continued
July 31, 2018 and 2017

Income Tax Status

The Theatre is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. In addition, the Theatre qualifies for the charitable contribution deduction under Section 170(b)(1)(A) and has been classified as an organization other than a private foundation under Section 509(a)(1).

Management has concluded that any tax positions that would not meet the more-likely-than-not criterion of FASB ASC 740-10 would be immaterial to the financial statements taken as a whole. Accordingly, the accompanying financial statements do not include any provision for uncertain tax positions, and no related interest or penalties have been recorded in the statement of activities or accrued in the statement of financial position.

Note 2 - Concentrations of Credit Risk

Cash – The Theatre periodically has cash balances in financial institutions in excess of amounts federally insured. The risk is managed by maintaining all deposits in high quality financial institutions.

Receivables – Financial instruments that are exposed to credit risk consist of accounts receivable. Accounts receivable are principally with individuals living in the Louisville area. Realization of these accounts is dependent on various individual economic conditions.

Note 3 - Land, Building and Equipment

At July 31, 2018 and 2017, the cost and accumulated depreciation of land, building and equipment were as follows:

	<u>2018</u>	<u>2017</u>
Land	\$ 10,000	\$ 10,000
Building	79,700	79,700
Building improvements	150,197	154,467
Furniture and equipment	<u>150,696</u>	<u>248,909</u>
Total costs	390,593	493,076
Less accumulated depreciation	<u>(239,342)</u>	<u>(315,952)</u>
Land, building and equipment, net	<u>\$ 151,251</u>	<u>\$ 177,124</u>
Depreciation expense	<u>\$ 22,723</u>	<u>\$ 24,193</u>

Commonwealth Theatre Center, Inc.
Notes to Financial Statements - Continued
July 31, 2018 and 2017

Note 4 - Line of Credit

The Theatre has available a \$40,000 line of credit. Interest is payable monthly at the prime rate of interest (5.00% on July 31, 2018). There was no outstanding balance at July 31, 2018.

Note 5 - Temporarily Restricted Net Assets

Temporarily restricted net assets are available for the following purposes:

	2018	2017
Programs	\$ 82,035	\$ 14,135
Capacity building	-	1,193
	\$ 82,035	\$ 15,328

Note 6 - Employee Benefit Plan

The Theatre maintains a defined contribution salary deferral plan covering substantially all employees. Under the plan, the Theatre contributes up to a 3% match on behalf of the employees. The expense to the Theatre under this plan for the years ended July 31, 2018 and 2017 was \$14,363 and \$14,130, respectively.

Note 7 - Rental Income

Rental income is derived from rent received for use of the Theatre's facilities. Rental income for the years ended July 31, 2018 and 2017 was \$1,700 and \$2,100, respectively, and is included in miscellaneous income on the statements of activities.

Note 8 - In-Kind Donations

The Theatre records various types of in-kind support, including materials and other intangible assets. Contributed in-kind support is recognized in accordance with FASB ASC 958-605-25, "Accounting for Contributions Received and Contributions Made." This pronouncement requires recognition of professional services received if those services (a) create or enhance long-lived assets or (b) require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation. The services received by the Theatre do not meet these criteria.

Contributions of tangible assets are recognized at fair market value when received. The amounts are reflected in the accompanying financial statements as support and are offset by like amounts included in expenses or assets. In-kind donations for the years ended July 31, 2018 and 2017 were \$191 and \$32,606, respectively.

Commonwealth Theatre Center, Inc.
Notes to Financial Statements - Continued
July 31, 2018 and 2017

Note 9 - Accounting Standards Updates

Accounting Standards Update 2014-09, Revenue from Contracts with Customers (Topic 606)

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2014-09, *Revenue from Contracts with Customers (Topic 606)*, requiring an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The core principle of ASU 2014-09 is to recognize revenues when a customer obtains control of a good or service, in an amount that reflects the consideration to which an entity is expected to be entitled for those goods or services. The standard will replace most existing revenue recognition guidance in GAAP when it becomes effective and permits the use of either a full retrospective or retrospective with cumulative effect transition method. In August 2015, the FASB issued ASU 2015-14, which deferred the effective date of ASU 2014-09 by one year. The updated standard will be effective for the year ending July 31, 2020. The Theatre has not yet selected a transition method and is currently evaluating the effect that the new standard will have on its financial statements.

Accounting Standards Update 2016-14, Not-for-Profit Entities (Topic 958)

In August 2016, the FASB issued ASU No. 2016-14, *Not-for-Profit Entities (Topic 958): Presentation of Financial Statements of Not-for-Profit Entities*, that changes how a not-for-profit organization classifies its net assets, as well as the information it presents in the financial statements and notes about its liquidity, financial performance, and cash flows. The ASU includes a reduction in the number of net asset categories from three to two, conforming requirements on releases of capital restrictions, several new requirements related to expense presentation and disclosure (including investment expenses), and new required disclosures communicating information useful in assessing liquidity. The ASU will be effective for the Theatre for the year ending July 31, 2019. Early adoption is permitted. The Theatre is currently evaluating the effect that the new standard will have on its financial statements.

Note 10 - Subsequent Events

Management has evaluated subsequent events for recognition or disclosure in the financial statements through November 16, 2018, which was the date at which the financial statements were available to be issued.

COMMONWEALTH THEATRE CENTER, INC.**General Information**

Organization Number	0069447
Name	COMMONWEALTH THEATRE CENTER, INC.
Profit or Non-Profit	N - Non-profit
Company Type	KCO - Kentucky Corporation
Status	A - Active
Standing	G - Good
State	KY
File Date	4/30/1976
Organization Date	4/30/1976
Last Annual Report	1/14/2019
Principal Office	1123 PAYNE ST LOUISVILLE, KY 40204
Registered Agent	CHARLES N. SEXTON 1123 PAYNE STREET LOUISVILLE, KY 40204

Current Officers

President	<u>Brooke Edge</u>
Secretary	<u>Patti Clare</u>
Treasurer	<u>Joe Legel</u>
Director	<u>Alison Huff</u>
Director	<u>David Phillips</u>
Director	<u>Susan Cohen</u>
Director	<u>Ellen Chumbley</u>
Director	<u>Greg Simms</u>
Director	<u>Mark Gomsak</u>
Director	<u>Matt Kamer</u>
Director	<u>Brad Keeton</u>
Director	<u>Mark Robich</u>
Director	<u>Robby Strobo</u>

Individuals / Entities listed at time of formation

Director	<u>NANCY N SEXTON</u>
Director	<u>EDWARD F VERMILLION</u>
Director	<u>JOHN G CARROLL</u>
Incorporator	<u>NANCY N SEXTON</u>

Images available online

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