

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


DATE: 2-7-14

PRIMARY SPONSOR (District to contact with any questions):
#6 Councilman David James

Name of Applicant: Kentucky Shakespeare Festival Inc

I/We 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/We have read the organization's statement of public purpose to be furthered by the funds requested and I/We agree that the public purpose is legitimate. I/We have also completed the disclosure section below, if required.

Is this program/project a fundraiser?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
Is this applicant a faith based organization?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
Does this application include funding for sub-grantee(s)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No

<u>#6</u> District #	 Primary Sponsor Signature	<u> </u> Amount	<u>2-13-2014</u> Date
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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.

CM James is on the Board of Kentucky Shakespeare. However he has no check signing or spending authority.

Approved by: _____ Date _____
Appropriations Committee Chairman

Clerk's Office Only:
Request Amount: _____ Committee Amended Appropriation: _____
Original Appropriation: _____ Council Amended Appropriation: _____

OFFICE OF METRO COUNCIL CLERK
REVIEWED
DATE 2-21-14 TIME 3:59pm

Name of Applicant/Program:

Kentucky Shakespeare Festival Inc

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.

<u>1</u> District #	<u>Attica Scott</u> Council Member Signature	<u>\$2,000.00</u> Amount	<u>2/13/2014</u> Date
<u>2</u> District #	<u>Barbara Shanklin</u> Council Member Signature	<u>\$2000.00</u> Amount	<u>2/13/14</u> Date
<u>8</u> District #	<u>Thomas H. Row</u> Council Member Signature	<u>\$2000.00</u> Amount	<u>2/11/2014</u> Date
<u>10</u> District #	<u>Jim King</u> Council Member Signature	<u>\$2,000.00</u> Amount	<u>2/13/14</u> Date
<u>15</u> District #	_____ Council Member Signature	_____ Amount	_____ Date
<u>13</u> District #	_____ Council Member Signature	_____ Amount	_____ Date
<u>23</u> District #	<u>J. Ped</u> Council Member Signature	<u>\$2,000</u> Amount	<u>2/13/14</u> Date

Name of Applicant/Program:

Kentucky Shakespeare Festival Inc.

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.

<u>21</u> District #	_____ Council Member Signature	_____ Amount	_____ Date
<u>12</u> District #	_____ Council Member Signature	_____ Amount	_____ Date
_____ District #	_____ Council Member Signature	_____ Amount	_____ Date
_____ District #	_____ Council Member Signature	_____ Amount	_____ Date
_____ District #	_____ Council Member Signature	_____ Amount	_____ Date
_____ District #	_____ Council Member Signature	_____ Amount	_____ Date
_____ District #	_____ Council Member Signature	_____ Amount	_____ Date

NDF NON-PROFIT APPLICATION CHECKLIST

Legal Name of Applicant Organization: Kentucky Shakespeare Festival Inc.		
Program Name: 2014 Shakespeare Festival in Central Park	Request Amount: \$4,900	Yes/No/NA
Request form: Is the NDF request form signed by all Council Member(s) appropriating funding?		YES
Request form: Is the funding proposed less than or equal to the request amount?		YES
Request form: Have all known Council or Staff relationships to the Agency been adequately disclosed on the cover sheet?		YES
Application Page 1: Has prior Metro funds committed/granted been disclosed?		YES
Application Page 1: Is the application properly signed and dated by authorized signatory?		YES
Application Page 3: Reimbursement funding – One or two boxes checked if any expenses are incurred before the grant award period. Is all required documentation included?		YES
Application Pages 3 – 5: Is the proposed public purpose of the program well-documented?		YES
Application 4: Is there adequate documentation of how the proceeds of the fundraiser will be spent?		YES
Application Budget Page 6: Does the application budget reflect only the revenue and expenses of the project/program (page 6) if the request is not an operating budget request? Is all detail schedules included for “Metro, Non Metro and Total” expense funds for client assistance, community events & festivals and other expenses? And does the Non-Metro Revenue equal the Non-Metro expenses?		YES
Faith Based Organizations: Is the signed Faith Based Form signed and included?		NO
Jefferson County Only: Will all funding be spent in Louisville/Jefferson County?		YES
Capital Project(s) request: Is the cost estimate(s) from proposed vendor(s) included?		YES
Good Standing: Is the entity in good standing with: <ul style="list-style-type: none"> • Kentucky Secretary of State – include Secretary of State website information on organization • Louisville Metro Government – check OMB monthly report filed in Council Financial Reports • Internal Revenue Service – most recent Form 990 included 		YES
Separate Taxing Districts: If Metro funding is for a separate taxing district, is the funding appropriated for a program outside the legal responsibility of that taxing district?		N/A
Small Cities: Is the resolution included agreeing to partner with Louisville Metro on the capital project? (IRS Determination letter not required, Form 990 not required, but KY SOS acknowledgement is)		NO
Operating Requests: Is recommended operating funding less than or equal to 33% of total operating budget?		YES
IRS Exempt Proof: Is proof of Tax Exempt status of 501(c) 3, 4, 6, 19, 1120-H included?		YES
Operating Budget: Is the organization’s current fiscal year operating budget included?		YES
Ordinance Required: Is the amount committed by Council members greater than \$5,000 to any one project/program within an organization in this fiscal year.		YES
Board Members: Is the entity’s board member list (with term length/term limits) included?		YES
Staff: Is a list of the highest paid staff included with their expected annual personnel costs?		YES
Annual Audit: Is the most recent annual audit (if required by organization) included?		YES
Rent Requests: Is a copy of signed lease included?		NO
Articles of Incorporation: Are the Articles of Incorporation of the organization included?		YES
IRS Form W-9: Is the IRS Form W-9 included?		YES
Evaluation Forms: Are the evaluation forms (if program participants are given evaluation forms) included?		YES
Affirmative Action: Affirmative Action/Equal Employment Opportunity plan and/or policy statement included (if required by the organization)?		NO
Prepared by: <i>Wanda M. Stetson - Amel</i> Date: <i>2-24-14</i>		



LOUISVILLE METRO COUNCIL



NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 1 - APPLICANT INFORMATION

Legal Name of Applicant Organization: **Kentucky Shakespeare Festival, Inc.**
(as listed on: <http://www.sos.ky.gov/business/records/>)

Main Office Street & Mailing Address: **323 West Broadway, Suite 401, Louisville, KY 40202**

Website: **www.kyshakespeare.com**

Application Contact: **Matt Wallace**

Title: **Producing Artistic Director**

Phone: **502-574-9900**

Email: **matt@kyshakespeare.com**

Financial Contact: **Matt Wallace**

Title: **Producing Artistic Director**

Phone: **502-574-9900**

Email: **matt@kyshakespeare.com**

GEOGRAPHICAL AREA(S) WHERE PROGRAM ACTIVITIES ARE (WILL BE) PROVIDED

Program Facility Location(s): **Parks - Iroquois, Shawnee, Riverside Gardens, Highview, Tyler, Petersburg, Emerson**

Council District(s): **1, 2, 5, 8, 10, 15, 23**

Zip Code(s): **40216, 40218, 40211, 40204, 40214, 40217, 40228**

SECTION 2 - PROGRAM REQUEST & FINANCIAL INFORMATION

Program Name: **Kentucky Shakespeare In the Parks - HAMLET Parks Tour**

Total Request: **\$ 14,000 total/\$2,000 per district** Total Metro Award (this program) in previous year : **\$0**

The following are required attachments:

- IRS Exempt Status Determination Letter
- Current Year Projected Budget
- List of Board of Directors (include term & term limits)
- Current financial statement
- Most recent IRS Form 990 or 1120-H
- Articles of Incorporation
- Cost estimates from proposed vendor if request is for capital expense
- Signed lease if rent costs are being requested
- IRS Form W9
- Evaluation forms if used in the proposed program
- Annual audit (if required by organization)
- Faith Based Organization Certification Form, if required
- Staff including the 3 highest paid staff

Agency Fiscal Yr Start Date: **September 1**

For the current fiscal year ending June 30, list all funds 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: **Metro Parks Fund for "Saturday In the Park"** Amount: **\$ 7,500**

Source: **External Agency Fund** Amount: **\$ 1,750**

Source: Amount: **\$**

Has the applicant contacted the BBB Charity Review for participation? Yes No

Has the applicant met the BBB Charity Review Standards? Yes No

SECTION 3 - SIGNATURE

I certify under the penalty of law the information in this application (including, without limitation, the "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.

Signature of Legal Signatory: Date: **2/6/14**

Legal Signatory (please print): **Matt Wallace** Title: **Producing Artistic Director**

Phone: **502 419 6964** Extension: Email: **matt@kyshakespeare.com**

SECTION 4 - AGENCY DETAILS

Describe Agency's Vision, Mission and Services:

Grounded in the works of Shakespeare, we enrich our community by presenting accessible, professional theatre experiences that educate, inspire and entertain people of all ages.

Kentucky Shakespeare, designated as the Official Shakespeare Company of the Commonwealth of Kentucky, is a non-profit, professional theatre company founded in 1949 and incorporated in 1963. It is our mission to enhance community life through accessible, professional theatre experiences that educate, inspire and entertain people of all ages.

Kentucky Shakespeare is the oldest free Shakespeare festival in the country and travels the state presenting education outreach programs for youth. Kentucky Shakespeare is the largest in-state touring arts provider in Kentucky. This spring for the first time, Kentucky Shakespeare will tour to Metro Parks outside of Central Park.

It is our mission to present free activities and Shakespeare in Central Park in Old Louisville, enriching the city and Old Louisville community.

SECTION 5 - PROGRAM NARRATIVE

A: Purpose of Request (check all that apply):

- Operating Funds (generally cannot exceed 33% of agency's total operating budget)
- Programming/services/events for direct benefit to community or qualified individuals
- Capital Project of the organization (equipment, furnishing, building, etc)

B: 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):

To celebrate Kentucky Shakespeare's 54th season of free Shakespeare in Central Park, the 450th anniversary of William Shakespeare's birthday, and the 65th anniversary of Kentucky Shakespeare's founding group, the Carriage House Players, for the first time in the history of the company, Kentucky Shakespeare will tour to parks outside of Central Park.

In the spring, Kentucky Shakespeare will premiere Shakespeare in the Parks, with a 90-minute, 8-actor touring production of HAMLET. In addition to at least 7 Louisville Parks, Kentucky Shakespeare will tour the production to schools throughout the state.

The parks tour will expand Kentucky Shakespeare's capacity to further its mission of educating, enlightening, and entertaining all members of the community at no cost to them. It is KY Shakespeare's objective to serve the at-risk, under served, and disadvantaged in our communities and neighborhoods. Individuals and families of any size or income level will have the opportunity to experience this free, artistic community experience in their own district.

This will also aid Kentucky Shakespeare in recruiting potential summer audiences to experience the free Shakespeare in Central Park.

C: Describe specifically how the funding will be spent including identification of funding to subgrantee(s):

The performance cost for Kentucky Shakespeare's touring HAMLET is \$1,500. This includes the fee for 8 professional actors, direction, choreography, fuel, transportation, set, props, costumes, and production. Metro Parks will require permits and potential rentals of trash receptacles and picnic tables. Another \$500 has been allotted for this cost. The exact amount of park fees could be lower based on park needs and permit cost.

Proposed Tour Schedule - Dates and Parks Served (Rain dates to be determined as needed at a later date)

April 6, 2014 - Iroquois Park, 1080 Amphitheater Rd., Louisville, KY 40214 - Councilwoman Marianne Butler, District 15
Cost: \$2,000 (\$1,500 performance; \$500 park fees)

April 13, 2014 - Riverside Gardens Park, 3899 Lees Lane, Louisville, KY 40216 - Councilwoman Attica Scott, District 1
Cost: \$2,000 (\$1,500 performance; \$500 park fees)

April 19, 2014 - Highview Park, 7201 Outer Loop, Louisville, KY 40228 - Councilman James Peden, District 23
Cost: \$2,000 (\$1,500 performance; \$500 park fees)

April 26, 2014 - Tyler Park - Councilman Tom Owen, District 8
Cost: \$2,000 (\$1,500 performance; \$500 park fees)

April 27, 2014 - Petersburg Park, 5008 E. Indian Trail, Louisville, KY 40218 - Councilwoman Barbara Shanklin, District 2
Cost: \$2,000 (\$1,500 performance; \$500 park fees)

May 4, 2014 - Emerson Park, Hickory and Sylvia Streets, Louisville, KY 40217 - Council President Jim King, District 10
Cost: \$2,000 (\$1,500 performance; \$500 park fees)

May 10, 2014 - Shawnee Park, 4501 West Broadway, Louisville, KY 40211 - Councilwoman Cheri Bryant Hamilton, District 5
Cost: \$2,000 (\$1,500 performance; \$500 park fees)

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

- The funding request is a reimbursement of the following expenditures that have occurred prior to the application date:
- ✓ 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.
- The funding request is a reimbursement of the following expenditures that will be incurred after the application date, but prior to the Metro Council approval date. This option will allow expenditures occurring within this time frame to be considered compliant with 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.

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

N/A

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 specifically.

Kentucky Shakespeare has been working with Louisville Metro Parks to take this historical step and branch out into multiple Metro Parks.

G: 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:

This free arts, entertainment event will encourage families throughout the city to experience the arts together. As there is no charge for the event, all community members will have the opportunity to attend and experience this unique community service and event in their neighborhood park.

To measure attendance, gage participation and demographics, Kentucky Shakespeare will have a voluntarily survey for participants/attendees to assess the event, demographics, and their experience. The data will be compiled and used to build Kentucky Shakespeare and improve future events and outreach activities.

Engagement in the arts and exposure to the arts have proven to encourage tolerance, safe emotional discharge, empathy, and improved self-esteem. The event will aid in strengthening family and community bonds, welcoming them to this positive event in the park. The targeted population is all members of the districts. As the programs are presented free of charge, there is no cost barrier.

SECTION 6 - PROGRAM BUDGET SUMMARY

The Program Budget should realistically estimate what amount is needed from Metro Government and what is expected from other sources. Enter whole-dollar amounts.

	Column 1	Column 2	Column 3
Program Expenses	Proposed Metro Funds	Non- Metro Funds	Total Program Cost
A: Personnel Costs Including Benefits	5,480	12,720	18,200
B: Rent/Utilities	0	2,820	2,820
C: Office Supplies	0	750	750
D: Telephone			
E: In-town Travel	2,070	1,500	3,570
F: Client Assistance (Attach Detailed List)			
G: Professional Service Contracts	4,000	0	4,000
H: Program Materials	2,450	5,000	7,450
I: Community Events & Festivals (Attach Detailed List)			
J: Machinery & Equipment			
K: Capital Project			
L: Other Expenses (Attach Detail List)			
SUBTOTAL	14,000	22,790	36,790
% of Program Budget –	36 %	62 %	100%
Value of volunteer services and how computed:	■	1,500	
Value of in-kind assets, such as donated space, supplies, use of equipment, etc. (Detail on Next Page)	■		
Total Program Funds	14,000	22,790	36,790

*List funding sources in Column 2 (do not include individual donor names):

Other State, Federal or Local Government	0
United Way	0
Private Contributions	10,000
Fees Collected from Program Participants	
Other (please specify)	12,790(foundations)
Total Revenues	22,790

PROGRAM BUDGET SUMMARY (CONTINUED)

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
Gregory Maupin, script editing/creation	\$1,500	fair market value
Total Value of In-Kind <i>(to match Program Budget Line Item.</i> Volunteer Contribution & Other In Kind)	\$1,500	

* 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

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:

By signing the first page 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 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.
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. 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. Return to Louisville Metro any unexpended funds by July 31 following the Metro Louisville's fiscal year end
8. 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.

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.

Councilman David James is a member of the Kentucky Shakespeare Board of Directors.

Internal Revenue Service

Department of the Treasury

District Director

P.O. Box 2508 Cincinnati, OH 45201

Date: JUN 07 1993

Kentucky Shakespeare Festival Inc.
570 W. Magnolia Ave.
Louisville, KY 40208-2316

Person to Contact:
Kathy Karbin
Telephone Number:
513-684-3937
Refer Reply to:
RE/EO
Employer Identification Number:
61-6036654

Dear Sir or Madam:

This is in response to your inquiry of June 3, 1993, requesting a copy of your determination letter.

Our records indicate that by a determination letter issued in July of 1965, your organization was recognized as exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954. That letter is still in effect.

Based on information subsequently submitted, we classified your organization as one that is not a private foundation within the meaning of section 509(a) of the Code because you are an organization described in section 509(a)(1) and 170(b)(1)(A)(vi).

The classification was based on the assumption that your operations would continue as stated in the application. If your sources of support, or your purposes, character, or method of operation have changed, please let us know so we can consider the effect of the change on your exempt status and foundation status.

As of January 1, 1984, you are liable for taxes under Federal Insurance Contributions Act (social security taxes) on remuneration of \$100 or more you pay to each of your employees during a calendar year. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Organizations that are not private foundations 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.

(2)

Kentucky Shakespeare Festival Inc.

61-6036654

You are required to file Form 990, Return of Organization Exempt from Income Tax, only if your gross receipts each year are normally more than \$25,000. If a return is required, it must be filed 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, when a return is filed late, unless there is reasonable cause for the delay.

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-E, Exempt Organization Business Income Tax Return. 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.

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

If you have any questions, you may contact us at the address or telephone number shown in the heading of this letter.

This is an affirmation letter.

Sincerely yours,

Robert T. Johnson
District Director

**KENTUCKY SHAKESPEARE
2013-2014 Budget**

	<u>TOTAL</u>
INCOME	
EARNED INCOME	
Total Programs Fees	\$ 206,258
Production	\$ 90,000
Other Earned Income	\$ 24,300
Total Earned Income	\$ 320,558
CONTRIBUTED INCOME	
Individuals	\$ 111,000
Corporate	\$ 65,000
Foundation	\$ 129,000
Government	\$ 59,600
Total Contributed Income	\$ 364,600
TOTAL INCOME	\$ 685,158
EXPENSES	
ADMINISTRATION	
Salaries	\$ 206,064
Rent	\$ 14,040
Communications	\$ 7,200
Office Supplies	\$ 11,500
Equipment Lease	\$ 13,464
Professional Fees	\$ 10,500
Memberships/Dues	\$ 350
Permits/Licenses	\$ 1,550
General Liability Insurance	\$ 12,468
Workers Compensation	\$ 6,900
Bank Charges	\$ 600
Miscellaneous	\$ 300
Total Administration	\$ 284,936
EDUCATION EXPENSE	
Seasonal Labor	\$ 55,104
Guest Artists	\$ 4,400
Housing	\$ 8,460
Hotels	\$ -
Per Diem	\$ 848
Travel & Mileage	\$ 4,700
Fuel & Maintained	\$ 4,642
Supplies	\$ 3,750
Postage	\$ 4,200
Costumes	\$ 1,550
Properties	\$ 1,250
Set	\$ 1,000
Printing	\$ 8,000
Advertising & PR	\$ 500
Total Education	\$ 98,404
PRODUCTION EXPENSE - SUMMER	
Production Labor	\$ 158,000
Production Materials	\$ 28,000
Production Operations	\$ 64,500
Total Production	\$ 250,500
Total Fund Raising	\$ 16,200
TOTAL EXPENSE	\$ 650,040
NET INCOME	\$ 35,118

Kentucky Shakespeare

Board of Directors

December 11, 2013

(Term – 1 year; Term limit – 3 years)

President: Karen H. Taylor-Richardson, KH Richardson & Co, LLC
4001 Hurstbourne Woods Drive, Louisville, KY 40299
karen@khrichardson.com

Treasurer: Adam Faris, Center for Women & Families
8501 Blossom Lane, Louisville, KY 40242
adam.faris@cwfempower.org

Phillip Allen, 21C Hotels
700 W. Main Street, Louisville, KY 40202
pallen@21chotels.com

Mera Corlett, community liaison
8102 Limehouse Lane, Louisville, KY 40220
meeoughta@insightbb.com

John Darr, John Darr Public Relations
1503 Shelby Pl, New Albany, IN 47150
johnd@jd-pr.com

Culver Halliday, Stoll Keenon Ogden
500 West Jefferson Street, 2000, PNC Plaza, Louisville, KY 40202
culver.halliday@skofirm.com

Allen Harris, White Clay Consulting
1890 Douglass Boulevard, Louisville, KY 40205
Allen@whiteclay.com

David James, Metro Council District 6
601 West Jefferson Street, Louisville, KY 40202
djamesmetro6@aol.com

Wayne Jones, University of Louisville
2000 Indian Chute, Louisville, KY 40207
wayne.jones@louisville.edu

Karen Newman, Baptist Hospital East
4000 Kresge Way, Louisville, KY 40207
knewman@bhsi.com

Andy Parker, BB&T
401 W. Main Street, Suite 200, Louisville, KY 40202
andrew.parker@bbandt.com

Dr. Peter Tanguay, member emeritus
1129 Cardinal Drive, Louisville, KY 40213
ptanky@aol.com

Ali Turner, Yum! Brands, Inc.
1441 Gardiner Lane, Louisville, KY 40232
Ali-turner@yum.com

12/12/13

Kentucky Shakespeare
Balance Sheet Standard
As of December 12, 2013

	<u>Dec 12, '13</u>
ASSETS	
Current Assets	
Checking/Savings	
1010 5th Third Bank	3,003.03
1011 BB&T General xxxx7294	255.42
1015 BB&T Gaming xxxx1327	801.54
1040 Petty Cash (5th 3rd)	
1050 Petty Cash (Education)	0.55
Total 1040 Petty Cash (5th 3rd)	<u>0.55</u>
Total Checking/Savings	4,060.54
Accounts Receivable	
1100 ACCOUNTS RECEIVABLE	95,175.72
Total Accounts Receivable	<u>95,175.72</u>
Other Current Assets	
1200 OTHER CURRENT ASSESTS	
1240 Prepaid Expenses	600.00
Total 1200 OTHER CURRENT ASSESTS	<u>600.00</u>
Total Other Current Assets	<u>600.00</u>
Total Current Assets	99,836.26
Fixed Assets	
1400 PROPERTY & EQUIPMENT	
1410 KSF Equipment	338,666.41
1411 Vehicles	46,357.00
1412 Accum Depr/Van	-17,922.60
1413 Lighting & Sound	11,134.25
1420 Accum Depr/Equipment	-260,478.49
1430 Leasehold Improvements	321,237.87
1440 Accum Depr/Leasehold	-251,265.39

12/12/13

Kentucky Shakespeare
Balance Sheet Standard
As of December 12, 2013

	<u>Dec 12, '13</u>
1450 Furniture/Fixtures	4,355.45
1400 PROPERTY & EQUIPMENT - Other	<u>3,500.00</u>
Total 1400 PROPERTY & EQUIPMENT	<u>195,584.50</u>
Total Fixed Assets	<u>195,584.50</u>
TOTAL ASSETS	<u><u>295,420.76</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
2000 ACCOUNTS PAYABLE	<u>66,149.29</u>
Total Accounts Payable	66,149.29
Other Current Liabilities	
2100 OTHER CURRENT LIABILITIES	
2012 KY PR Tax Liab Scheduled	167.84
2110 Sales Tax Payable	<u>266.85</u>
Total 2100 OTHER CURRENT LIABIL...	434.69
2100 — 2200 PAYROLL LIABILITIES	
2205 Actors Equity Association	3,487.24
2210 Federal Taxes (941/944)	5,259.80
2220 KY Income Tax	1,874.78
2230 KY Local Taxes	326.21
2232 KY Unemployment Tax	<u>6.92</u>
Total 2100 — 2200 PAYROLL LIABIL...	<u>10,954.95</u>
Total Other Current Liabilities	<u>11,389.64</u>
Total Current Liabilities	77,538.93
Long Term Liabilities	

12/12/13

Kentucky Shakespeare
Balance Sheet Standard
As of December 12, 2013

	<u>Dec 12, '13</u>
2300 LONG TERM LIABILITIES	
2330 Apple Computers	6,098.65
2340 2010 Chrysler Van	4,395.64
2350 2011 Chrysler Van	14,598.87
2360 Direct Capital -	1,339.34
2370 FDGL Lease	363.53
2380 KY U/I Prior Years	15,972.47
2385 Federal PR Prior Years	90,976.94
	<u>133,745.44</u>
Total 2300 LONG TERM LIABILITIES	133,745.44
	<u>133,745.44</u>
Total Long Term Liabilities	133,745.44
	<u>133,745.44</u>
Total Liabilities	211,284.37
Equity	
3000 — 3010 OPENING BALANCE EQU...	-8,995.62
3900 — 3050 Retained Earnings	25,102.85
Net Income	68,029.16
	<u>84,136.39</u>
Total Equity	84,136.39
	<u>84,136.39</u>
TOTAL LIABILITIES & EQUITY	<u><u>295,420.76</u></u>

Form **990**

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2011

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

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

C Name of organization: **KENTUCKY SHAKESPEARE FESTIVAL**
 Doing Business As
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
323 W. BROADWAY
 City or town, state or country, and ZIP+4
LOUISVILLE, KY 40202

D Employer identification number: **61-6036654**

E Telephone number: **(502) 574-9900**

G Gross receipts \$: **756,274.**

H(a) Is this a group return for affiliates? Yes No
H(b) Are all affiliates included? Yes No
 If "No," attach a list. (see instructions)
H(c) Group exemption number ▶

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

J Website: **WWW.KYSHAKESPEARE.COM**

K Form of organization: Corporation Trust Association Other ▶

L Year of formation: **1960** **M** State of legal domicile: **KY**

Part I Summary		Prior Year	Current Year
Activities & Governance	1 Briefly describe the organization's mission or most significant activities: THE KENTUCKY SHAKESPEARE FESTIVAL PRODUCES A SEASON OF WILLIAM SHAKESPEARE PLAYS EACH SUMMER.		
	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)	3	19
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	17
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	28
	6 Total number of volunteers (estimate if necessary)	6	20
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	379,441.	491,562.
	9 Program service revenue (Part VIII, line 2g)	185,665.	237,794.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<2,567.>	0.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	3,440.	366.
	12 Total revenue add lines 8 through 11 (must equal Part VIII, column (A), line 12)	565,979.	729,722.
	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.	0.
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		226,258.	338,446.
16a Professional fundraising fees (Part IX, column (A), line 11e)		0.	0.
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 78,665.			
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		520,089.	442,237.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	746,347.	780,683.	
19 Revenue less expenses. Subtract line 18 from line 12	<180,368.>	<50,961.>	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year 248,762.	End of Year 282,047.
	21 Total liabilities (Part X, line 26)	283,655.	367,901.
	22 Net assets or fund balances. Subtract line 21 from line 20	<34,893.>	<85,854.>

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: **BRANTLEY DUNAWAY, CEO** Date: _____
 Type or print name and title

Paid Preparer: Print/Type preparer's name: **CHRISTINE N. KOENIG** Preparer's signature: _____ Date: _____
 Firm's name: **DEMING MALONE LIVESAY & OSTROFF PSC** Firm's EIN: **61-1064249**
 Firm's address: **9300 SHELBYVILLE RD STE 1100 LOUISVILLE, KY 40222-5187** Phone no.: **(502) 426-9660**

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:
GROUNDING IN THE WORKS OF SHAKESPEARE, WE ENRICH OUR COMMUNITY BY PRESENTING ACCESSIBLE PROFESSIONAL THEATRE EXPERIENCES THAT EDUCATE, INSPIRE AND ENTERTAIN PEOPLE OF ALL AGES.

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

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code) (Expenses \$ 315,209. including grants of \$) (Revenue \$ 46,605.)
THE KENTUCKY SHAKESPEARE FESTIVAL PRODUCES A SEASON OF WILLIAM SHAKESPEARE PLAYS EACH SUMMER. EACH PRODUCTION IS PERFORMED BY PROFESSIONAL ACTORS AND IS FREE TO THE PUBLIC. THE ORGANIZATION ALSO OPERATES AN EDUCATIONAL OUTREACH PROGRAM THAT IS OFFERED THROUGHOUT THE KENTUCKIANA AREA.

4b (Code) (Expenses \$ 248,590. including grants of \$) (Revenue \$ 200,919.)
THE ORGANIZATION ALSO OPERATES AN EDUCATIONAL OUTREACH PROGRAM THAT IS OFFERED THROUGHOUT THE KENTUCKIANA AREA.

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 563,799.

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 Schedule B, Schedule of Contributors?	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; 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, XII, and XIII</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, XII, and XIII 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 assistance to any organization or entity located outside the United States? <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 assistance to individuals located outside the United States? <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>		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
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
20b <i>If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?</i>		X

Part IV Checklist of Required Schedules (continued)

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

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
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.		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note.</i> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.		
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: <u>See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts</u>		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	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?		X
6b	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?	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year.		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		X
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		X
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the 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.		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders.		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
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? <i>Note.</i> See the instructions for additional information the organization must report on Schedule O.		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		
c	Enter the amount of reserves on hand.		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

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

X

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

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year. 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.		19
1b Enter the number of voting members included in line 1a, above, who are independent		17
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Did the organization have members or stockholders?		
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
7b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

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

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed **KY**
- 18 Section 5104 requires an organization to make its Forms 1023 (or 1024 if applicable) 990 and 990-E (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
- 19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **KENTUCKY SHAKESPEARE FESTIVAL, INC. (502) 574-9900**
323 W. BROADWAY, SUITE 401, LOUISVILLE, KY 40202

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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) MARJORIE DUFEK PRESIDENT	2.00	X		X				0.	0.	0.
(2) DONOVAN HAYSLIP TREASURER	2.00	X		X				0.	0.	0.
(3) ZIGGY ZUBRIC SECRETARY	2.00	X		X				0.	0.	0.
(4) GORDON STRAUSS BOARD MEMBER	2.00	X						0.	0.	0.
(5) CINDY MEYERS GNADINGER BOARD MEMBER	2.00	X						0.	0.	0.
(6) KAREN RICHARDSON BOARD MEMBER	2.00	X						0.	0.	0.
(7) ROSIE FELFLE BOARD MEMBER	2.00	X						0.	0.	0.
(8) ALLEN HARRIS, JR. PRESIDENT ELECT	2.00	X		X				0.	0.	0.
(9) MARY MORROW BOARD MEMBER	2.00	X						0.	0.	0.
(10) PETER TANGUAY BOARD MEMBER	2.00	X						0.	0.	0.
(11) MELISSA ZOELLER BOARD MEMBER	2.00	X						0.	0.	0.
(12) KEN SALVAGGI BOARD MEMBER	2.00	X						0.	0.	0.
(13) JERILAN GREENE BOARD MEMBER	2.00	X						0.	0.	0.
(14) CHARLES KEETON BOARD MEMBER	2.00	X						0.	0.	0.
(15) DAVID JAMES BOARD MEMBER	2.00	X						0.	0.	0.
(16) WAYNE JONES BOARD MEMBER	2.00	X						0.	0.	0.
(17) CHRISTOPHER MOONEY BOARD MEMBER	2.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position <small>(do not check more than one box unless person is both an officer and a director/trustee.)</small>						(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			
(18) TED BRESSOUD BOARD MEMBER	2.00	X					0.	0.	0.	
(19) CULVER HALLIDAY BOARD MEMBER	2.00	X					0.	0.	0.	
(20) BRANTLEY DUNAWAY PRODUCING ARTISTIC DIRECTOR	40.00			X			72,744.	0.	10,452.	
1b Sub-total							72,744.	0.	10,452.	
c Total from continuation sheets to Part VII, Section A							0.	0.	0.	
d Total (add lines 1b and 1c)							72,744.	0.	10,452.	

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? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
NONE		

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

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c	16,950.			
	d Related organizations	1d				
	e Government grants (contributions)	1e	89,687.			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	384,925.			
	g Noncash contributions included in lines 1a-1f \$		45,813.			
	h Total. Add lines 1a-1f		491,562.			
	Program Service Revenue	2 a <u>EDUCATION</u>	Business Code 711190	200,919.	200,919.	
b <u>PRODUCTIONS</u>		711190	36,875.	36,875.		
c						
d						
e						
f All other program service revenue						
g Total. Add lines 2a-2f			237,794.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)					
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real				
		(ii) Personal				
		b Less: rental expenses				
		c Rental income or (loss)				
	d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
		b Less: cost or other basis and sales expenses				
		c Gain or (loss)				
	d Net gain or (loss)					
	8 a Gross income from fundraising events (not including \$ 16,950. of contributions reported on line 1c). See Part IV, line 18	a	17,188.			
	b Less: direct expenses	b	26,552.			
c Net income or (loss) from fundraising events			<9,364.>		<9,364.>	
9 a Gross income from gaming activities See Part IV, line 19	a					
b Less: direct expenses	b					
c Net income or (loss) from gaming activities						
10 a Gross sales of inventory less returns and allowances	a					
	b Less: cost of goods sold	b				
	c Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code				
11 a <u>OTHER INCOME</u>	711190	9,730.	9,730.			
b						
c						
d All other revenue						
e Total. Add lines 11a-11d		9,730.				
12 Total revenue. See instructions.		729,722.	247,524.	0.	<9,364.>	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

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

Do not include amounts reported on lines 6b, 7d, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2	Grants and other assistance to individuals in the United States. See Part IV, line 22				
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	79,955.	70,855.	7,517.	1,583.
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	219,456.	166,976.	8,722.	43,758.
8	Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)				
9	Other employee benefits	12,753.	10,130.	692.	1,931.
10	Payroll taxes	26,282.	20,877.	1,425.	3,980.
11	Fees for services (non-employees):				
a	Management				
b	Legal				
c	Accounting	6,119.		6,119.	
d	Lobbying				
e	Professional fundraising services. See Part IV, line 17				
f	Investment management fees				
g	Other	6,277.		6,277.	
12	Advertising and promotion	33,321.	23,834.	7,572.	1,915.
13	Office expenses	65,205.	11,087.	43,883.	10,235.
14	Information technology				
15	Royalties				
16	Occupancy	10,713.	9,896.	817.	
17	Travel	24,041.	15,361.	6,821.	1,859.
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings				
20	Interest	13,735.		13,735.	
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	31,450.	28,305.	3,145.	
23	Insurance	11,933.	10,740.	1,193.	
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	ACTORS CONTRACTS	103,785.	103,785.		
b	PRODUCTION EXPENSE	65,164.	65,164.		
c	PAYROLL TAX PENALTIES	24,232.		24,232.	
d	EDUCATION EXPENSES	23,923.	23,923.		
e	All other expenses	22,339.	2,866.	6,069.	13,404.
25	Total functional expenses. Add lines 1 through 24e	780,683.	563,799.	138,219.	78,665.
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 97-11, Rev. 1996

Part X Balance Sheet

		(A) Beginning of year	(B) End of year
Assets	1 Cash non-interest-bearing	61.	1,485.
	2 Savings and temporary cash investments		
	3 Pledges and grants receivable, net		
	4 Accounts receivable, net	121,253.	102,869.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		
	7 Notes and loans receivable, net		
	8 Inventories for sale or use	1,000.	
	9 Prepaid expenses and deferred charges		
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	707,175.	177,093.
	10b Less: accumulated depreciation	530,082.	
	11 Investments - publicly traded securities	126,448.	
	12 Investments - other securities. See Part IV, line 11		
	13 Investments - program-related. See Part IV, line 11		
	14 Intangible assets		600.
	15 Other assets. See Part IV, line 11	248,762.	282,047.
16 Total assets. Add lines 1 through 15 (must equal line 34)	196,935.	258,651.	
Liabilities	17 Accounts payable and accrued expenses		
	18 Grants payable		
	19 Deferred revenue		
	20 Tax-exempt bond liabilities		
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22,000.
	23 Secured mortgages and notes payable to unrelated third parties	53,571.	43,971.
	24 Unsecured notes and loans payable to unrelated third parties		
	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	33,149.	43,279.
	26 Total liabilities. Add lines 17 through 25	283,655.	367,901.
Net Assets or Fund Balances	27 Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.	<34,893.>	<109,751.>
	28 Unrestricted net assets		23,897.
	29 Temporarily restricted net assets		
	29 Permanently restricted net assets		
	29 Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.		
	30 Capital stock or trust principal, or current funds		
	31 Paid in or capital surplus, or land, building, or equipment fund		
	32 Retained earnings, endowment, accumulated income, or other funds	<34,893.>	<85,854.>
33 Total net assets or fund balances	248,762.	282,047.	
34 Total liabilities and net assets/fund balances			

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	729,722.
2	Total expenses (must equal Part IX, column (A), line 25)	2	780,683.
3	Revenue less expenses. Subtract line 2 from line 1	3	<50,961.>
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	<34,893.>
5	Other changes in net assets or fund balances (explain in Schedule O)	5	0.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	<85,854.>

Part XII Financial Statements and Reporting

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

- 1 Accounting method used to prepare the Form 990: Cash Accrual Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
- b Were the organization's financial statements audited by an independent accountant?
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both:
 Separate basis Consolidated basis Both consolidated and separate basis
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ Attach to Form 990 or Form 990-EZ ▶ See separate instructions.

OMB No 1545-0047

2011

Open to Public Inspection

Name of the organization

KENTUCKY SHAKESPEARE FESTIVAL, INC.

Employer identification number

61-6036654

Part I

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

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

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii). Enter the hospital's name.
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I
 - b Type II
 - c Type III - Functionally integrated
 - d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

 - (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
 - (ii) A family member of a person described in (i) above?
 - (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s).

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

Schedule A (Form 990 or 990-EZ) 2011

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

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	367,768.	363,396.	364,809.	379,441.	491,562.	1966976.
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	367,768.	363,396.	364,809.	379,441.	491,562.	1966976.
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)						58,888.
6 Public support. Subtract line 5 from line 4						1908088.

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	367,768.	363,396.	364,809.	379,441.	491,562.	1966976.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,043.	7,235.	2,066.	554.		11,898.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	15,152.	15,152.	33,270.	3,440.	9,730.	76,744.
11 Total support. Add lines 7 through 10						2055618.
12 Gross receipts from related activities, etc. (see instructions)					12	1,158,595.

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	92.82	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	94.57	%
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input checked="" type="checkbox"/>			
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>			
17a 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>			
b 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>			
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>			

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

- 19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14 and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3% check this box and stop here. The organization qualifies as a publicly supported organization
- b 33 1/3% support tests - 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3% check this box and stop here. The organization qualifies as a publicly supported organization
- 20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2011

Name of the organization

KENTUCKY SHAKESPEARE FESTIVAL, INC.

Employer identification number

61-6036654

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990 PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc. purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc. purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc. contributions of \$5,000 or more during the year. ▶ \$ _____

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization

Employer identification number

KENTUCKY SHAKESPEARE FESTIVAL, INC.

61 6036654

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	LOUISVILLE METRO COUNCIL 601 WEST JEFFERSON STREET LOUISVILLE, KY 40202	\$ 32,835.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	BROWN-FORMAN CORPORATION 850 DIXIE HIGHWAY LOUISVILLE, KY 40210	\$ 75,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	FUND FOR THE ARTS 623 W MAIN ST #200 LOUISVILLE, KY 40202	\$ 105,761.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	ARTS & SCIENCE COUNCIL 227 WEST TRADE STREET, SUITE 250 CHARLOTTE, NC 28202	\$ 50,111.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	KENTUCKY ARTS COUNCIL 500 MERO STREET FRANKFORT, KY 40601	\$ 25,512.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	LOUISVILLE METRO GOVERNMENT 410 #200, SOUTH 5TH ST LOUISVILLE, KY 40202	\$ 38,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Employer identification number

Name of organization

61-6036654

KENTUCKY SHAKESPEARE FESTIVAL, INC.

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	NATIONAL ENDOWMENT FOR THE ARTS 1100 PENNSYLVANIA AVENUE NORTHWEST WASHINGTON, DC 20506	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

KENTUCKY SHAKESPEARE FESTIVAL, INC.

61-6036654

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	
		\$ _____	

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

KENTUCKY SHAKESPEARE FESTIVAL, INC.

Employer identification number

61-6036654

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

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

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

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

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	
- Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d
- Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____
- Number of states where property subject to conservation easement is located ▶ _____
- Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? Yes No
- Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____
- Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____
- Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? Yes No
- In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
(ii) Assets included in Form 990, Part X	▶ \$ _____
- If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1	▶ \$ _____
b Assets included in Form 990, Part X	▶ \$ _____

Name of organization

Employer identification number

KENTUCKY SHAKESPEARE FESTIVAL, INC.

61-6036654

Part III

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

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4

Relationship of transferor to transferee

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

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIV and complete the following table:
- | | Amount |
|----------------------------------|--------|
| 1c Beginning balance | |
| 1d Additions during the year | |
| 1e Distributions during the year | |
| 1f Ending balance | |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XIV.

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

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

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

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

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

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

	Yes	No
(i) unrelated organizations		
(ii) related organizations		

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

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings		321,238.	250,695.	70,543.
c Leasehold improvements		385,937.	279,387.	106,550.
d Equipment				
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				177,093.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		

Total. (Col (b) must equal Form 990, Part X, col (B) line 12.)

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		

Total. (Col (b) must equal Form 990, Part X, col (B) line 13.)

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	

Total. (Column (b) must equal Form 990, Part X, col (B) line 15.)

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

(a) Description of liability	(b) Book value
1.	
(1) Federal income taxes	43,279.
(2) CAPITAL LEASES	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	43,279.

Total. (Column (b) must equal Form 990, Part X, col (B) line 25.)

1. FIN 48 (ASC 840)
2. FIN 48 (ASC 840)

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	729,722.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	780,683.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	<50,961.>
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	<50,961.>

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

1	Total revenue, gains, and other support per audited financial statements	1	762,483.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	23,397.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	9,364.
e	Add lines 2a through 2d	2e	32,761.
3	Subtract line 2e from line 1	3	729,722.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	729,722.

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

1	Total expenses and losses per audited financial statements	1	813,444.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	23,397.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	9,364.
e	Add lines 2a through 2d	2e	32,761.
3	Subtract line 2e from line 1	3	780,683.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	780,683.

Part XIV Supplemental Information

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

PART X, LINE 2: THE ORGANIZATION IS EXEMPT FROM FEDERAL, STATE AND

LOCAL INCOME TAXES AS A NOT-FOR-PROFIT ORGANIZATION AS DESCRIBED UNDER

SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE. THE ORGANIZATION FILES

INFORMATIONAL TAX RETURNS AS REQUIRED BY FEDERAL AND STATE REGULATIONS.

HOWEVER, INCOME FROM CERTAIN ACTIVITIES NOT DIRECTLY RELATED TO THE

ORGANIZATION'S TAX-EXEMPT PURPOSE MAY BE SUBJECT TO TAXATION AS UNRELATED

BUSINESS INCOME.

Part XIV Supplemental Information (continued)

AS OF AUGUST 31, 2012, THE ORGANIZATION DID NOT HAVE ANY ACCRUED INTEREST OR PENALTIES RELATED TO INCOME TAX LIABILITIES, AND NO INTEREST OR PENALTIES HAVE BEEN CHARGED TO OPERATIONS FOR THE YEAR THEN ENDED. TAX YEARS STILL OPEN UNDER FEDERAL AND STATE STATUTE OF LIMITATIONS REMAIN SUBJECT TO REVIEW AND CHANGE.

PART XII AND XIII, LINE 2D - DIRECT EXPENSES INCLUDED IN SPECIAL EVENT EXPENSE ON FINANCIAL STATEMENTS WHICH ARE INCLUDED IN FUNDRAISING EVENT NET INCOME ON FORM 990.

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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

OMB No 1545-0047

2011

Open To Public
Inspection

Name of the organization

KENTUCKY SHAKESPEARE FESTIVAL, INC.

Employer identification number

61-6036654

Part I

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

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

- a Mail solicitations

b Internet and email solicitations

c Phone solicitations

d In-person solicitations
- e Solicitation of non-government grants

f Solicitation of government grants

g Special fundraising events

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

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

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
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.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		12TH NIGHT		NONE	(add col (a) through col. (c))
		(event type)	(event type)	(total number)	
Revenue	1	34,138.			34,138.
	2	16,950.			16,950.
	3	17,188.			17,188.
Direct Expenses	4				
	5				1,875.
	6	1,875.			11,000.
	7	11,000.			
	8	4,313.			4,313.
	9	9,364.			9,364.
	10				26,552.
	11				<9,364.>

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
Revenue	1				
Direct Expenses	2				
	3				
	4				
	5				
	6				
7					
8					

9 Enter the state(s) in which the organization operates gaming activities: Yes No
 a Is the organization licensed to operate gaming activities in each of these states?
 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 operate gaming activities with nonmembers?
- 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?
- 13 Indicate the percentage of gaming activity operated in.
 - a The organization's facility
 - b An outside facility

	<input type="checkbox"/> Yes	<input type="checkbox"/> No
13a		%
13b		%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

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?
- 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 ▶ \$ _____

Yes No

Part IV Supplemental Information. Complete this part to 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 complete this part to provide any additional information (see instructions).

SCHEDULE L
Form 990 or 990-EZ

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

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

OMB No. 1545-004

2011

Open To Public Inspection

Name of the organization: **KENTUCKY SHAKESPEARE FESTIVAL, INC.** Employer identification number: **61-6036654**

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only)
Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

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

- 2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____
- 3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.
Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
MARJORIE DUFEK -	X		10,000.	10,000.		X	X		X	
GORDON STRAUSS -	X		12,000.	12,000.		X	X		X	
Total				▶ \$	22,000.					

Part III Grants or Assistance Benefiting Interested Persons.
Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance

SEE PART V FOR CONTINUATIONS

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No

Part V Supplemental Information

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

SCHEDULE L, PART II, LOANS TO AND FROM INTERESTED PERSONS:

(A) NAME OF PERSON: MARJORIE DUFEK

(A) PURPOSE OF LOAN: SHORT-TERM LOAN FOR CASH FLOW PURPOSES

(B) LOAN TO OR FROM ORGANIZATION? = TO

(C) ORIGINAL PRINCIPAL AMOUNT \$ 10,000. (D) BALANCE DUE \$ 10,000.

(E) LOAN IN DEFAULT? = NO

(F) APPROVED BY BOARD OR COMMITTEE? = YES

(G) WRITTEN AGREEMENT? = YES

(A) NAME OF PERSON: GORDON STRAUSS

(A) PURPOSE OF LOAN: SHORT-TERM LOAN FOR CASH FLOW PURPOSES

(B) LOAN TO OR FROM ORGANIZATION? = TO

(C) ORIGINAL PRINCIPAL AMOUNT \$ 12,000. (D) BALANCE DUE \$ 12,000.

(E) LOAN IN DEFAULT? = NO

(F) APPROVED BY BOARD OR COMMITTEE? = YES

(G) WRITTEN AGREEMENT? = YES

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No 1545-0047

2011

Open to Public Inspection

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

Department of the Treasury
Internal Revenue Service

Name of the organization

KENTUCKY SHAKESPEARE FESTIVAL, INC.

Employer identification number

61-6036654

Part I	Types of Property	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1	Art - Works of art				
2	Art - Historical treasures				
3	Art - Fractional interests				
4	Books and publications				
5	Clothing and household goods				
6	Cars and other vehicles				
7	Boats and planes				
8	Intellectual property				
9	Securities - Publicly traded				
10	Securities - Closely held stock				
11	Securities - Partnership, LLC, or trust interests				
12	Securities - Miscellaneous				
13	Qualified conservation contribution Historic structures				
14	Qualified conservation contribution - Other				
15	Real estate - Residential				
16	Real estate - Commercial				
17	Real estate - Other				
18	Collectibles				
19	Food inventory				
20	Drugs and medical supplies				
21	Taxidermy				
22	Historical artifacts				
23	Scientific specimens				
24	Archeological artifacts				
25	Other ▶ (<u>EQUIPMENT</u>)	X	1	45,813.	FAIR MARKET VALUE
26	Other ▶ ()				
27	Other ▶ ()				
28	Other ▶ ()				

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

29

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

	Yes	No
30a		X
31		X
32a		X

b If "Yes," describe the arrangement in Part II

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

b If "Yes," describe in Part II

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked describe in Part II

Schedule M (Form 990) (2011)

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

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization

KENTUCKY SHAKESPEARE FESTIVAL, INC.

Employer identification number

61-6036654

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

EACH PRODUCTION IS PERFORMED BY PROFESSIONAL ACTORS AND IS FREE TO THE
PUBLIC. THE ORGANIZATION ALSO OPERATES AN EDUCATIONAL OUTREACH PROGRAM
THAT IS OFFERED THROUGHOUT THE KENTUCKIANA AREA.

FORM 990, PART VI, SECTION B, LINE 11: FORM 990 IS REVIEWED BY MANAGEMENT.

ALL BOARD MEMBERS ARE PROVIDED A COPY OF THE FINAL FORM 990 PRIOR TO
FILING.

FORM 990, PART VI, SECTION B, LINE 15A: THE PRODUCING AND ARTISTIC
DIRECTOR'S COMPENSATION IS PER AN EMPLOYMENT AGREEMENT APPROVED BY THE
BOARD OF DIRECTORS.

FORM 990, PART VI, SECTION C, LINE 19: NO GOVERNING DOCUMENTS OR FINANCIAL
STATEMENTS ARE AVAILABLE TO THE PUBLIC.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box
 - If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868 Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870 Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer. See instructions. KENTUCKY SHAKESPEARE FESTIVAL, INC.	Employer identification number (EIN) or <input checked="" type="checkbox"/> 61-6036654
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 323 W. BROADWAY	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOUISVILLE, KY 40202	

Enter the Return code for the return that this application is for (file a separate application for each return) 01

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ **KENTUCKY SHAKESPEARE FESTIVAL, INC.**
- Telephone No. ▶ **(502) 574-9900** FAX No. ▶
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **APRIL 15, 2013** to file the exempt organization return for the organization named above. The extension is for the organization's return for

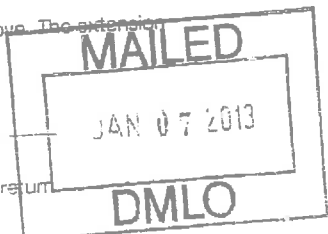
▶ calendar year _____ or _____ and ending **AUG 31, 2012**
 ▶ tax year beginning **SEP 1, 2011**

2 If the tax year entered in line 1 is for less than 12 months, check reason: Change in accounting period Initial return Final return

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0.
c	Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 3879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.



TAX RETURN FILING INSTRUCTIONS

FORM 990

FOR THE YEAR ENDING

August 31, 2012

Prepared for	Mr. Brantley Dunaway Kentucky Shakespeare Festival, Inc. 323 W. Broadway, Suite 300 Louisville, KY 40202
Prepared by	DEMING MALONE LIVESAY & OSTROFF PSC 9300 SHELBYVILLE RD STE 1100 LOUISVILLE, KY 40222-5187
Amount due or refund	Not applicable
Make check payable to	Not applicable
Mail tax return and check (if applicable) to	Department of the Treasury Internal Revenue Service Center Ogden, UT 84201-0027
Return must be mailed on or before	April 15, 2013
Special Instructions	The return should be signed and dated.

We sincerely appreciate the opportunity to serve you. Please contact us if you have any questions concerning the tax return.

Very truly yours,

Christine N. Koenig
Christine N. Koenig

RESTATED ARTICLES OF INCORPORATION
OF
THE KENTUCKY SHAKESPEARE FESTIVAL, INC.
A NOT FOR PROFIT CORPORATION

* * * * *

Pursuant to the provisions of KRS 273 et seq., the undersigned persons do hereby certify that the above corporation has restated its Articles of Incorporation.

The foregoing articles are accurate, supersede any previous articles, and were adopted by a majority vote of the Board of Directors.

The undersigned further certifies that Articles I, II, III, IV, V, VII, and VIII are amended articles and that except for these amendments, these Restated Articles of Incorporation set forth without change corresponding provisions of the Articles and that they supersede said Articles of Incorporation as amended:

ARTICLE I

The name of the corporation will be: Kentucky Shakespeare Festival, Inc., and shall do business as Kentucky Shakespeare Festival. The corporation was previously listed as The Committee for Shakespeare in Central Park, Inc.

ARTICLE II

The principal office of the corporation will be at 1114 S. Third St.,
Louisville, Kentucky 40208.

ARTICLE III

The agent for service of process upon the corporation will be Curt L.
Tofteland, whose mailing address is the principal office of the corporation above.

ARTICLE IV

The purpose of the corporation will be to foster, aid, and encourage the
production of the plays of William Shakespeare for the educational values to be
derived thereof by young and old alike from viewing or participating in the
staging and interpretation of this great and continuing contribution to our culture.
The corporation is organized for any lawful purpose and is irrevocably dedicated
and operating exclusively for non-profit purposes.

The corporation is further organized and operated exclusively under the
provisions of Section 501 (C) (3) of the Internal Revenue Code and is
organized and operated exclusively for any religious, charitable, scientific testing for
public safety, literary or educational purposes. The organization is expressly
prohibited from devoting more than an insubstantial part of its activities in an
attempt to influence legislation, directly or indirectly participating in any political
campaign on behalf of, or in opposition to any candidate for public office, or
having objectives and engaging in activities which characterize it as an "action"
organization.

Further, the organization is not a foundation, etc., pursuant to Section 509 (a) of the Internal Revenue Code.

ARTICLE V

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation, in such manner, or to such organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code (or corresponding provisions of any later Federal tax laws), as the Board of Directors shall determine.

The remaining assets, if any, shall be disposed of by the Circuit Court of the County in which the principal office for the Corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine are organized and operated exclusively for such purposes.

ARTICLE VI

The duration of the life of the corporation shall be perpetual or until terminate by its own action.

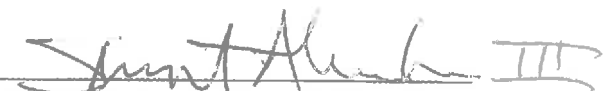
ARTICLE VII

No Director of the corporation shall be liable for monetary damages for breach of his or her duty as a Director except in the manner provided under KRS 273.248.

The above Restated Articles of Incorporation were adopted by resolution of the Board of Directors and submitted to a vote of the Directors at a special meeting. A written notice of which setting forth the proposed amendments was given to the Directors and that the above amendments were approved by a majority of the membership.

ARTICLE VIII

The corporation shall be governed by its By-laws.


STUART E. ALEXANDER, III
CO-CHAIR STRATEGIC PLANNING
KENTUCKY SHAKESPEARE FEST.
BOARD OF DIRECTORS

Request for Taxpayer Identification Number and Certification

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

Print or type
 See Specific Instructions on page 2.

Name (as shown on your income tax return) Kentucky Shakespeare Festival	
Business name, if different from above	
Check appropriate box: <input type="checkbox"/> Individual/Sole proprietor <input type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Limited liability company. Enter the tax classification (D=disregarded entity, C=corporation, P=partnership) ▶ <input checked="" type="checkbox"/> Exempt payee <input checked="" type="checkbox"/> Other (see instructions) ▶ not-for-profit	
Address (number, street, and apt. or suite no.) 323 West Broadway	Requester's name and address (optional)
City, state, and ZIP code Louisville, KY 40202	
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 your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Social security number	
OR	
Employer identification number	
61	6036654

Note. If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

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).

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 on page 4.

Sign Here	Signature of U.S. person ▶	Date ▶ 12/11/13
------------------	----------------------------	-----------------

General Instructions

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

Purpose of Form

A person who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income.

Note. If a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

Definition of a U.S. person. For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien,
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States,
- An estate (other than a foreign estate), or
- A domestic trust (as defined in Regulations section 301.7701-7).

Special rules for partnerships. Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax on any foreign partners' share of income from such business. Further, in certain cases where a Form W-9 has not been received, a partnership is required to presume that a partner is a foreign person, and pay the withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid withholding on your share of partnership income.

The person who gives Form W-9 to the partnership for purposes of establishing its U.S. status and avoiding withholding on its allocable share of net income from the partnership conducting a trade or business in the United States is in the following cases:

- The U.S. owner of a disregarded entity and not the entity,

Kentucky Shakespeare
STAFF

Matt Wallace, Producing Artistic Director

Robert Silverthorn III, Director of Operations and Marketing

Beth Dunn, Education Programs Manager

THE KENTUCKY SHAKESPEARE FESTIVAL, INC.**General Information**

Organization Number	0010680
Name	THE KENTUCKY SHAKESPEARE FESTIVAL, INC.
Profit or Non-Profit	N - Non-profit
Company Type	KCO - Kentucky Corporation
Status	A - Active
Standing	G - Good
State	KY
File Date	5/8/1963
Organization Date	5/8/1963
Last Annual Report	3/5/2013
Principal Office	323 WEST BROADWAY STE. 401 LOUISVILLE, KY 40202
Registered Agent	BRANTLEY M. DUNAWAY 323 WEST BROADWAY SUITE 401 LOUISVILLE, KY 40202

Current Officers

President	<u>ALLEN HARRIS</u>
Vice President	<u>KAREN RICHARDSON</u>
Secretary	<u>ALLEN HARRIS</u>
Treasurer	<u>ADAM FARIS</u>
Director	<u>ALLEN HARRIS</u>
Director	<u>KAREN RICHARDSON</u>
Director	<u>ADAM FARIS</u>

Individuals / Entities listed at time of formation

Director	<u>STUART R. PAINE</u>
Director	<u>MARTIN R. AYERS</u>
Director	<u>C. DOUGLAS RAMEY</u>
Director	<u>EURELIA M. SALYERS</u>
Director	<u>GEORGE A. HENDON</u>
Incorporator	<u>STUART R. PAINE</u>
Incorporator	<u>C. DOUGLAS RAMEY</u>
Incorporator	<u>ELIZABETH HOERTH</u>

Images available online

Documents filed with the Office of the Secretary of State on September 15, 2004 or thereafter are available as scanned images or PDF documents. Documents filed prior to September 15, 2004 will become available as the images are created.

Annual Report

3/5/2013

1 page

PDF

<u>Annual Report</u>	6/28/2012	1 page	<u>tiff</u>	<u>PDF</u>
<u>Principal Office Address Change</u>	11/10/2011	1 page	<u>tiff</u>	<u>PDF</u>
<u>Registered Agent name/address change</u>	11/10/2011	1 page	<u>tiff</u>	<u>PDF</u>
<u>Reinstatement Certificate of Existence</u>	10/7/2011 12:49:58 PM	2 pages	<u>PDF</u>	
<u>Reinstatement</u>	10/7/2011 12:47:11 PM	4 pages	<u>PDF</u>	
<u>Reinstatement Approval Letter Revenue</u>	10/7/2011 12:44:47 PM	1 page	<u>PDF</u>	
<u>Administrative Dissolution Return</u>	9/28/2011	1 page	<u>tiff</u>	<u>PDF</u>
<u>Administrative Dissolution</u>	9/10/2011	1 page	<u>PDF</u>	
<u>Sixty Day Notice Return</u>	7/20/2011	2 pages	<u>tiff</u>	<u>PDF</u>
<u>Certificate of Assumed Name</u>	11/4/2010	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	4/1/2010	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	9/15/2009	2 pages	<u>tiff</u>	<u>PDF</u>
<u>Registered Agent name/address change</u>	9/15/2009	1 page	<u>tiff</u>	<u>PDF</u>
<u>Articles of Organization (LLC)</u>	6/17/2008	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	3/11/2008	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	3/7/2007	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	3/6/2006	3 pages	<u>tiff</u>	<u>PDF</u>
<u>Statement of Change</u>	7/14/2005	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	6/30/2005	2 pages	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	6/3/2003	1 page	<u>tiff</u>	<u>PDF</u>
<u>Name Renewal</u>	2/6/2003	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	9/24/2002	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	9/11/2001	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	6/13/2000	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	8/13/1999	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	5/11/1998	4 pages	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1997	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1996	5 pages	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1995	6 pages	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1994	6 pages	<u>tiff</u>	<u>PDF</u>
<u>Statement of Change</u>	5/5/1994	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	3/24/1993	2 pages	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	3/19/1992	2 pages	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1991	2 pages	<u>tiff</u>	<u>PDF</u>
<u>Amendment</u>	3/28/1991	4 pages	<u>tiff</u>	<u>PDF</u>
<u>Statement of Change</u>	3/28/1991	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1990	4 pages	<u>tiff</u>	<u>PDF</u>
<u>Statement of Change</u>	10/2/1989	1 page	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1989	4 pages	<u>tiff</u>	<u>PDF</u>
<u>Annual Report</u>	7/1/1988	1 page	<u>tiff</u>	<u>PDF</u>
<u>Reinstatement</u>	4/28/1987	2 pages	<u>tiff</u>	<u>PDF</u>
<u>Statement of Change</u>	4/28/1987	1 page	<u>tiff</u>	<u>PDF</u>

<u>Revocation of Certificate of Authority</u>	3/15/1987	2 pages	<u>tiff</u>	<u>PDF</u>
<u>Six Month Notice</u>	9/1/1986	1 page	<u>tiff</u>	<u>PDF</u>

Assumed Names

<u>KENTUCKY SHAKESPEARE</u>	Active
<u>SHAKESPEARE IN CENTRAL PARK, THE KENTUCKY SHAKESPEARE FESTIVAL</u>	Inactive

Activity History

Filing	File Date	Effective Date	Org. Referenced
Annual report	3/5/2013 2:29:21 PM	3/5/2013 2:29:21 PM	
Annual report	6/28/2012 1:50:17 PM	6/28/2012	
Registered agent address change	11/10/2011 8:53:07 AM	11/10/2011	
Principal office change	11/10/2011 8:51:39 AM	11/10/2011	
Reinstatement	10/7/2011 12:49:53 PM	10/7/2011	
Application For Reinstatement	10/7/2011 12:18:54 PM	10/7/2011	
Application For Reinstatement	9/28/2011 2:58:06 PM	9/28/2011	
Admin Dis. A. report not in	9/10/2011	9/10/2011	
Added assumed name	11/4/2010 10:57:09 AM	12/31/2010	<u>KENTUCKY SHAKESPEARE</u>
Annual report	4/1/2010 2:14:23 PM	4/1/2010	
Registered agent address change	9/15/2009 8:33:18 AM	9/15/2009	
Annual report	9/15/2009 8:29:05 AM	9/15/2009	
Annual report	3/11/2008 2:39:12 PM	3/11/2008	
Annual report	3/7/2007 10:51:57 AM	3/7/2007	
Annual report	3/6/2006 8:27:30 AM	3/6/2006	
Registered agent address change	7/14/2005 3:46:10 PM	7/14/2005	
Annual report	6/30/2005 2:49:21 PM	6/30/2005	
Amendment previous name	3/28/1991	3/28/1991	<u>THE COMMITTEE FOR SHAKESPEARE IN CENTRAL PARK, INC.</u>

Microfilmed Images

Microfilm images are not available online. They can be ordered by faxing a Request For Corporate Documents to the Corporate Records Branch at 502-564-5687.

Annual Report	4/9/2004	2 pages
Annual Report	6/3/2003	1 page
Annual Report	9/24/2002	1 page
Annual Report	9/11/2001	1 page
Annual Report	6/13/2000	1 page
Annual Report	8/13/1999	1 page
Annual Report	5/11/1998	4 pages
Annual Report	7/1/1997	1 page
Annual Report	7/1/1996	5 pages
Annual Report	7/1/1995	6 pages
Annual Report	7/1/1994	6 pages
Statement of Change	5/5/1994	1 page
Annual Report	3/24/1993	2 pages
Annual Report	3/19/1992	2 pages
Annual Report	7/1/1991	2 pages
Statement of Change	3/28/1991	1 page
Amendment	3/28/1991	4 pages
Annual Report	7/1/1990	3 pages
Statement of Change	10/2/1989	1 page
Annual Report	7/1/1989	4 pages
Annual Report	7/1/1988	1 page
Statement of Change	4/28/1987	1 page
Reinstatement	4/28/1987	2 pages
Revocation of Certificate of Authority	3/15/1987	2 pages
Six Month Notice	9/1/1986	1 page
Certificate of Assumed Name	6/29/1984	1 page
Statement of Change	7/2/1969	2 pages
Annual Report	10/6/1965	13 pages
Statement of Change	10/6/1965	2 pages
Amendment	7/12/1965	4 pages
Articles of Incorporation	5/8/1963	4 pages

Smith, Chanelle Emily

From: Hughes, Susan
Sent: Thursday, February 20, 2014 5:45 PM
To: Smith, Chanelle Emily
Cc: Kennedy, Liz; Triplett, Kevin D; Morgan, Briana S
Subject: Shakespeare

Follow Up Flag: Flag for follow up
Flag Status: Flagged

Chanelle, Councilwoman Butler and Aubry-Welch; Councilman Johnson and Blackwell will sign on for \$500 each on the appropriation for Shakespeare.

I will provide more details tomorrow!

Any questions from anyone—just call.

Thanks, Susan

Susan W. Hughes

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