

Bowman, Michael

From: Fowler, Cindi
Sent: Friday, April 22, 2016 1:00 PM
To: Bowman, Michael
Subject: Stage One NDF

Michael,
Please sign the Stage One NDF request on my behalf for \$1000.
Thanks!
Cindi

Thank you,
Councilwoman Cindi Fowler
Louisville Metro Council | District 14
p:(502) 574-1114
e: cindi.fowler@louisvilleky.gov

**LOUISVILLE METRO COUNCIL
NEIGHBORHOOD DEVELOPMENT FUND APPLICATION CHECKLIST**

Legal Name of Applicant Organization:

Program Name and Request Amount:

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

Prepared by:



Date:

4/8/14



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 1 - INFORMATION			
Legal Name of Applicant Organization:		StageOne Family Theatre	
<i>(as listed on: http://www.sos.kv.gov/business/records)</i>			
Main Office Street & Mailing Address: 315 W Market Street, Suite 2S, Louisville KY 40202			
Website: www.stageone.org			
Applicant Contact:	Jessica Roth	Title:	Director of Development
Phone:	502.498.2444	Email:	jroth@stageone.org
Financial Contact:	Mike Brooks	Title:	Business Manager
Phone:	502.498.2438	Email:	mbrooks@stageone.org
Organization's Representative who attended NDF Training: Amy Attaway, Development Associate			
GEOGRAPHICAL AREA(S) WHERE PROGRAM ACTIVITIES ARE (WILL BE) PROVIDED			
Program Facility Location(s):	Kentucky Center for the Arts		
Council District(s):	4	Zip Code(s):	40202
PROGRAM/PROJECT NAME: Harold and the Purple Crayon			
Total Request: (\$)	18,322	Total Metro Award (this program) In previous year: (\$)	26,880
Purpose of Request (check all that apply): <input type="checkbox"/> Operating Funds (generally cannot exceed 33% of agency's total operating budget) <input checked="" type="checkbox"/> Programming/services/events for direct benefit to community or qualified individuals <input type="checkbox"/> Capital Project of the organization (equipment, furnishing, building, etc)			
The Following are Required Attachments:			
<input checked="" type="checkbox"/> IRS Exempt Status Determination Letter <input checked="" type="checkbox"/> Current Year Projected Budget <input checked="" type="checkbox"/> List of Board of Directors (include term & term limits) <input checked="" type="checkbox"/> Current financial statement <input checked="" type="checkbox"/> Most recent IRS Form 990 or 1120-H <input checked="" type="checkbox"/> Articles of Incorporation <input type="checkbox"/> Cost estimates from proposed vendor if request is for capital expense		<input type="checkbox"/> Signed lease if rent costs are being requested <input checked="" type="checkbox"/> IRS Form W9 <input type="checkbox"/> Evaluation forms if used in the proposed program <input checked="" type="checkbox"/> Annual audit (if required by organization) <input type="checkbox"/> Faith Based Organization Certification Form, if required <input checked="" type="checkbox"/> Staff including the 3 highest paid staff	
For the current fiscal year ending June 30, list all funds appropriated and/or received from Louisville Metro Government for this or any other program or expense, including funds received through Metro Federal Grants, from any department or Metro Council Appropriation (Neighborhood Development Funds). Attach additional sheet if necessary.			
Source:	External Agency Fund	Amount: (\$)	13,500
Source:	NDF (for FY15)	Amount: (\$)	5,000
Source:		Amount: (\$)	
Has the applicant contacted the BBB Charity Review for participation? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
Has the applicant met the BBB Charity Review Standards? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 3 - AGENCY DETAILS

Describe Agency's Vision, Mission and Services:

StageOne Family Theatre's mission is to inspire children by opening the door to imagination, opportunity and empathy.

Founded in 1946, StageOne is the oldest professional theatre company in Louisville and a national pioneer in the field of theatre for young audiences. Serving more than 90,000 children and families each year across the region, StageOne is the leading arts educator in this community. Our shows at the Kentucky Center for the Arts, workshops in schools, and Spring Break and Summer Camp opportunities are tied to educational curriculums, giving teachers an additional tool for reaching kids, and parents a chance to engage with their children as they learn. Unique programs like Kindergarten Readiness, Sensory-Friendly Performances, and Play-It-Forward set StageOne apart as a crucial provider of arts experiences for the kids who need them most and will not otherwise have them.



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

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

StageOne is seeking \$18,322 in Neighborhood Development Funds to support its spring 2016 production of "Harold and the Purple Crayon" which runs March 21 through April 15, 2016. Community support is crucial in subsidizing tickets for Louisville Metro schools.

Children need the arts. Study after study has shown that exposure to the arts is critical to the development of creative thinkers and problem solvers. Arts experiences help students improve test scores, improve academic success and ultimately increase educational attainment across communities. In addition, the arts teach empathy and build connections between children and the world. StageOne is a cornerstone arts organization in Louisville, helping to build a brighter future for our children and our community.

StageOne believes in every child and continues to find ways to reach out to the children in our community who are most in need of arts experiences.

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

This support would allow StageOne to lease the Bomhard Theatre in the Kentucky Center and pay for necessary staff and artists for the duration (April 11-15) of the "Harold and the Purple Crayon" production, and offer the production to Kindergarten students at zero ticket cost through StageOne's innovative Play it Forward ticket underwriting program. Through this program, public, private, and parochial school students from across Louisville Metro can attend "Harold and the Purple Crayon" at zero ticket cost.



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

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

n/a

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

- Effective October 24, 2013, reimbursements should not be made unless an emergency can be demonstrated by the primary council sponsor. The funding request is a reimbursement of the following expenditures (attach invoices or proof of payment):
- ✓ Attach a copy of invoices and/or receipts to provide proof of purchase of activities associated with the work plan identified in this application.
 - ✓ Attach a copy of cancelled checks to provide proof of payment of the invoices or receipts associated with the work plan identified in this application.

- The funding request is a reimbursement of the following expenditures that will probably be incurred after the application date, but prior to the execution of the grant agreement:
- ✓ If selecting this option, the invoice, receipt and payment documentation should not be available as of the date of this application.

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



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E: Describe the program's benefits to those being served (measurable outcomes). Include the program's process for collecting data and the indicators that will be tracked to measure the benefits to those being served:
To provide StageOne's production of "Harold and the Purple Crayon" at zero ticket cost to nearly 15,000 kindergarteners in Jefferson and surrounding counties.

Data collection method: Xpressions Reservation System/Teacher check-in reports. Xpressions captures information for all reservations made, including number of students, teachers, and ticket prices. Xpressions also aggregates attendance data for the entire run of the production and provides accurate measurement of a show's success.

As schools enter the Kentucky Center for the Arts, teachers check in with a StageOne representative and provide actual student and chaperone numbers for that day, this provides a means of counting total attendance both day-to-day and overall.

Indicators to be measured:

Number of students served at each performance and overall

Grade level breakdown

Ticket cost

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

StageOne has a stated goal of "building bridges to leverage its own core strengths and those of its partners and peers, providing greater service and clarity to its community." Examples of this work locally include:

A partnership with University of Louisville has continued on multiple levels. Joining Forces for kindergarten readiness, PNC, the University of Louisville's College of Education and Human Development and StageOne are working to integrate university students with StageOne education team members as they design and implement programming in area schools. The PNC Foundation has funded this initiative for the past two years. The PNC Grow Up Great Fellowship introduces students in the program to arts-in-education techniques and provides experiential learning through participation in StageOne's Kindergarten Readiness Initiative as teaching artists.

In the fall of 2013, in partnership with UofL's Autism Training Center and the Kentucky Center for the Arts (KCA), StageOne produced the state's first ever sensory-friendly performance of "The House at Pooh Corner". StageOne now offers sensory-friendly performances of all its shows.

Hands-on Technical Theatre Training - Lincoln Performing Arts School and the Norton Foundation. This year-long technical theatre residency provided a robust training ground for students interested in the myriad jobs that reside in the wings. Weekly lessons in such disciplines as costuming, lighting, stage management, set design, and set construction culminated in invaluable hands-on experience as all students served as production crew for the school's spring performances.



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SECTION 2: PROGRAM/PROJECT BUDGET SUMMARY

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

Program/Project Expenses	Column 1	Column 2	Column (1+2)*3
	Proposed Metro Funds	Non-Metro Funds	Total Funds
A: Personnel Costs Including Benefits	14,072		14,072
B: Rent/Utilities	4250		4250
C: Office Supplies			
D: Telephone			
E: In-town Travel		375	375
F: Client Assistance (Attach Detailed List)		35,000	35,000
G: Professional Service Contracts			
H: Program Materials		780	780
I: Community Events & Festivals (Attach Detail List)			
J: Machinery & Equipment		1,000	1,000
K: Capital Project			
L: Other Expenses (Attach Detail List)			
*TOTAL PROGRAM/PROJECT FUNDS	18,322	37,155	55,477
% of Program Budget	33 %	67 %	100%

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

Other State, Federal or Local Government	33,362
United Way	
Private Contributions (do not include individual donor names)	3,793
Fees Collected from Program Participants	
Other (please specify)	
Total Revenue for Columns 2 Expenses **	37,155

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

**Must equal or exceed total in column 2.



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

		Method of Valuation
Volunteers (10 volunteers/day, 4 hours each day, 5 days)	10x4=40, x5= 200, x23.07=\$4,614	The Nonprofit Times (\$23.07/hour)
Anonymous Donor/650 Nook tablets	\$260x650=\$169,000	receipt
Total Value of In-Kind <i>(to match Program Budget Line Item.</i> Volunteer Contribution & Other In Kind)		

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

Agency Fiscal Year Start Date: 06/01

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:



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

Standard Assurances

1. Applicant understands this application and its attachments as well as any resulting grant agreement, reports and proof of expenditure is subject to Kentucky's open records law.
2. Applicant 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. Applicant understands failure to provide the services, programs, or projects included in the agreement will result in funds being withheld or requested to be returned if previously disbursed.
7. Applicant understands they must return to Louisville Metro any unexpended funds by July 31 following the Metro Louisville's fiscal year end.
8. Applicant understands they must provide proof of all expenditures (canceled checks, receipts, paid invoices). The Applicant understands the failure to provide proof of expenditures as required in the grant agreement could result in funding being withheld or request to be returned if previously disbursed.
9. Applicant understands if this application is approved, the grant agreement will identify an award period that begins with the Metro Council approval date, and will end with June 30 of the fiscal year in which the grant is approved. Expenditures associated with this award expected to occur prior to the award period (approval date) must be disclosed in this application in order to be considered compliant with the grant agreement.
10. Applicant understands if we choose to incur expenditures prior to the approval of the application by the Metro Council, there is no guarantee that funding will be reimbursed, as the Council may choose not to award the application.
11. Applicant understands if the grant agreement is not returned to Louisville Metro within 90 days of its mailing to the applicant, the approval is automatically revoked.

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.

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

Signature of Legal Signatory:	Jessica Roth <i>JR</i>	Date:	4/7/16
Legal Signatory: (please print):	Jessica Roth	Title:	Director of Development
Phone:	502.498.2444	Extension:	
Email:	jroth@stageone.org		

Internal Revenue Service

Department of the Treasury

District
Director

P.O. Box 2508, Cincinnati, OH 45201

"Louisville Childrens" Theater, Inc.
Stage One
721 West Main St.
Louisville, KY 40202

Person to Contact:
Dale Pepper
Telephone Number:
(513) 684-3578
Refer Reply to:
EP/EO
Date:
SEP 18 1986

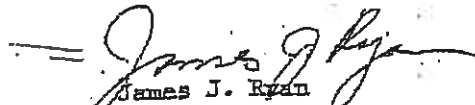
Dear Sir or Madam:

This is in response to your letter of September 4, 1986.

Our records show that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Also, you are not a private foundation because you are described in section 170(b)(1)(A)(vi) of the Code. Contributions to you are deductible by the donor as provided in section 170 of the Code.

Please call the person whose name and telephone number appear above if you have any questions on this matter.

Sincerely yours,


James J. Ryan
District Director

*Federal Tax I.D.
61-0466715*

STAGE ONE: THE LOUISVILLE CHILDREN'S THEATRE, INC.

General Information

Organization Number	0144489
Name	STAGE ONE: THE LOUISVILLE CHILDREN'S THEATRE, INC.
Profit or Non-Profit	N - Non-profit
Company Type	KCO - Kentucky Corporation
Status	A - Active
Standing	G - Good
State	KY
File Date	8/10/1948
Organization Date	8/10/1948
Last Annual Report	7/7/2015
Principal Office	315 WEST MARKET STREET, SUITE 2S LOUISVILLE, KY 40202
Registered Agent	S & H LOUISVILLE, LLC C/O STITES & HARBISON - MS SARA CRONAN 400 W. MARKET STREET LOUISVILLE, KY 40202-3352

Current Officers

Chairman	<u>Michael Merrick</u>
President	<u>Peter Holloway</u>
Director	<u>Michelle Heit</u>
Director	<u>Ashley Butler</u>
Director	<u>David Calzi</u>
Director	<u>Eric Benson</u>
Director	<u>Kristen Byrd</u>
Director	<u>Lea Pauley Goff</u>
Director	<u>Elizabeth Kaplan</u>
Director	<u>Peggy Krug</u>
Director	<u>Leisa Schulz</u>
Director	<u>Carl Thomas</u>
Director	<u>Ben Reno-Weber</u>
Director	<u>Suzanne Wright</u>

Individuals / Entities listed at time of formation

Director	<u>N S WILDER</u>
Director	<u>MRS HAROLD BRIGHAM</u>
Director	<u>MRS J J SIMPSON JR</u>
Incorporator	<u>N S WILDER</u>
Incorporator	<u>MRS HAROLD L BRIGHAM</u>
Incorporator	<u>MRS J J SIMPSON JR</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	7/7/2015	1 page	PDF	
Principal Office Address Change	10/13/2014 11:23:12 AM	1 page	PDF	
Annual Report Amendment	10/13/2014	1 page	PDF	
Annual Report	8/11/2014	1 page	PDF	
Annual Report	6/28/2013	1 page	PDF	
Name Renewal	4/5/2013 11:18:42 AM	1 page	PDF	
Registered Agent name/address change	6/27/2012 2:22:50 PM	1 page	PDF	
Annual Report	6/27/2012	1 page	PDF	
Annual Report	6/22/2011	1 page	PDF	
Annual Report	4/6/2010	1 page	PDF	
Principal Office Address Change	6/30/2009	1 page	tiff	PDF
Annual Report	6/25/2009	1 page	PDF	
Annual Report	6/11/2008	1 page	PDF	
Name Renewal	4/3/2008	1 page	tiff	PDF
Annual Report	6/15/2007	1 page	PDF	
Statement of Change	6/27/2006	1 page	tiff	PDF
Annual Report	5/25/2006	1 page	PDF	
Annual Report	6/28/2005	2 pages	tiff	PDF
Annual Report	9/8/2003	1 page	tiff	PDF
Name Renewal	6/27/2003	1 page	tiff	PDF
Annual Report	9/9/2002	1 page	tiff	PDF
Statement of Change	6/19/2002	1 page	tiff	PDF
Annual Report	9/11/2001	6 pages	tiff	PDF
Annual Report	8/2/1999	6 pages	tiff	PDF
Annual Report	7/29/1998	4 pages	tiff	PDF
Annual Report	7/1/1997	2 pages	tiff	PDF
Certificate of Assumed Name	6/9/1997	1 page	tiff	PDF
Statement of Change	5/2/1997	1 page	tiff	PDF
Annual Report	7/1/1996	4 pages	tiff	PDF
Annual Report	7/1/1995	1 page	tiff	PDF
Annual Report	7/1/1995	1 page	tiff	PDF
Annual Report	7/1/1994	2 pages	tiff	PDF
Annual Report	7/1/1993	1 page	tiff	PDF
Annual Report	7/1/1992	6 pages	tiff	PDF
Annual Report	7/1/1991	9 pages	tiff	PDF
Annual Report	7/1/1990	6 pages	tiff	PDF
Annual Report	7/1/1989	7 pages	tiff	PDF
Six Month Notice Return	9/1/1986	1 page	tiff	PDF
Amendment	2/11/1980	5 pages	tiff	PDF
Articles of Incorporation	8/10/1948	5 pages	tiff	PDF

Assumed Names

StageOne Family Theatre							
Budget/Actual Comparisons							
Years Ended May 31, 2013-2017							
	FY2013 (Actual)	FY2014 (Actual)	FY15 (Actual)	FY16 (Budget)	FY16 (Projected)	FY17 (Budget)	
Revenues:							
Earned revenues:							
Ticket sales	344,303	213,258	304,216	319,280	222,993	322,471	
Education program fees	87,925	117,044	121,949	85,000	106,320	112,800	
Other	16,380	21,468	6,251	5,212	4,226	6,000	
Total earned revenues	448,608	351,770	432,417	409,492	333,539	441,271	
Contributed income:							
Individuals, corporate & foundations	529,467	1,009,076	667,503	805,000	677,663	725,500	
Government & other grants	77,514	85,788	195,888	57,500	123,484	161,000	
Fund for the Arts allocation - regular	450,000	400,000	400,000	400,000	400,000	400,000	
Fund for the Arts allocation - matching	11,382	22,490	18,307	15,000	11,500	5,000	
Supplemental (Events, P2G, P1F)	15,574	20,585	22,540	25,000	26,500	25,000	
In-kind	5,089	5,079	33,171	7,000	6,300	7,000	
Releases from restrictions							
Total contributed income	1,089,026	1,543,018	1,337,409	1,309,500	1,245,447	1,323,500	
Total revenue	1,537,634	1,894,788	1,769,826	1,718,992	1,578,986	1,764,771	
Expenses:							
Productions - direct costs	602,181	400,602	403,395	407,563	356,495	512,966	
Production overhead	149,308	313,333	360,557	338,299	424,690	436,272	
Education - direct costs	13,635	25,351	29,682	27,650	34,372	36,975	
Education overhead	139,291	149,260	146,025	147,876	151,680	157,798	
Marketing	146,376	134,111	159,167	164,069	182,337	197,698	
Development	136,180	187,935	119,103	124,939	156,425	173,028	
Finance & administrative	386,955	402,501	393,665	379,066	232,742	239,466	
Total expenses	1,573,926	1,613,093	1,611,615	1,589,462	1,538,741	1,754,202	
Income (loss) before non-recurring items	(36,292)	281,695	158,211	129,530	40,245	10,569	
Non-recurring items	40,737						
Net income (loss)	4,445	281,695	158,211	129,530	40,245	10,569	

StageOne

FAMILY THEATRE

2015-2016

Board of Directors

CHAIR:

Merrick, Michael C.

Partner

Dinsmore & Shohl LLP

101 South Fifth Street

Suite 2500

Louisville, KY 40202

Bus: (502) 540-2321

E-mail: michael.merrick@dinsmore.com

Benson, Eric

Senior Manager

Deloitte & Touche LLP

220 W Main St #2100,

Louisville, KY, 40202

Bus: (502) 562-2096

E-mail: ericbenson@deloitte.com

Broughton, Jessie

Medical Sales Distributor

Black Lab Medical

416 Pennington Lane

Louisville, KY 40207

Butler, Ashley

Director

Lift a Life Foundation

4350 Brownsboro Road, Suite 110

Louisville, KY 40207

Bus: (502) 893-4540

E-mail: lifalifefoundation@gmail.com

Byrd, Kristen

Vice President – Senior Banking Advisor

PNC Wealth Management

Mail Stop: K1-K201-03-2

101 S. Fifth Street

Louisville, KY 40202

Bus: (502) 581-2270

E-mail: kristen.byrd@pnc.com

Calzi, David

Managing Partner

Ernst & Young LLP

400 West Market Street, Suite 2400

Louisville, KY 40202

Bus: (502) 585-6415

E-mail: dave.calzi@ey.com

Corbett, Sam

Executive Director

Jefferson County Public Education Foundation

VanHoose Education Center

3332 Newburg Road

Louisville, KY 40218

Bus: (502) 485-3995

E-mail: SamC@CFLouisville.org

Goff, Lea

Partner

Stoll Keenon Ogden PLLC

500 West Jefferson Street, Suite 2000

Louisville, Kentucky 40202-2828

Bus: (502) 568.5731

Fax: (502) 562.0931

E-mail: lea.goff@skofirm.com

Heit, Michelle Hawk

Hampton, Tyler

Yum! Brands Inc.

Brand Builder, Public Affairs

1441 Gardiner Lane

Louisville, KY 40213

O: 502-874-8400

E-mail: tyler.hampton@yum.com

Helson, Jan

Co-Founder and Chairman of the Board
Global Game Changers
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**Stage One: The Louisville Children's Theatre, Inc.
d/b/a StageOne Family Theatre**

Financial Statements

Years Ended May 31, 2015 and 2014

**Stage One: The Louisville Children’s Theatre, Inc.
d/b/a StageOne Family Theatre**

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May 31, 2015 and 2014**

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Independent Auditor's Report

To the Board of Directors
Stage One: The Louisville Children's Theatre, Inc.
d/b/a StageOne Family Theatre

We have audited the accompanying financial statements of Stage One: The Louisville Children's Theatre, Inc. d/b/a StageOne Family Theatre ("the Organization"), which comprise the statements of financial position as of May 31, 2015 and 2014 and the related statements of activities and changes in net assets (deficit), and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

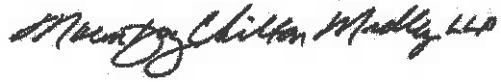
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Independent Auditor's Report (Continued)

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Stage One: The Louisville Children's Theatre, Inc. d/b/a StageOne Family Theatre as of May 31, 2015 and 2014, and changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.



Louisville, Kentucky
December 4, 2015

Stage One: The Louisville Children's Theatre, Inc.
d/b/a StageOne Family Theatre
Statements of Financial Position
May 31, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Assets		
Cash	\$ 70,193	\$ 35,203
Certificates of deposit, restricted	10,279	10,265
Accounts receivable, net	53,453	33,901
Prepaid and other	55,350	35,018
Pledges receivable, net	408,442	490,422
Property and equipment, net of accumulated depreciation	<u>76,905</u>	<u>40,841</u>
Total Assets	<u><u>\$ 674,622</u></u>	<u><u>\$ 645,650</u></u>
Liabilities and Net Assets		
Liabilities		
Line of credit	\$ 148,225	\$ 248,225
Accounts payable and accrued expenses	117,146	154,794
Deferred revenue	37,361	41,706
Term loan	36,442	54,442
Capital lease obligation	<u>3,383</u>	<u>5,637</u>
Total Liabilities	342,557	504,804
Commitments and Contingencies		
Net Assets (Deficit)		
Unrestricted	(139,373)	(297,509)
Temporarily restricted	<u>471,438</u>	<u>438,355</u>
Total Net Assets (Deficit)	<u>332,065</u>	<u>140,846</u>
Total Liabilities and Net Assets (Deficit)	<u><u>\$ 674,622</u></u>	<u><u>\$ 645,650</u></u>

See accompanying notes.

Stage One: The Louisville Children's Theatre, Inc.
d/b/a StageOne Family Theatre
Statements of Activities and Changes in Net Assets (Deficit)
Years Ended May 31, 2015 and 2014

	2015			2014		
	Unrestricted	Temporarily Restricted	Total	Unrestricted	Temporarily Restricted	Total
Revenues and Support						
Ticket sales and fees	\$ 304,217	\$ -	\$ 304,217	\$ 213,256	\$ -	\$ 213,256
Contributions and grants	974,581	340,244	1,314,825	1,230,271	424,355	1,654,626
Educational programs	121,949	-	121,949	117,042	-	117,042
In-kind gifts	33,170	-	33,170	5,079	-	5,079
Fundraising events	25,887	-	25,887	13,162	-	13,162
Novelty and concession sales	332	-	332	525	-	525
Rental income	1,512	-	1,512	1,793	-	1,793
Miscellaneous	4,271	-	4,271	19,289	-	19,289
Interest	15	-	15	21	-	21
Total Revenues and Support	1,465,934	340,244	1,806,178	1,600,438	424,355	2,024,793
Net Assets Released from Restrictions:						
Released for Operations	307,161	(307,161)	-	294,506	(294,506)	-
Total Revenues and Support	1,773,095	33,083	1,806,178	1,894,944	129,849	2,024,793
Expenses						
Program Services						
Productions	1,031,829	-	1,031,829	946,030	-	946,030
Educational programs	182,200	-	182,200	181,581	-	181,581
Total Program Services	1,214,029	-	1,214,029	1,127,611	-	1,127,611
Supporting Services						
General and administrative	238,552	-	238,552	255,082	-	255,082
Fundraising	162,378	-	162,378	231,553	-	231,553
Total Supporting Services	400,930	-	400,930	486,635	-	486,635
Total Expenses	1,614,959	-	1,614,959	1,614,246	-	1,614,246
Changes in Net Assets	158,136	33,083	191,219	280,698	129,849	410,547
Net Assets (Deficit) at Beginning of Year	(297,509)	438,355	140,846	(578,207)	308,506	(269,701)
Net Assets (Deficit) at End of Year	\$ (139,373)	\$ 471,438	\$ 332,065	\$ (297,509)	\$ 438,355	\$ 140,846

See accompanying notes.

Stage One: The Louisville Children's Theatre, Inc.
d/b/a StageOne Family Theatre
Statements of Cash Flows
Years Ended May 31, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Operating Activities		
Changes in Net Assets	\$ 191,219	\$ 410,547
Adjustments to reconcile changes in net assets to net cash provided by operating activities:		
Depreciation	20,313	18,341
Contributions of property and equipment	(20,975)	-
Loss on disposal of equipment	-	4,512
Changes in:		
Accounts receivable	(19,552)	(10,522)
Prepaid expenses	(20,332)	37
Pledges receivable	81,980	(406,782)
Accounts payable and accrued expenses	(37,648)	(13,389)
Deferred revenue	(4,345)	5,697
Net Cash Provided by Operating Activities	<u>190,660</u>	<u>8,441</u>
Investing Activities		
Purchases of investments and certificates of deposit	(14)	(21)
Proceeds from sales of investments	-	15,322
Purchases of property and equipment	<u>(35,402)</u>	<u>(12,818)</u>
Net Cash (Used) Provided by Investing Activities	(35,416)	2,483
Financing Activities		
Payments on capital lease	(2,254)	(2,113)
Payments on term loan	(18,000)	(18,000)
Payments on line of credit	<u>(100,000)</u>	<u>-</u>
Net Cash Used by Financing Activities	<u>(120,254)</u>	<u>(20,113)</u>
Net Increase in Cash	34,990	(9,189)
Cash at Beginning of Year	<u>35,203</u>	<u>44,392</u>
Cash at End of Year	<u>\$ 70,193</u>	<u>\$ 35,203</u>
Supplemental Disclosure		
Cash paid for interest	\$ 10,731	\$ 13,846
Noncash Investing and Financing		
Property and equipment purchases in accounts payable	-	8,522
Donated property and equipment	20,975	-

See accompanying notes.

Stage One: The Louisville Children's Theatre, Inc.
d/b/a StageOne Family Theatre
Notes to Financial Statements
May 31, 2015 and 2014

Note A - Nature of Operations

Stage One: The Louisville Children's Theatre, Inc. d/b/a StageOne Family Theatre ("the Organization") is located in Louisville, KY and provides quality theatre experiences that engage, educate and entertain children and families.

Note B - Summary of Significant Accounting Policies

1. **Basis of Accounting:** The financial statements of the Organization have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP"). The Accounting Standards Codification ("ASC") as produced by the Financial Accounting Standards Board ("FASB") is the sole source of authoritative accounting technical literature.
2. **Use of Estimates:** The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.
3. **Subsequent Events:** Subsequent events for the Organization have been considered through the date of the Independent Auditor's Report which represents the date that the financial statements were available to be issued.
4. **Donor-imposed Restrictions:** The Organization records and reports its assets, liabilities, net assets, revenues, expenses, gains and losses, and other support based on the existence or absence of donor-imposed restrictions.

The Organization reports gifts of cash and other assets as restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statements of activities as net assets released from restriction.

The Organization reports gifts as unrestricted support unless explicit donor stipulations specify how the donated assets must be used. Gifts of long-lived assets with explicit restrictions that specify how the assets are to be used and gifts of cash or other assets that must be used to acquire long-lived assets are reported as restricted support. Absent explicit donor stipulations about how long those long-lived assets must be maintained, the Organization reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service.

Permanently restricted net assets include those contributions and other inflows of assets whose use by the Organization is limited by donor-imposed stipulations that neither expire by the passage of time nor can be fulfilled or otherwise removed by the actions of the Organization. The Organization has no permanently restricted net assets at May 31, 2015 and 2014.

Stage One: The Louisville Children's Theatre, Inc.
d/b/a StageOne Family Theatre
Notes to Financial Statements (Continued)
May 31, 2015 and 2014

Note B - Summary of Significant Accounting Policies (Continued)

5. Contributed Services, Supplies, Property and Rent: Certain contributed services, supplies, property and rent are recorded as support and expenses or a related asset at fair value when determinable, otherwise at values indicated by the donor. The Organization received contributed services, supplies and property of \$33,170 and \$5,079 during the years ended May 31, 2015 and 2014, respectively.
6. Cash and Cash Equivalents: The Organization considers all highly liquid investments with a maturity when purchased of three months or less, that are not designated for a specific purpose, to be cash equivalents. There are no cash equivalents at May 31, 2015 and 2014.
7. Certificates of Deposit, Restricted: Certificates of deposit are pledged as collateral securing a standing letter of credit in the amount of \$10,279 and \$10,265, at May 31, 2015 and 2014, respectively, in favor of Actors' Equity Association.
8. Accounts Receivable: Accounts receivable consist of amounts due for musical camps and ticket sales. The Organization provides an allowance for doubtful accounts which is based upon a review of outstanding receivables, historical collection information, and existing economic conditions. Accounts receivable are due 30 days after the date of sale. Accounts receivable past due more than 120 days are considered delinquent. Delinquent receivables are written off based on individual credit evaluation and specific circumstances of the customer.

Accounts receivable are shown net of an allowance for doubtful accounts of \$1,660 and \$710 at May 31, 2015 and 2014, respectively.

9. Pledges Receivable: Unconditional promises to give that are expected to be collected within one year are recorded at net realizable value. Unconditional promises to give that are expected to be collected after one year are recorded at the present value of their expected cash flows.

Pledges receivable are show net of an allowance for doubtful accounts of \$1,500 at May 31, 2015. There was no allowance established May 31, 2014.

10. Property and Equipment: Property and equipment are recorded at cost. Donated assets are recorded at estimated fair value on the date of gift. Depreciation of property and equipment is provided over the estimated useful lives of the respective assets on a straight-line basis ranging from four to ten years. Depreciation expense was \$20,313 and \$18,341 for the years ended May 31, 2015 and 2014, respectively.
11. Deferred Revenue: Deferred revenue consists primarily of advance ticket sales and registration fees for performances and events in the following fiscal year.
12. Income Tax Status: The Organization is organized as a not-for-profit organization and is exempt from federal taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code.

The Organization recognizes uncertain income tax positions using the "more-likely-than-not" approach as defined in the ASC. No liability for uncertain tax positions has been recorded in the accompanying financial statements. The Organization's 2011 - 2014 tax years remain open and subject to examination.

Stage One: The Louisville Children's Theatre, Inc.
d/b/a StageOne Family Theatre
Notes to Financial Statements (Continued)
May 31, 2015 and 2014

Note B - Summary of Significant Accounting Policies (Continued)

13. Advertising Costs: Advertising costs are expensed as incurred. Advertising costs totaled \$26,891 and \$17,760 for the years ended May 31, 2015 and 2014, respectively.
14. Reclassifications: Certain reclassifications have been made to the 2014 financial statements to conform to the 2015 presentation. The reclassifications had no effect on the previously reported change in net assets.

Note C - Pledges Receivable

Pledges receivable at May 31, 2015 and 2014 consist of the following:

	2015	2014
Pledges receivable	\$ 418,164	\$ 506,720
Less allowance for uncollectible pledges	(1,500)	-
Less discounts to net present value	(8,222)	(16,298)
	\$ 408,442	\$ 490,422
Gross pledges receivable are due according to the following schedule:		
Less than one year	\$ 233,114	\$ 209,887
One to five years	185,050	296,833
Total Unconditional Promises to Give	\$ 418,164	\$ 506,720

Contributions receivable in future periods are discounted using a rate of 3.25%.

Note D - Property and Equipment

Property and equipment at May 31, 2015 and 2014 consists of the following:

	2015	2014
Furniture, fixtures and equipment	\$ 68,243	\$ 65,808
Costumes and supplies	25,759	25,759
Computer hardware and software	35,305	23,235
Leasehold improvements	54,343	18,341
Vehicles	9,455	9,455
Equipment acquired under capital lease	8,925	8,925
	202,030	151,523
Less accumulated depreciation	(125,125)	(110,682)
	\$ 76,905	\$ 40,841

Stage One: The Louisville Children’s Theatre, Inc.
d/b/a StageOne Family Theatre
Notes to Financial Statements (Continued)
May 31, 2015 and 2014

Note E - Line of Credit and Long-term Debt

The Organization has a \$250,000 line of credit from Fund for the Arts. The line bears interest at 3.75% and is due May 31, 2016. The line is guaranteed by a member of the Board of Directors. At May 31, 2015 and 2014, \$148,225 and \$248,225 is outstanding on the line of credit, respectively.

The Organization has an unsecured term loan, bearing interest at 6.15%. The loan agreement provides that the Organization must make monthly payments of interest plus a monthly amount of principal, ranging from \$500 to \$1,500, in accordance with the loan repayment schedule, over the term of the loan. The loan matures May 9, 2016. The loan is guaranteed by a member of the Board of Directors. At May 31, 2015 and 2014, \$36,442 and \$54,442, respectively, was outstanding on the term loan. The outstanding balance at May 31, 2015 is due in the next fiscal year.

Note F - Capital Lease Obligation

The Organization has a capital lease obligation for a copier. Terms of the lease require monthly payments of \$210, including interest at 6% through October 2016.

Future minimum lease payments under this arrangement are as follows:

Year Ending May 31,	Amount
2016	\$ 2,520
2017	1,029
	<u>3,549</u>
Less amount representing interest	(166)
	<u>\$ 3,383</u>

Amortization of property recorded under the capital lease obligation is included in depreciation expense.

Note G - Temporarily Restricted Net Assets

At May 31, 2015 and 2014, the Organization had \$471,438 and \$438,355, respectively, in temporarily restricted net assets available for future programs.

Stage One: The Louisville Children's Theatre, Inc.
d/b/a StageOne Family Theatre
Notes to Financial Statements (Continued)
May 31, 2015 and 2014

Note H - Operating Leases

During the year ended May 31, 2014, the Organization leased storage and set construction space under a month to month operating lease at \$1,800 per month. Rent expense totaled \$21,600 for the year ended May 31, 2014. This lease was terminated and the space vacated in May 2014.

Effective May 1, 2014, the Organization entered into a non-cancelable operating lease for storage and set construction space through May 31, 2019. Monthly base rent under the lease ranges from \$3,350 to \$3,950 per month over the term of the lease. Rent expense is recognized on a straight-line basis in the accompanying financial statements and totaled \$43,200 and \$3,600 for the years ended May 31, 2015 and 2014, respectively.

Effective September 2014, the Organization entered into a new operating lease for office space. Monthly rent under the lease ranges from \$1,600 and \$1,900. Formerly, the Organization leased office space under a month to month operating lease at \$1,350 per month. Rent expense is recognized on a straight-line basis in the accompanying financial statements and totaled \$14,400 for the year ended May 31, 2015.

The Organization paid rentals for the use of the Bomhard Theater in Kentucky Center for the Arts under short term rental agreements with the venue.

The total non-cancelable operating lease payments are as follows:

Year Ending May 31,	Amount
2016	\$ 61,350
2017	64,500
2018	66,750
2019	69,750
2020	22,800
2021	5,700
Total	<u>\$ 290,850</u>

Note I - Pension and Employee Benefit Plans

The Organization is a participating employer in a separate trustee-managed multiemployer defined benefit pension plan for employees who participate in collective bargaining agreements ("the Plan"). The Plan generally provides retirement benefits to employees based on years of service while a member of the collective bargaining group and/or covered wages from participating employers. The Plan is managed by a board of trustees. Although the Organization is not represented on the board of trustees, other contributing employers may be members of the board. Contributions of \$3,531 and \$3,028 were charged to pension expense for ongoing participation in this plan during the years ended May 31, 2015 and 2014, respectively.

Stage One: The Louisville Children's Theatre, Inc.
d/b/a StageOne Family Theatre
Notes to Financial Statements (Continued)
May 31, 2015 and 2014

Note I - Pension and Employee Benefit Plans (Continued)

The risks of participating in these Plans are different from single-employer plans because:

- Assets contributed to a multiemployer plan by one employer may be used to provide benefits to employees of other participating employers.
- If a participating employer stops contributing to a plan, the unfunded obligations of that plan may be required to be borne by the remaining participating employers.
- If the Organization chooses to stop participating in one of its multiemployer plans, it may be required to pay a withdrawal liability to that plan.

In connection with ongoing renegotiation of the collective bargaining agreement, the Organization could discuss and negotiate for the complete or partial withdrawal from the Plan. Depending on the number of employees withdrawn in any future period and the financial condition of the multiemployer plan at the time of withdrawal, the associated withdrawal liability could be material to the Organization's change in net assets in the period of the withdrawal. As of May 31, 2015, the Organization has no plans to withdraw from the Plan.

The Organization's participation in the Plan as of May 31, 2015 and 2014, and for the years ended May 31, 2015 and 2014 is outlined in the table below. The "EIN/Pension Plan Number" column provides the Employee Identification Number (EIN) and the three-digit plan number, if applicable. The "FIP/RP Status Pending/Implemented" column indicates plans for which a financial improvement plan (FIP) or a rehabilitation plan (RP) is either pending or has been implemented. Plans in the Red zone are generally less than 65% funded, plans in the Yellow zone are generally greater than 65% but less than 80% funded, and plans in the Green are at least 80% funded.

Pension Fund	Equity-League Pension Trust Fund		I.A.T.S.E. National Pension Fund		AFM & Employers' Pension Plan	
EIN/ Pension Plan Number	13-6696817-001		13-1849172-001		51-5120204-001	
Pension Protection Act Zone Status	May 31, 2014	Green	December 31, 2014	Green	March 31, 2015	Red
	May 31, 2013	Green	December 31, 2013	Green	March 31, 2014	Red
FIP/ RP Status Pending/ Implemented	No		No		Yes/Implemented	
Company						
Contributions - 2015	\$3,531		-		-	
Contributions - 2014	\$3,028		-		-	
Surcharge Imposed	No		No		No	
Greater than 5% Contributor to the Plan	No		No		No	
Expiration Date of Collective Bargaining Agreement	June 30, 2019		N/A		May 31, 2017	

Under the terms of an agreement with various union organizations, the Organization is required to pay specific amounts to a welfare trust fund (under a defined contribution welfare plan) on behalf of actors, directors and designers as they are employed by the Organization. Welfare expense related to the union agreements was \$28,350 and \$28,875 for the years ended May 31, 2015 and 2014, respectively.

Stage One: The Louisville Children's Theatre, Inc.
d/b/a StageOne Family Theatre
Notes to Financial Statements (Continued)
May 31, 2015 and 2014

Note I - Pension and Employee Benefit Plans (Continued)

The Organization holds certificates of deposit pledged as collateral on a stand-by letter of credit for various union organizations. Pledged certificates of deposit totaled \$10,279 and 10,265 as of May 31 2015 and 2014, respectively.

Note J - Concentrations

At May 31, 2015 and 2014, pledges from two donors represent 51% and 71% of gross pledges receivable and receivables from two customers represent 42% and 57% of accounts receivable, respectively. During the years ended May 31, 2015 and 2014, the Organization received 34% and 70% of total contributions and grants from one donor and four donors, respectively.

ARTICLES OF INCORPORATION
OF
LOUISVILLE CHILDREN'S THEATER, INC.

ORIGINAL
1948

We, the undersigned, in order to form a corporation for the purposes hereinafter stated under provisions of Chapter 273, Kentucky Revised Statutes, relating to religious, charitable and educational societies, do hereby certify as follows:

A. The name of the corporation is Louisville Children's Theater, Inc.

B. The purpose for which this corporation is organized is to educate children in the public and private schools of the City of Louisville and environs by presenting educational plays and theatrical performances. Emphasis will be placed on the presentation of such plays and theatrical performances tending not only to educate children, but to inspire their patriotism. The corporation and its purposes and operations shall not involve or produce any private pecuniary gain or profit.

In order to more conveniently carry out the above, it shall have the power to buy, sell, mortgage, lease and convey real and personal property necessary or incidental to the purposes set out above; to promote, manage, advertise, direct and operate theaters for the production of theatrical performances for children; to have a corporate seal and alter it at pleasure; to sue and be sued in its corporate name; to contract and be contracted with; to make by-laws not inconsistent with law; to promote the purposes for which it is formed in this State and elsewhere as may be permitted by law; to accept gifts and to carry out any terms, requests or conditions prescribed or made by the donor thereof; to become a member of any other religious, charitable or educational corporation organized under the laws of this State, or to become affiliated with other organizations of like character existing under the laws of this or another State. and any other powers necessary or incident to the

accomplishment of the purposes set out hereinabove.

C. The corporation shall have the right to incur such amount of indebtedness as its Board of Trustees may from time to time deem proper.

D. Any conveyance of real estate by the corporation shall be by deed under its corporate seal and shall be signed by the President and the Secretary of the Board of Trustees at the time of such transfer.

E. The duration of the corporation shall be perpetual, unless sooner dissolved according to law.

F. The principal office of the corporation is to be located in the City of Louisville, Jefferson County, Kentucky, and the name and address of its resident agent for service of process is:

Henning Hilliard
419 W. Jefferson Street
Louisville 2, Ky.

G. The governing authority of this corporation shall be a Board of Trustees consisting of not less than 3 nor more than 25 members who shall have the power, among other things, to adopt rules for the government and operation of the corporation; to employ and fix the compensation of agents for the conduct of the business of the corporation, and to select from among their number an executive committee consisting of not less than 3, nor more than 7 members for the normal administration of the business of the corporation.

H. The names and addresses of the trustees who are to serve until the election of their successors are as follows:

H. S. Wilder
Route 1, Brownsboro Road
Louisville, Ky.

Mrs. Harold Brigham
428 So. First St.
Louisville, Ky.

Mrs. J. H. Simpson, Jr.
Route 1, Brownsboro Road
Louisville, Ky.

I. The members and the trustees of this corporation shall not be personally liable for any debt or obligation of the corporation solely by a reason of being members or trustees.

IN TESTIMONY WHEREOF, Witness our signatures this 7th day of ^{Ave.} July, 1948.

N. S. Wilder
Mrs J. H. Simpson Jr. - Al T. Simpson
Mrs. Harold H. Brigham - Aime Gordon Brigham

STATE OF KENTUCKY

COUNTY OF JEFFERSON

I, Henning Hilliard, a Notary Public, in and for the County and State aforesaid, do hereby certify that the foregoing Articles of Incorporation were this day produced to me by N. S. Wilder, Mrs. Harold Brigham and Mrs. J. H. Simpson, Jr., each of whom acknowledged same to be his or her act and deed for the purposes specified therein and consented that the same might be recorded.

IN TESTIMONY WHEREOF, I have hereunder set my hand and seal this 7th day of ^{Ave.} July, 1948.

My commission expires Oct. 17, 1949.



Henning Hilliard
Notary Public, Jefferson County, Ky.

ORIGINAL COPY
FILED AND RECORDED

AUG 10 1948

DATE

George W. Wether
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

BY S. L. Ryan DEPUTY

STATE OF KENTUCKY)
 :
COUNTY OF JEFFERSON)

I, a Notary Public, in and for the county and state aforesaid, hereby certify that H. Sheppard Musson, President of STAGE ONE: The Louisville Children's Theatre (formerly The Louisville Children's Theatre, Inc.) appeared before me, was sworn under oath and executed the above document in my presence, this 7th day of January, 1980.

My commission expires: 8/12/81.

Sheppard J. Chan
Notary Public

STATE OF KENTUCKY)
 :
COUNTY OF JEFFERSON)

I, a Notary Public, in and for the county and state aforesaid, hereby certify that Mimi Middleton, Secretary of STAGE ONE: The Louisville Children's Theatre (formerly The Louisville Children's Theatre, Inc.) appeared before me, was sworn under oath and executed the above document in my presence, this 7th day of January, 1980.

My commission expires: 8/12/81

Sheppard J. Chan
Notary Public

THIS INSTRUMENT WAS PREPARED BY

Thomas H. Meeker
THOMAS H. MEERER
WYATT, GRAFTON, & SLOES
THIRTY-SEVENTH FLOOR CITICORP PLAZA
LOUISVILLE, KY. 40202

SECRETARY OF STATE
RECEIVED

FEB 11 1980

en 400

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
THE LOUISVILLE CHILDREN'S THEATRE, INC. COMMONWEALTH OF KENTUCKY

H. Sheppard Musson, President, and Mimi Middleton,
Secretary of the Louisville Children's Theatre, Inc., a
Kentucky non-profit corporation, with its principal office
located in Louisville, Kentucky, do hereby certify that the
following amendments to the Articles of Incorporation were
adopted by a consent in writing as signed by all members of **161525**
the Board of Directors entitled to vote with respect thereto.

Section A of the Articles of Incorporation was amended
to read as follows:

The name of the corporation is STAGE ONE: The Louisville
Children's Theatre, Inc.

~~Section F of the Articles of Incorporation was amended
to read as follows:~~

~~The principal office of the corporation is to be located
in the City of Louisville, Jefferson County, Kentucky, and
the name and address of its resident agent for service of
process is:~~

~~H. Sheppard Musson
187 Westwind Road
Louisville, Kentucky 40207~~

IN WITNESS WHEREOF, said H. Sheppard Musson, President, and
Mimi Middleton, Secretary of STAGE ONE: The Louisville Children's
Theatre (formerly The Louisville Children's Theatre, Inc.),
acting for and on behalf of said corporation, have hereunto
subscribed their names this 7th day of January, 1980.

ORIGINAL COPY

FILED

SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

FEB 11 1980

[Signature]
SECRETARY OF STATE

[Signature]
H. Sheppard Musson
President

[Signature]
Mimi Middleton
Secretary

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.	1 Name (as shown on your Income tax return). Name is required on this line; do not leave this line blank. Stage One: The Louisville Children's Theater, Inc.		
	2 Business name/disregarded entity name, if different from above StageOne Family Theatre		
	3 Check appropriate box for federal tax classification; check only one of the following seven boxes: <input type="checkbox"/> Individual/sole proprietor or single-member LLC <input checked="" type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ _____ Note. For a single-member LLC that is disregarded, do not check LLC; check the appropriate box in the line above for the tax classification of the single-member owner. <input type="checkbox"/> Other (see instructions) ▶ _____		4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3): Exempt payee code (if any) <u>1</u> Exemption from FATCA reporting code (if any) _____ <i>(Applies to accounts maintained outside the U.S.)</i>
	5 Address (number, street, and apt. or suite no.) 315 W. Market St., Ste. 2S		Requester's name and address (optional)
	6 City, state, and ZIP code Louisville, KY 40202		
	7 List account number(s) here (optional)		

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the 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.

Note. If the account is in more than one name, see the instructions for line 1 and the chart on page 4 for guidelines on whose number to enter.

Social security number								
<table border="1" style="width: 100%; height: 20px;"> <tr> <td style="width: 15%;"></td> <td style="width: 15%;"></td> <td style="width: 15%;"></td> <td style="width: 15%;"></td> <td style="width: 15%;"></td> <td style="width: 15%;"></td> <td style="width: 15%;"></td> <td style="width: 15%;"></td> </tr> </table>								
or								
Employer identification number								

Part II Certification

Under penalties of perjury, I certify that:

- 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
- 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
- I am a U.S. citizen or other U.S. person (defined below); and
- The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification Instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the Instructions on page 3.

Sign Here	Signature of U.S. person ▶ <i>Michael T. Jacobs</i>	Date ▶ <u>6/12/2015</u>
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General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.
 Future developments. Information about developments affecting Form W-9 (such as legislation enacted after we release it) is at www.irs.gov/fw9.

Purpose of Form

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

- Form 1099-INT (interest earned or paid)
- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)

- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

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

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See *What is backup withholding?* on page 2.

By signing the filled-out form, you:

- Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
- Certify that you are not subject to backup withholding, or
- 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, and
- Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct. See *What is FATCA reporting?* on page 2 for further information.

StageOne Staff, April 2016

<i>First</i>	<i>Last</i>	<i>Title</i>
<i>Administration</i>		
Peter	Holloway*	Producing Artistic Director
Mike	Brooks*	Business Manager
<i>Development</i>		
Jessica	Roth*	Director of Development
Amy	Attaway	Development Associate
<i>Education</i>		
Andrew	Harris	Assoc. AD/Education Director
Linsey	Gessner	Education Associate
Ashley	Wallace	Education Associate
<i>Marketing/ Patron Services</i>		
Hannah	Wemitt	Director of Marketing
Susan	Duffy	Marketing Associate
Lucas	Adams	Education Marketing Manager
<i>Production</i>		
Corey	Harrison	Production Manager
Tracy	Schwab	Company Stage Manager
Allison	Sims	Interim Technical Director
Katie	Blackburn	Props Supervisor
Whitney	Claytor	Wardrobe Technician
Corie	Caudill	Scenic Charge/Patron Services

**Three highest-paid employees*

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Department of the Treasury
Internal Revenue Service

Do not enter Social Security numbers on this form as it may be made public.

Information about Form 990 and its instructions is at www.irs.gov/form990

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning **JUN 1, 2013** and ending **MAY 31, 2014**

B Check if applicable: <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization STAGE ONE: THE LOUISVILLE CHILDREN'S THEATRE, INC. Doing Business As STAGE ONE Number and street (or P.O. box if mail is not delivered to street address) Room/suite 315 W. MARKET STREET 2S City or town, state or province, country, and ZIP or foreign postal code LOUISVILLE, KY 40202 F Name and address of principal officer: PETER HOLLOWAY SAME AS C ABOVE	D Employer identification number [REDACTED] E Telephone number 502-589-4060 G Gross receipts \$ 2,027,338. H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: WWW.STAGEONE.ORG		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other		
L Year of formation: 1948		M State of legal domicile: KY

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO SERVE THE LOUISVILLE, KENTUCKY REGION'S CHILDREN, TEACHERS AND FAMILIES BY PROVIDING HIGH 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 22 4 Number of independent voting members of the governing body (Part VI, line 1b) 4 22 5 Total number of individuals employed in calendar year 2013 (Part V, line 2a) 5 53 6 Total number of volunteers (estimate if necessary) 6 25 7a Total unrelated business revenue from Part VIII, column (C), line 12 7a 0. 7b Net unrelated business taxable income from Form 990-T, line 34 7b 0.																									
Revenue		<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th></th> <th>Prior Year</th> <th>Current Year</th> </tr> </thead> <tbody> <tr> <td>8 Contributions and grants (Part VIII, line 1h)</td> <td style="text-align: right;">1,087,908.</td> <td style="text-align: right;">1,667,220.</td> </tr> <tr> <td>9 Program service revenue (Part VIII, line 2g)</td> <td style="text-align: right;">433,540.</td> <td style="text-align: right;">331,855.</td> </tr> <tr> <td>10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)</td> <td style="text-align: right;">35.</td> <td style="text-align: right;">-4,491.</td> </tr> <tr> <td>11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)</td> <td style="text-align: right;">66,690.</td> <td style="text-align: right;">27,689.</td> </tr> <tr> <td>12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)</td> <td style="text-align: right;">1,588,173.</td> <td style="text-align: right;">2,022,273.</td> </tr> </tbody> </table>		Prior Year	Current Year	8 Contributions and grants (Part VIII, line 1h)	1,087,908.	1,667,220.	9 Program service revenue (Part VIII, line 2g)	433,540.	331,855.	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	35.	-4,491.	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	66,690.	27,689.	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,588,173.	2,022,273.						
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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 PETER HOLLOWAY, PRODUCING ARTISTIC DIRECTOR Type or print name and title	Date
Paid Preparer Use Only	Print/Type preparer's name REBECCA L. PHILLIPS, CPA Preparer's signature Date Check if self-employed <input type="checkbox"/> PTIN [REDACTED] Firm's name MOUNTJOY CHILTON MEDLEY LLP Firm's EIN [REDACTED] Firm's address 462 S. FOURTH ST., SUITE 2600 LOUISVILLE, KY 40202-3445 Phone no. (502) 749-1900	

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 or note to any line in this Part III [X]

1 Briefly describe the organization's mission: STAGEONE FAMILY THEATRE INSPIRES AND EDUCATES CHILDREN AND FAMILIES BY OPENING THE DOORS TO IMAGINATION, OPPORTUNITY AND EMPATHY. THE ORGANIZATION SERVES THE REGION'S CHILDREN, TEACHERS AND FAMILIES BY PROVIDING HIGH QUALITY, ENTERTAINING, AND PROFESSIONAL THEATER FOR

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 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 \$ 844,742. including grants of \$) (Revenue \$ 214,600.) SUPPORTING CHILDREN'S AND FAMILY THEATRE IN LOUISVILLE, KENTUCKY. APPROXIMATELY 75,000 SCHOOL CHILDREN ATTENDED THEATRICAL PRODUCTIONS.

4b (Code:) (Expenses \$ 174,509. including grants of \$) (Revenue \$ 117,780.) APPROXIMATELY 6,500 PEOPLE WERE SERVED THROUGH EDUCATIONAL WORKSHOPS AND CLASSES.

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 1,019,251.

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>	<input checked="" type="checkbox"/>	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	<input checked="" type="checkbox"/>	
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>		<input checked="" type="checkbox"/>
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>		<input checked="" type="checkbox"/>
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>		<input checked="" type="checkbox"/>
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>		<input checked="" type="checkbox"/>
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>		<input checked="" type="checkbox"/>
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>		<input checked="" type="checkbox"/>
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		<input checked="" type="checkbox"/>
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>		<input checked="" type="checkbox"/>
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>	<input checked="" type="checkbox"/>	
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>		<input checked="" type="checkbox"/>
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>		<input checked="" type="checkbox"/>
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>		<input checked="" type="checkbox"/>
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	<input checked="" type="checkbox"/>	
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>	<input checked="" type="checkbox"/>	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	<input checked="" type="checkbox"/>	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		<input checked="" type="checkbox"/>
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		<input checked="" type="checkbox"/>
14a Did the organization maintain an office, employees, or agents outside of the United States?		<input checked="" type="checkbox"/>
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>		<input checked="" type="checkbox"/>
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		<input checked="" type="checkbox"/>
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		<input checked="" type="checkbox"/>
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>	<input checked="" type="checkbox"/>	
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>		<input checked="" type="checkbox"/>
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>		<input checked="" type="checkbox"/>
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		<input checked="" type="checkbox"/>
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government 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 or 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 25a		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 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, 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, Part II, III, or IV, and Part V, line 1	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		
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 R, Part VI		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b 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 or note to any line in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1c	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		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	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," to line 3b, 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: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		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 as charitable contributions?		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
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7d	If "Yes," indicate the number of Forms 8282 filed during the year		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds 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.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
10a	Initiation fees and capital contributions included on Part VIII, line 12		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:		
11a	Gross income from members or shareholders		
11b	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?		
12b	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.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13b	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		
13c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14b	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.

Check if Schedule O contains a response or note to any line 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.		
1b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	X	
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
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:		
8a	The governing body?	X	
8b	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	
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
13	Did the organization have a written whistleblower policy?	X	
14	Did the organization have a written document retention and destruction policy?	X	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	The organization's CEO, Executive Director, or top management official		X
15b	Other officers or key employees of the organization		X
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 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **THE ORGANIZATION - 502-589-4060**
315 W. MARKET ST. SUITE 2S, 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 or note to any line in this Part VII

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) CARL THOMAS CHAIRMAN	4.00	X		X				0.	0.	0.
(2) DAVID CALZI EXECUTIVE COMMITTEE	2.00	X		X				0.	0.	0.
(3) LEA GOFF EXECUTIVE COMMITTEE	2.00	X		X				0.	0.	0.
(4) LAURA MELILLO BARNUM BOARD MEMBER	1.00	X						0.	0.	0.
(5) ERIC BENSON BOARD MEMBER	1.00	X						0.	0.	0.
(6) ASHLEY BUTLER BOARD MEMBER	1.00	X						0.	0.	0.
(7) KRISTEN BYRD BOARD MEMBER	1.00	X						0.	0.	0.
(8) TOM DUNBAR BOARD MEMBER	1.00	X						0.	0.	0.
(9) STEVE ELLIS BOARD MEMBER	1.00	X						0.	0.	0.
(10) VIRGINIA FERGUSON BOARD MEMBER	1.00	X						0.	0.	0.
(11) MICHELLE HEIT BOARD MEMBER	1.00	X						0.	0.	0.
(12) ELIZABETH KAPLAN BOARD MEMBER	1.00	X						0.	0.	0.
(13) PEGGY KRUG BOARD MEMBER	1.00	X						0.	0.	0.
(14) CAROL LAMBERT BOARD MEMBER	1.00	X						0.	0.	0.
(15) MELISSA LOWE BOARD MEMBER	1.00	X						0.	0.	0.
(16) TESS MCNAIR BOARD MEMBER	1.00	X						0.	0.	0.
(17) MICHAEL MERRICK BOARD MEMBER	1.00	X						0.	0.	0.



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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) BEN RENO-WEBER BOARD MEMBER	1.00	X						0.	0.	0.
(19) LEISA SCHULZ BOARD MEMBER	1.00	X						0.	0.	0.
(20) DAVID SMITH BOARD MEMBER	1.00	X						0.	0.	0.
(21) JENNIFER TUVLIN BOARD MEMBER	1.00	X						0.	0.	0.
(22) SUZANNE WRIGHT BOARD MEMBER	1.00	X						0.	0.	0.
(23) PETER HOLLOWAY PROD ARTISTIC DIRECTOR	50.00 1.00			X				125,008.	0.	10,332.
1b Sub-total								125,008.	0.	10,332.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								125,008.	0.	10,332.

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 1

	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	NONE	(B) Description of services	(C) Compensation

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

Part VIII Statement of Revenue

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	422,490.				
	b Membership dues					
	c Fundraising events					
	d Related organizations					
	e Government grants (contributions)	70,788.				
	f All other contributions, gifts, grants, and similar amounts not included above	1,173,942.				
	g Noncash contributions included in lines 1a-1f: \$	879.				
	h Total. Add lines 1a-1f	1,667,220.				
Program Service Revenue	2 a PRODUCTIONS	900099	213,256.	213,256.		
	b EDUCATIONAL PROGRAMS	900099	117,042.	117,042.		
	c PROP RENTALS	900099	1,557.	1,557.		
	d					
	e					
	f All other program service revenue	900099				
	g Total. Add lines 2a-2f		331,855.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		21.		21.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real	236.			
		(ii) Personal	0.			
		b Less: rental expenses	0.			
		c Rental income or (loss)	236.			
	d Net rental income or (loss)		236.		236.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
		b Less: cost or other basis and sales expenses	4,512.			
		c Gain or (loss)	-4,512.			
	d Net gain or (loss)		-4,512.		-4,512.	
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a	7,800.			
		b Less: direct expenses	0.			
c Net income or (loss) from fundraising events			7,800.		7,800.	
9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses					
	c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	a	1,078.				
	b Less: cost of goods sold	553.				
	c Net income or (loss) from sales of inventory		525.	525.		
Miscellaneous Revenue		Business Code				
11 a MISCELLANEOUS	900099	19,128.			19,128.	
	d All other revenue					
	e Total. Add lines 11a-11d		19,128.			
12 Total revenue. See instructions.		2,022,273.	332,380.	0.	22,673.	



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Part IX Statement of Functional Expenses

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

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

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>				
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	134,600.	100,950.		33,650.
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	648,814.	417,761.	182,008.	49,045.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	3,028.	2,188.	479.	361.
9 Other employee benefits	94,748.	68,370.	14,934.	11,444.
10 Payroll taxes	87,939.	64,719.	15,100.	8,120.
11 Fees for services (non-employees):				
a Management			4,994.	
b Legal	4,994.			
c Accounting	72,785.		72,785.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	69,533.			69,533.
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	100,714.	91,245.	6,058.	3,411.
12 Advertising and promotion	17,760.	17,507.		253.
13 Office expenses	37,586.	15,761.	11,663.	10,162.
14 Information technology	15,890.	8,880.	6,260.	750.
15 Royalties	33,520.	33,520.		
16 Occupancy	28,428.	15,969.	12,459.	
17 Travel	35,969.	30,694.	261.	5,014.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	14,911.		14,911.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	18,341.	13,176.	5,165.	
23 Insurance	35,138.		35,138.	
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 PRODUCTION COSTS	135,439.	135,439.	0.	0.
b MISCELLANEOUS ADMINISTR	15,624.		13,079.	2,545.
c BAD DEBT	3,054.		3,054.	
d MAINTENANCE	2,697.	2,697.		
e All other expenses	375.	375.		
25 Total functional expenses. Add lines 1 through 24e	1,611,887.	1,019,251.	398,348.	194,288.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

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

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash - non-interest-bearing	44,392.	1	35,203.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net	83,640.	3	490,422.
	4 Accounts receivable, net	23,379.	4	33,901.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	34,684.	9	34,486.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 133,298.		
	b Less: accumulated depreciation	10b 103,429.	10c	29,869.
	11 Investments - publicly traded securities	25,937.	11	10,797.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets	15,063.	14	10,972.
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	254,386.	16	645,650.	
Liabilities	17 Accounts payable and accrued expenses	159,661.	17	154,794.
	18 Grants payable		18	
	19 Deferred revenue	36,009.	19	41,706.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties	72,442.	24	54,442.
	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	255,975.	25	253,862.
	26 Total liabilities. Add lines 17 through 25	524,087.	26	504,804.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	-578,207.	27	-297,509.
	28 Temporarily restricted net assets	308,506.	28	438,355.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	-269,701.	33	140,846.	
34 Total liabilities and net assets/fund balances	254,386.	34	645,650.	



Form 990 (2013)

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	2,022,273.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,611,887.
3	Revenue less expenses. Subtract line 2 from line 1	3	410,386.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	-269,701.
5	Net unrealized gains (losses) on investments	5	161.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	140,846.

Part XII Financial Statements and Reporting

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

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

Form 990 (2013)



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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	609,721.	823,540.	780,785.	1,087,908.	1,667,220.	4,969,174.
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	609,721.	823,540.	780,785.	1,087,908.	1,667,220.	4,969,174.
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)						273,541.
6 Public support. Subtract line 5 from line 4.						4,695,633.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	609,721.	823,540.	780,785.	1,087,908.	1,667,220.	4,969,174.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	259.	642.	1,174.	35.	257.	2,367.
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.)	2,030.	7,968.	34,027.	54,223.	19,128.	117,376.
11 Total support. Add lines 7 through 10						5,088,917.
12 Gross receipts from related activities, etc. (see instructions)					12	2,159,382.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	92.27 %
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	92.28 %
16a 33 1/3% support test - 2013. 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 - 2012. 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 - 2013. 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 - 2012. 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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2013. 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 - 2012. 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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and
its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Name of the organization

STAGE ONE: THE LOUISVILLE CHILDREN'S
THEATRE, INC.

Employer identification number



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 its Form 990-PF, Part I, line 2, 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) (2013)

Name of organization
STAGE ONE: THE LOUISVILLE CHILDREN'S THEATRE, INC.

Employer identification number



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	C.E. AND S. 101 S 5TH ST STE 1650 LOUISVILLE, KY 40202-3122	\$ 51,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions.)</small>
2	FUND FOR THE ARTS 623 W MAIN ST LOUISVILLE, KY 40202-4242	\$ 152,490.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions.)</small>
3	GHEENS FOUNDATION ONE RIVERFRONT PLAZA, SUITE 705 LOUISVILLE, KY 40202	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions.)</small>
4	HORSESHOE FDN 33 STATE ST STE 344 NEW ALBANY, IN 47150-5804	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions.)</small>
5	MR. DAVID JONES 	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions.)</small>
6	KENTUCKY ARTS COUNCIL 500 MERO ST FL 21 FRANKFORT, KY 40601-1988	\$ 41,784.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II for noncash contributions.)</small>

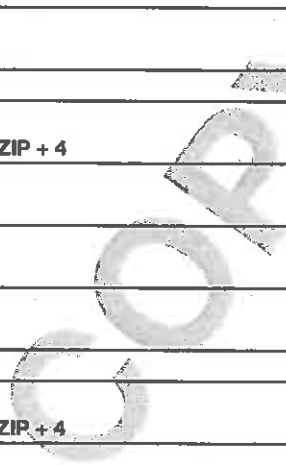
Name of organization
**STAGE ONE: THE LOUISVILLE CHILDREN'S
 THEATRE, INC.**

Employer identification number



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	LIFT A LIFE FOUNDATION 291 N HUBBARDS LN STE B26 LOUISVILLE, KY 40207-8220	\$ 275,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8	PNC BANK 101 S 5TH ST LOUISVILLE, KY 40202-3158	\$ 41,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)



Name of organization STAGE ONE: THE LOUISVILLE CHILDREN'S THEATRE, INC.	Employer identification number <div style="background-color: red; width: 100px; height: 20px; display: inline-block;"></div>
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

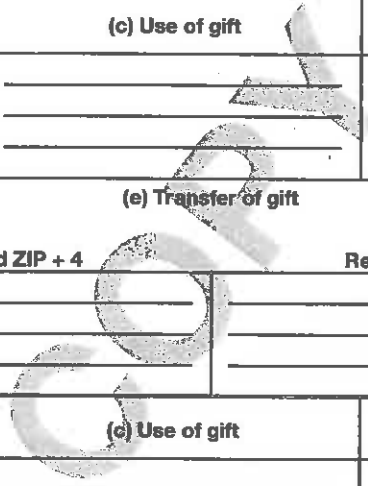
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____



Name of organization STAGE ONE: THE LOUISVILLE CHILDREN'S THEATRE, INC.	Employer identification number <div style="background-color: red; width: 100px; height: 20px; margin-top: 5px;"></div>
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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	



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.

OMB No. 1545-0047

2013

Open to Public Inspection

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

Name of the organization **STAGE ONE: THE LOUISVILLE CHILDREN'S THEATRE, INC.**

Employer identification number

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.

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

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

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

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes No

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

Yes No

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

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

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1

(ii) Assets included in Form 990, Part X

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

a Revenues included in Form 990, Part VIII, line 1

b Assets included in Form 990, Part X

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" 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 XIII and complete the following table:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

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:

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

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

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

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

Part VI Land, Buildings, and Equipment.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		18,341.		18,341.
d Equipment		79,743.	68,833.	10,910.
e Other		35,214.	34,596.	618.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				29,869.

Part VII Investments - Other Securities.

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

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

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

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

Part X Other Liabilities.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) LINE OF CREDIT	248,225.
(3) CAPITAL LEASE OBLIGATION	5,637.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	253,862.

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

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

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

1	Total revenue, gains, and other support per audited financial statements		1	2,031,699.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a	161.	
b	Donated services and use of facilities	2b	4,200.	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	5,065.	
e	Add lines 2a through 2d	2e		9,426.
3	Subtract line 2e from line 1	3		2,022,273.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5		2,022,273.

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

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

1	Total expenses and losses per audited financial statements		1	1,621,152.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a	4,200.	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	5,065.	
e	Add lines 2a through 2d	2e		9,265.
3	Subtract line 2e from line 1	3		1,611,887.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5		1,611,887.

Part XIII Supplemental Information.

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

PART X, LINE 2:

EXPLANATION: THE ORGANIZATION IS ORGANIZED AS A NOT-FOR-PROFIT

ORGANIZATION AND IS EXEMPT FROM FEDERAL TAXATION UNDER THE PROVISIONS OF

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

THE ORGANIZATION RECOGNIZES UNCERTAIN INCOME TAX POSITIONS USING THE

"MORE-LIKELY-THAN-NOT" APPROACH AS DEFINED IN THE ACCOUNTING STANDARDS

CODIFICATION. NO LIABILITY FOR UNCERTAIN TAX POSITIONS HAS BEEN RECORDED

IN THE ACCOMPANYING FINANCIAL STATEMENTS. THE ORGANIZATION'S 2010-2013

TAX YEARS REMAIN OPEN AND SUBJECT TO EVALUATION.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

Part XIII Supplemental Information (continued)

COST OF GOODS SOLD	553.
LOSS ON DISPOSAL OF ASSETS	4,512.
TOTAL TO SCHEDULE D, PART XI, LINE 2D	5,065.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

COST OF GOODS SOLD	553.
LOSS ON DISPOSAL OF ASSETS	4,512.
TOTAL TO SCHEDULE D, PART XII, LINE 2D	5,065.

COPY

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

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

Part III Gaming. Complete if the organization answered "Yes" 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	Gross revenue			
	2	Cash prizes			
Direct Expenses	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
7	Direct expense summary. Add lines 2 through 5 in column (d)				
8	Net gaming income summary. Subtract line 7 from line 1, column (d)				

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

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

b If "No," explain: _____

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

b If "Yes," explain: _____



- 11 Does the organization operate gaming activities with nonmembers? Yes No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13 Indicate the percentage of gaming activity operated in:

	<input type="checkbox"/> Yes	<input type="checkbox"/> No	
a The organization's facility			
b An outside facility			
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? Yes No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

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

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: THE BOONE GROUP

(I) ADDRESS OF FUNDRAISER: 2110 BARDSTOWN ROAD, LOUISVILLE, KY 40205

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.

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

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

STAGE ONE: THE LOUISVILLE CHILDREN'S
THEATRE, INC.

Employer identification number

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

QUALITY, ENTERTAINING, AND PROFESSIONAL THEATER FOR YOUNG AUDIENCES AND
BY FOSTERING AN APPRECIATION OF THE ARTS THAT DEVELOPS THE WHOLE CHILD,
SUPPORTS THE LEARNING ENVIRONMENT AND BUILDS STRONG FAMILY BONDS.

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

YOUNG AUDIENCES AND BY FOSTERING AN APPRECIATION OF THE ARTS THAT
DEVELOPS THE WHOLE CHILD, SUPPORTS THE LEARNING ENVIRONMENT AND BUILDS
STRONG FAMILY BONDS. BOTH ON STAGE AND IN THE CLASSROOM, STAGEONE HAS,
FOR DECADES, BEEN A KEY PARTNER WITH AREA SCHOOL SYSTEMS IN PROVIDING
TENS OF THOUSANDS OF YOUNG PEOPLE THEIR FIRST PERFORMING ARTS
EXPERIENCE, MANY AT NO COST.

FORM 990, PART VI, SECTION A, LINE 3:

EXPLANATION: THROUGH OCTOBER OF 2014 THE ORGANIZATION CONTRACTED WITH
CULTURAL PARTNERS SUPPORT ORGANIZATION FOR PREPARATION OF FINANCIAL REPORTS
AND ASSISTANCE WITH AUDIT PREPARATION. FINANCIAL REPORTS WERE SUBSEQUENTLY
REVIEWED, APPROVED AND PRESENTED TO THE BOARD BY THE BUSINESS MANAGER.
FOLLOWING RELOCATION OF THE ORGANIZATION'S OFFICE SPACE TO THE SPEER
BUILDING, FORMER DIRECTOR OF FINANCE RETURNED ON A PART-TIME CONTRACT BASIS
TO ASSIST IN PREPARATION OF FINANCIAL STATEMENTS.

FORM 990, PART VI, SECTION B, LINE 11:

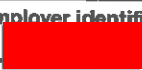
EXPLANATION: THE FORM 990 IS REVIEWED BY THE BUSINESS MANAGER, AS WELL AS
THE DIRECTOR OF FINANCE AND THE PRODUCING ARTISTIC DIRECTOR PRIOR TO ITS
FILING. THE FORM 990 IS PROVIDED TO THE ENTIRE GOVERNING BODY PRIOR TO ITS

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.
332211
09-04-13

Schedule O (Form 990 or 990-EZ) (2013)

Name of the organization STAGE ONE: THE LOUISVILLE CHILDREN'S THEATRE, INC.

Employer identification number



FILING.

FORM 990, PART VI, SECTION B, LINE 12C:

EXPLANATION: ANNUALLY, MEMBERS OF THE BOARD OF DIRECTORS ARE REQUIRED TO SIGN OFF THAT THEY HAVE READ AND ARE FAMILIAR WITH THE ORGANIZATION'S CONFLICT OF INTEREST POLICIES AND ARE REQUIRED TO DISCLOSE ANY KNOWN CONFLICTS OF INTEREST. THIS PROCEDURE WAS FIRST IMPLEMENTED AT THE ANNUAL MEETING IN JUNE 2009.

THE ORGANIZATION HAS IMPLEMENTED A PROCESS OF SOLICITING BIDS FROM UNAFFILIATED VENDORS (SUCH AS INSURANCE) FOR EVALUATION BY THE EXECUTIVE COMMITTEE AND COMPARISON TO THAT SUBMITTED BY BOARD MEMBERS IN CASES WHERE A MEMBER OF THE BOARD PROPOSES TO PROVIDE GOODS OR SERVICES TO THE ORGANIZATION. NO SUCH BID WAS SUBMITTED BY A MEMBER OF THE BOARD IN 2014.

DUE TO THE SMALL NUMBER OF KEY EMPLOYEES IN THE ORGANIZATION, MONITORING IS PERFORMED ON AN INFORMAL BASIS THROUGH THE CLOSE CONTACT WITH AND ACTIVE PARTICIPATION BY THE OFFICERS OF THE BOARD OF DIRECTORS WITH THE PRODUCING ARTISTIC DIRECTOR.

FORM 990, PART VI, SECTION B, LINE 15:

EXPLANATION: THE PRODUCING ARTISTIC DIRECTOR'S COMPENSATION WAS DETERMINED BY THE EXECUTIVE COMMITTEE OF THE BOARD IN JUNE, 2007 AFTER REVIEWING INDUSTRY COMPARABILITY DATA FOR THEATRE GROUPS OF SIMILAR SIZE AROUND THE COUNTRY. THE PROCESS WAS NOT DOCUMENTED, HOWEVER, THE EXECUTIVE COMMITTEE OF THE BOARD REVIEWS THE PRODUCING ARTISTIC DIRECTOR'S PERFORMANCE AND COMPENSATION IN APRIL OR MAY OF EACH YEAR AT THE TIME THE BUDGET FOR THE ENSUING FISCAL YEAR IS BEING REVIEWED. THE EXECUTIVE COMMITTEE ESTABLISHES

Name of the organization STAGE ONE: THE LOUISVILLE CHILDREN'S THEATRE, INC.

Employer identification number

PERFORMANCE GOALS FOR THE PRODUCING ARTISTIC DIRECTOR WHICH ARE COMMITTED TO IN WRITING.

THE PRODUCING ARTISTIC DIRECTOR USES INDUSTRY COMPARABILITY DATA, AMONG OTHER THINGS, TO DETERMINE COMPENSATION FOR DEPARTMENT HEADS. IN MARCH OF 2015 THE ORGANIZATION INSTITUTED AN EMPLOYEE EVALUATION REGIME WHICH WILL FACTOR INTO THE PROCESS HENCEFORWARD.

FORM 990, PART VI, SECTION C, LINE 19:

EXPLANATION: THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PAGE 12, PART XII, LINE 2C

EXPLANATION: THE PROCESS HAS NOT CHANGED FROM PRIOR YEAR. THE BOARD OF DIRECTORS APPOINTS AN AD HOC AUDIT COMMITTEE ANNUALLY. PRIOR TO THE ENGAGEMENT OF THE AUDITORS, THE BUSINESS MANAGER MAKES A RECOMMENDATION TO THE COMMITTEE BASED ON HIS KNOWLEDGE OF THE REPUTATION OF THE FIRM, THEIR EXPERTISE IN THE NOT-FOR-PROFIT INDUSTRY, THE QUALITY OF THEIR WORK, AND REASONABLENESS OF FEES. THE AUDIT COMMITTEE DISCUSSES THE RECOMMENDATION OF THE BUSINESS MANAGER AND EITHER APPROVES OR REJECTS THE RECOMMENDATION. THE AUDIT COMMITTEE MEETS WITH THE AUDITORS AT THE CONCLUSION OF THE AUDIT TO DISCUSS THE AUDIT RESULTS AND COMMENT LETTER.

StageOne Board - Term Limits

Michael Merrick	1st term ends 2016
Eric Benson	1st term ends 2016
Jessie Broughton	1st term ends 2018
Ashley Butler	1st term ends 2016
Kristen Byrd	1st term ends 2016
David Calzi	1st term ends 2016
Sam Corbett	1st term ends 2018
Lea Goff	1st term ends 2016
Michelle Heit	2nd term ends 2016
Jan Helson	1st term ends 2017
Elizabeth Kaplan	1st term ends 2016
Peggy Krug	1st term ends 2017
Carol Lambert	2nd term ends 2016
Sabeen Nasim	1st term ends 2016
Dot O'Brien	1st term ends 2018
Jamie Paradis	1st term ends 2018
Jerry Preyss	1st term ends 2018
Jonathan Riehm	1st term ends 2018
Mark Rorer	1st term ends 2017
Leisa Schulz	2nd term ends 2016
Breck Thomas-Ross	1st term ends 2018
Carl Thomas	1st term ends 2016
Glenda Thome	1st term ends 2018
Stephanie Ubelhart	1st term ends 2018
Suzanne Wright	1st term ends 2016
Tyler Hampton	1st term ends 2018

*Board members can serve 2 consecutive three year terms and must then roll off for at least one year before returning.