

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

Applicant/Program: Commonwealth Theatre Center, Inc / The Boy Who Cried Wolf
Applicant Requested Amount: \$80,000
Appropriation Request Amount: \$41,600

Executive Summary of Request

Funding is for performances of "The Boy Who Cried Wolf" at schools throughout Jefferson County.

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

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

<u>23</u> District #	 Primary Sponsor Signature	<u>\$80,000</u> Amount	<u>8-31-16</u> Date
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Primary Sponsor Disclosure

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

Approved by:

Appropriations Committee Chairman

Date

Final Appropriations Amount: _____

Applicant/Program:

Commonwealth Theatre Center, Inc / "The Boy Who Cried Wolf"

Additional Disclosure and Signatures

Additional Council Office Disclosure

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

Council Member Signature and Amount

District 1	_____	\$ _____
District 2	_____	\$ _____
District 3	Mary Krookridge	\$ 4800
District 4	David Dandy / KK	\$ 1600
District 5	_____	\$ _____
District 6	_____	\$ _____
District 7	_____	\$ _____
District 8	Thomas H. Kiese	\$ 1600
District 9	_____	\$ _____
District 10	Eamon P. McWhittell	\$ 4,800
District 11	Berlin J. Kramer	\$ 4,800
District 12	Reel B. Belmont	\$ 8000
District 13	_____	\$ _____
District 14	_____	\$ _____
District 15	_____	\$ _____

Applicant/Program:

Commonwealth Theatre Center, Inc / "The Boy Who Cried Wolf"

Additional Disclosure and Signatures

Additional Council Office Disclosure

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

District 16 _____ \$ _____

District 17 *Blum* _____ \$ *32.00* -

District 18 _____ \$ _____

District 19 _____ \$ _____

District 20 _____ \$ _____

District 21 _____ \$ _____

District 22 _____ \$ _____

District 23 _____ \$ _____

District 24 _____ \$ _____

District 25 _____ \$ _____

District 26 _____ \$ _____

**LOUISVILLE METRO COUNCIL
NEIGHBORHOOD DEVELOPMENT FUND APPLICATION**

Legal Name of Applicant Organization Commonwealth Theatre Center, Inc

Program Name and Request Amount The Boy Who Cried Wolf, \$80,000

	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"/> No
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"/> N/A
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 type="checkbox"/> N/A
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"/> Yes
Affirmative Action/Equal Employment Opportunity plan and/or policy statement included (if required to do so)?	<input type="checkbox"/> N/A
Has the Agency agreed to participate in the BBB Charity review program? If so, has the applicant met the BBB Charity Review Standards?	<input type="checkbox"/> Yes

Prepared by: **John Torsky**

Date: Aug 31, 2016



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 1 – APPLICANT INFORMATION			
Legal Name of Applicant Organization:		Commonwealth Theatre Center, Inc.	
<i>(as listed on: http://www.sos.ky.gov/business/records)</i>			
Main Office Street & Mailing Address: 1123 Payne Street, Louisville, KY 40204			
Website: www.commonwealththeatre.org			
Applicant Contact:	Margaret Phillips	Title:	Grants Manager
Phone:	502-589-0084	Email:	margaret@commonwealththeatre.org
Financial Contact:	Donna Adams	Title:	Business Manager
Phone:	502-589-0084	Email:	donna@commonwealththeatre.org
Organization's Representative who attended NDF Training: Not held this year.			
GEOGRAPHICAL AREA(S) WHERE PROGRAM ACTIVITIES ARE (WILL BE) PROVIDED			
Program Facility Location(s):	Louisville Metro Schools		
Council District(s):	Attached	Zip Code(s):	Attached
SECTION 2 – PROGRAM REQUEST & FINANCIAL INFORMATION			
PROGRAM/PROJECT NAME: "The Boy Who Cried Wolf," adapted by Geraldine Ann Snyder			
Total Request: (\$)	80,000	Total Metro Award (this program) in previous year: (\$)	51,000
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 checked="" 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: Exploring Drama through History/Science	Amount: (\$)	10,000
Source:	External Agency Fund: Drama for Learning: High-Risk Youth	Amount: (\$)	4,000
Source:	External Agency Fund: Closing the Early Childhood Learning Gap	Amount: (\$)	5,000
Has the applicant contacted the BBB Charity Review for participation? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			
Has the applicant met the BBB Charity Review Standards? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 3 – AGENCY DETAILS

Describe Agency's Vision, Mission and Services:

Following 10 years of collaboration, Walden Theatre & Blue Apple Players, each founded in 1976, merged on January 1, 2015, successfully consolidating unduplicated & complementary programs, unduplicated stakeholders, and proven outcomes. As Commonwealth Theatre Center (CTC), the new organization's mission is developing youth and our community through excellence in comprehensive theatre education and performance. Under the umbrella of CTC, the subsets of Walden Theatre Conservatory & Blue Apple Outreach maintain distinct elements while speaking with one voice to provide a continuum of learning, ranging from introductory to professional theatre training, offering many youth and families their first theatre experiences.

Decades of research show that students of all abilities involved in theatre have stronger gains in reading, writing & problem-solving as well as greater empathy & tolerance for others. CTC provides unique, outcomes-based theatre programs in the midst of diminished access to art both in school & out of school, annually engaging approx. 48,000 youth (PreK-12) from 283 area schools, including 83% of JCPD Title 1 schools, and 5,800 adults.

CTC's touring productions in schools annually engage area students with quality plays & musicals performed by professional actors in underserved areas. In Fiscal Year 2016, CTC provided 106 touring performances of plays written and performed by CTC staff to more than 32,000 students and 1,700 adults, addressing a range of subjects and challenges, including "Johnny Appleseed," generously funded by the Louisville Metro Council's Neighborhood Development Fund. Performed in schools by professionals, CTC's touring productions expand access and reduce busing, and include lesson plans and take-home resources to further enrich learning. For most students, it is their first exposure to professional theatre.

"My kids have special needs, and it is important to have these opportunities to experience theater. Most of their parents are scared to take them to public performances out of fear that they will disturb others. Without school performances, my kids would never get this experience."—Teacher Evaluation, "Johnny Appleseed" musical (Fall 2015)

Blue Apple Outreach's workshops and residencies provide drama-based educational opportunities for the most at-risk. These programs provide student-centered curricula to improve literacy and other vital academic and developmental skills. Our extensive preschool curriculum is unmatched by other local groups, as evidenced by other groups seeking us as partners to teach this age group (National Center for Families Learning, JCPD and others). We also provide Professional Development for educators, social workers & professionals, including a new, fully grant-funded, expert-led Early Childhood Learning seminar this year that CTC will open to other area arts educators.

"It's very important for teachers to develop new skills to help students to learn to better express themselves through the arts/drama. Teachers are not offered this type of training/professional development in any other settings," said one teacher after attending a CTC Early Childhood Education Professional Development session last year.

Through Walden Theatre Conservatory, we reach and sustain 500+ individual students each year. The Conservatory program provides in-depth, multi-year classes and student performances that engage youth in acting, directing, playwriting, stagecraft and more. Our Shakespeare education program, among the most comprehensive in the nation, culminates each year in the Young American Shakespeare Festival, the oldest and largest youth Shakespeare festival in the nation. The Conservatory will complete the Shakespeare canon next spring, one of the few companies in the country to do so.

"Our sons are now excited about theatre. Not only do they want to perform in plays, they also want to see plays of all kinds: One-act, 10-min., elevator, mystery, and even opera ... They discuss not only the basics of the play and whether or not they enjoyed it, but details of plot development and characterization ... Their Conservatory classes have helped them become more appreciative, attentive, enthusiastic, and educated audience members." – Parent of children with learning challenges



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 4 – PROGRAM/PROJECT NARRATIVE

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

Project Start Date: August 1, 2016. Project End Date: December 31, 2016. Program Summary: Louisville Metro Council's generous support will be used to underwrite partial costs of CTC's original touring musical created by Geraldine Ann Snyder (co-founder of Blue Apple Players), "The Boy Who Cried Wolf." This educational program addresses multiple areas of academic standards, including math, science, literacy, history, culture and music. The themes of this program will also engage students in an exploration of such timeless values as honesty and responsibility. The program includes 1) In-school performances of "The Boy Who Cried Wolf" to students across Metro Louisville; 2) lesson plans for teachers to use in the classroom before/after the performance to reinforce academic standards, and 3) take-home family activity guides to continue learning as well as the provision of links to other local resources for lifelong learning. "The Boy Who Cried Wolf," a longtime favorite of young audiences across the region, recounts Aesop's fable of a youth given the important task of guarding the village's flock of sheep. Filled with memorable characters, "The Boy Who Cried Wolf" will be further enhanced by a mix of fresh ideas from Director Hallie Dizdarevic, including original Latin-themed songs, Latin-themed choreography, and much more.

Program Dates: This live musical production will take place during October and November 2016. The program schedule includes in-school performances in addition to educational activities in the classroom before and after the performance. Following confirmation of funding, exact dates of each in-school performance will be re-confirmed with notification to participating schools and Council members.

Client Population: The program will serve students (K-5), their families and teachers across Metro Louisville. Each performance will engage an average of 500-1,000 students and teachers. The program will be of significant benefit to struggling students with transportation and economic challenges that limit access to arts and other educational enrichment. Prior performance surveys demonstrate that 70% of students are experiencing live, professional theatre for the first time. This experience is the leading predictor of participation in the arts as an adult, building generations of arts supporters.

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

The itemized budget for this project is attached and included in Section 5. No funds will be re-granted or used for sub-grantees. Funding will be used for the expense of \$1,600 per each in-school performance. Please find attached a list of each scheduled school performance requested by Council members and schools (to date). This support is vital for schools already facing deep budget cuts, particularly with more than 60,000 JCPS students and their families living at or below the poverty level. Metro Council funding will be used to leverage matching funding from private donors for the balance of the project's costs. Metro funding for in-school performances will further save schools busing costs since students will not need to be transported to a theatre space, losing hours of out-of-school time.



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

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

Not applicable.

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.



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

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

CTC is at the forefront of educational arts evaluation with published studies in national education journals ("Becoming the Story in the Joyful World of 'Jack and the Beanstalk,'" Dr. Kathryn F. Whitmore, Language Arts, Volume 93, Number 1, September 2015) as well as successful evaluation techniques used as national models by the prestigious Wallace Foundation and others. CTC utilizes evaluation in its Walden Theatre Conservatory and Blue Apple Outreach to assess outcomes, progress toward goals, and to inform improvements in our programs.

Benefits of "The Boy Who Cried Wolf" project to be measured include:

- 75% or more of educators reporting that the program helped to teach academic standards, providing examples,
- 75% or more of educators reporting that the project was a productive use of school-day time,
- 60% or more of educators reporting that students showed increased awareness of the value of the arts in the classroom and other areas of their lives, and
- 40% of teachers using the lesson plan to reinforce classroom learning.

Data to quantify benefits/outcomes will be obtained through online surveys to students, educators and parents. Student outcomes will be obtained through self-reporting and information from teachers.

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

With theatre, by nature, a collaborative endeavor, CTC models "working with others" throughout its programming. This enhances quality, addresses community needs and diversifies financial support. CTC continually seeks to establish and/or strengthen its collaborative relationships, including a grant received in Fiscal Year 2016 (renewed in FY17) from Kosair Charities through the Fund for the Arts to provide comprehensive theatre outreach programs to the entire student population (100% disability/special needs) at Summit Academy. Examples of other recent community partnerships include receiving a grant from the Horseshoe Foundation (new source of funding) to provide early childhood learning to 397 youth enrolled in Head Start and the Children's Academy Early Learning Center in Floyd County, IN; our work with Louisville Visual Art to provide arts experiences & learning in schools & community centers; projects with the University of Louisville; New Albany Housing Authority; Olmsted Academy South and other JCS schools. Additional collaborations include the work of CTC Managing Director Alison Huff, Board President of ACA (Arts & Culture Alliance), who is part of the community-wide Arts Master Plan steering committee and on the Collective Impact Advisory Committee. This particular project will be enhanced through CTC's ongoing partnerships with JCS through the Cultural Consortium and our strong partnerships with schools to ensure that the schedule, program content, take-home material and all facets of the program maximize educational impact and student development.



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 5 – 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	38,375	187,253	225,628
B: Rent/Utilities	0	9,330	9,330
C: Office Supplies	400	1,950	2,350
D: Telephone	0	1,200	1,200
E: In-town Travel	0	1,000	1,000
F: Client Assistance (Attach Detailed List)	0	0	0
G: Professional Service Contracts	31,850	17,000	48,850
H: Program Materials	0	0	0
I: Community Events & Festivals (Attach Detail List)	0	0	0
J: Machinery & Equipment	0	0	0
K: Capital Project	0	0	0
L: Other Expenses (Attach Detail List)	9,375	56,267	65,642
*TOTAL PROGRAM/PROJECT FUNDS	80,000	274,000	354,000
% of Program Budget	23 %	77 %	100%

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

Other State, Federal or Local Government	\$19,000
United Way	0
Private Contributions (do not include individual donor names)	\$255,000
Fees Collected from Program Participants	0
Other (please specify)	0
Total Revenue for Columns 2 Expenses **	\$274,000

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

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



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

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

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

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

Agency Fiscal Year Start Date: August 1, 2016

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

If YES, please explain:

N/A

Commonwealth Theatre Center: Educational Musical: *The Boy Who Cried Wolf*
Budget Detail: Other Expenses
Metro NDF FY17

Project Expenses	Proposed Metro Funds	Non-Metro Funds	Total Funds
Costumes	\$1,000	\$5,750	\$6,750
Sets/Props	\$475	\$3,361	\$3,836
Background Screening	\$50	\$105	\$155
Printing/Reproduction	\$450	\$4,882	\$5,332
Fuel	\$900	\$100	\$1,000
Vehicle Maintenance	\$0	\$1,121	\$1,121
IT	\$0	\$651	\$651
Advertising/Marketing	\$0	\$7,750	\$7,750
Classroom Supplies & Refreshments	\$0	\$2,361	\$2,361
Licenses & Royalties	\$6,500	\$3,626	\$10,126
Photography	\$0	\$620	\$620
Business Insurance	\$0	\$3,410	\$3,410
Service & Maintenance Expenses	\$0	\$9,300	\$9,300
Repairs & Maintenance Costs	\$0	\$3,000	\$3,000
Memberships & Professional Development	\$0	\$2,170	\$2,170
Building Supplies	\$0	\$1,550	\$1,550
Service Charges	\$0	\$1,860	\$1,860
Depreciation	\$0	\$4,650	\$4,650
Total	\$9,375	\$56,267	\$65,642

Please note that there was not a line item included in Section 5 (Program/Project Budget Summary) for “Volunteer Contribution and Other In-Kind.” CTC anticipates an in-kind donation of approximately \$20,000 by participating schools for program space and educators’ time (estimated market value).



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 6 – CERTIFICATIONS & ASSURANCES

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

Standard Assurances

1. Applicant understands this application and its attachments as well as any resulting grant agreement, reports and proof of expenditure is subject to Kentucky's open records law.
2. Applicant 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.

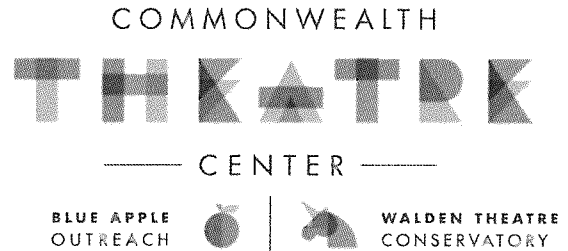
CTC staff member Annie Smith's mother, Marilyn Givan, is a Louisville Metro Gov't employee.

SECTION 7 – CERTIFICATIONS & ASSURANCES

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

Signature of Legal Signatory:		Date:	8/25/16
Legal Signatory: (please print):	Alison Huff	Title:	Managing Director
Phone:	502-589-0084	Extension:	304
Email:	alison@commonwealththeatre.org		

**List of Council Member School
Performances, as of August 24, 2016.**



District 3 – Mary Woolridge

3 Schools = \$4,800

1. Schaffner Elementary – 40216
2. Cane Run Elementary – 40211
3. Mill Creek Elementary – 40216

District 4 – David Tandy

1 school = \$1,600

1. Byck Elementary – 40212

District 5 – Cheri Bryant Hamilton

4 Schools = \$6,400

1. Young Elementary – 40212
2. King Elementary – 40211
3. Atkinson Elementary – 40212
4. Portland Elementary – 40212

District 7 – Angela Leet

7 Schools = \$11,200

1. Walden School – 40207
2. Waldorf School – 40222
3. Wilder Elementary – 40222
4. Bowen Elementary – 40242
5. Holy Trinity – 40207
6. St. Albert the Great – 40222
7. Portland Christian School – 40242

District 8 – Tom Owen

1 School = \$1,600

1. Bloom Elementary – 40204

District 9 – Bill Hollander

1 School = \$1,600

1. Chenoweth Elementary – 40207

District 10 – Pat Mulvihill

3 Schools = \$4,800

1. Camp Taylor Elementary – 40213
2. St. Stephen Martyr – 40217
3. Brooklawn USPIRITUS - 40218

District 11 - Kevin Kramer

3 schools = \$4,800

1. Cochrane Elementary – 40299
2. Jeffersontown Elementary – 40299
3. Academy For Individual Excellence – 40299

District 12 - Rick Blackwell

7 schools = \$11,200

1. Shacklette Elementary – 40258
2. Kerrick Elementary – 40216
3. Greenwood Elementary – 40258
4. Johnsontown Road Elementary – 40272
5. Notre Dame Academy – 40216
6. St. Paul Parish School – 40258
7. Sanders Elementary – 40258

District 17 – Glen Stuckel

2 Schools = \$3,200

1. Chancey Elementary – 40241
2. Zachary Taylor Elementary – 40241

District 23 - James Peden

4 schools = \$6,400

1. Laukhuf Elementary – 40229
2. Wilt Elementary – 40229
3. Smyrna Traditional – 40228
4. Luhr Elementary – 40228

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

Organization Number	0069447
Name	COMMONWEALTH THEATRE CENTER, INC.
Profit or Non-Profit	N - Non-profit
Company Type	KCO - Kentucky Corporation
Status	A - Active
Standing	G - Good
State	KY
File Date	4/30/1976
Organization Date	4/30/1976
Last Annual Report	6/24/2016
Principal Office	1123 PAYNE ST LOUISVILLE, KY 40204
Registered Agent	CHARLES N. SEXTON 1123 PAYNE STREET LOUISVILLE, KY 40204

Current Officers

President	<u>Brad Keeton</u>
Vice President	<u>Mark Robich</u>
Secretary	<u>Amy Fitzgerald</u>
Treasurer	<u>Joseph M. Legel</u>
Director	<u>Christy Henderson</u>
Director	<u>David Brown</u>
Director	<u>Kristen Riddick</u>
Director	<u>Tracy Karem</u>
Director	<u>Alison Huff</u>
Director	<u>Patti Clare</u>
Director	<u>Carrie Nath</u>
Director	<u>David Phillips</u>
Director	<u>Michele Koch</u>
Director	<u>J Tanner Watkins</u>
Director	<u>Susan Cohen</u>
Director	<u>Robert Strobo</u>
Director	<u>Vickie Wesley</u>
Director	<u>Tim Horton</u>

Individuals / Entities listed at time of formation

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

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

Department of the Treasury

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

District Director

Internal Revenue Service

Date: JUL 28 1977 | In reply refer to:
L-178 EP-EO-DAR:BJ



Federal Identification Number:

CIN: EO: 772258

Walden Theatre
1123 Payne Street
Louisville, Kentucky 40204

Gentlemen:

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

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

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

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

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

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

(Over)

Form L-178 (Rev. 8-72)

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

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

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

Please keep this determination letter in your permanent records.

Sincerely yours,


District Director

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

Department of the Treasury

Date: **MAY 28 2014**

Walden Theatre Corporation
1123 Payne Street
Louisville, KY 40204

Employer Identification Number:

Person to Contact - ID Number:

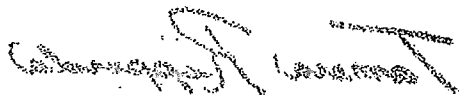
Ms. Wan - 0203399

Contact Telephone Number:

877-829-5500 Toll-Free

Form 990 Required:

Yes



Dear Sir or Madam:

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

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

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

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

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

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

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

Letter 4425 (Rev. 5-2011)
Catalog Number 52256W

Name: Walden Theatre Corporation
EIN: [REDACTED]

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

Sincerely,

Tamera Ripperda

Director, Exempt Organizations
Rulings and Agreements

Enclosure:
Publication 4221-PC

Commonwealth Theatre Center
FY2017 BUDGET

EARNED INCOME

Single Tickets	50,000
Group Sales	4,000
Touring	30,000
Conservatory Tuition / Fees	464,000
Outreach Education Fees	44,000
Concessions	4,000
Rental Income	1,500
Royalties	300
Program Advertisements	5,000
Miscellaneous	1,000
TOTAL EARNED INCOME	603,800

CONTRIBUTED INCOME

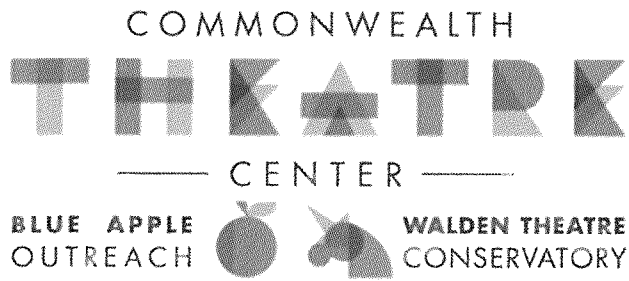
Government (State & Metro)	94,367
Fund for the Arts	141,000
Foundations	190,000
Corporations	30,000
Individuals	85,000
Events	26,000
In-kind	10,000
TOTAL CONTRIBUTED INCOME	576,367

TOTAL INCOME **1,180,167**

EXPENSE

Management & General	132,044
Fundraising	76,267
Program Service	929,999
TOTAL EXPENSE	1,138,310

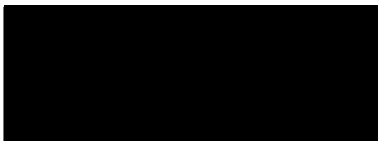
NET GAIN/LOSS **41,857**



FY2017 BOARD OF DIRECTORS

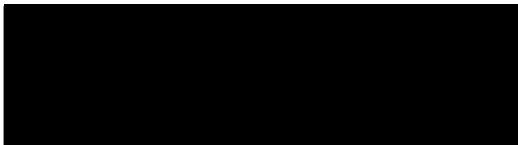
OFFICERS:

Brad Keeton (President) [T2,Y2]*
Stoll Keenon Ogden, Partner



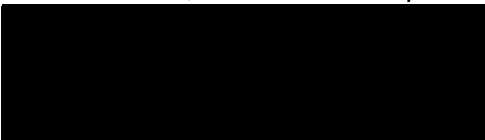
Executive Cte.(Chair) / Finance Cte.

Mark Robich (Vice President) [T2,Y1]
Fifth Third Bank, VP & Dir. of Business Development



Executive Cte./ Development & Marketing Cte. (Chair)

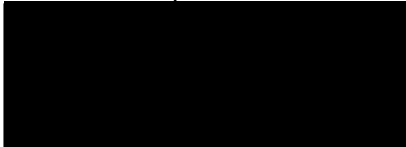
Tim Horton, CPA (Treasurer) [T1,Y2]
Brown-Forman, Sr. Financial Analyst



Finance Cte. (Chair)

DIRECTORS:

Patti Clare [T2,Y1]
Neel-Schaffer, Senior Planner



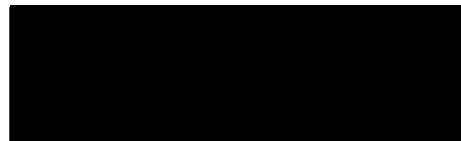
Finance Cte.

Susan Osmanski Cohen [T2,Y2]
Norton Healthcare Children's Hospital Foundation,
Director of Grants Development



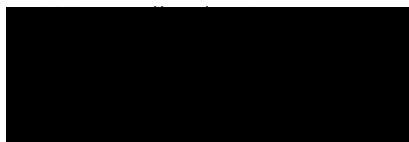
Development & Marketing Cte.

Tracy Karem [T2,Y2]
Louisville Public Media, Corporate Marketing Rep.



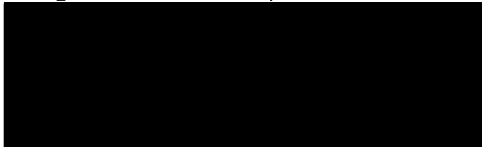
Development & Marketing Cte.

Michele Koch [T2,Y3]
Humana, Communications & Diversity Outreach



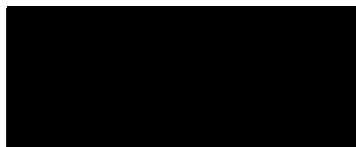
Programming Cte.

David Phillips [T2,Y1]
SinglePoint Solutions, Senior Account Executive



Development & Marketing Cte.

Robert P. Strobo [T2,Y1]
Republic Bank & Trust, VP & Associate Counsel



Finance Cte.

Vickie Wesley [T2,Y2]
RE/MAX Properties East, Realtor



Programming Cte.

* T=Term; Y=Year (Board can serve 2 consecutive 3-year terms)

Commonwealth Theatre Center
Profit & Loss
 August 2015 through July 2016

Aug '15 - Jul 16

Ordinary Income/Expense	
Income	
CONTRIBUTED	
Grants	
Fund for the Arts	
4003.00 · Base Allocation	51,000.00
4003.10 · Every Child Initiative	85,594.99
4003.20 · power2give	5,228.33
Total Fund for the Arts	141,823.32
4002.00 · Corporations	8,500.00
4004.00 · KY Arts Council	25,174.50
4005.00 · Louisville Metro Government	77,304.00
4011.00 · Foundations	174,165.00
Total Grants	426,966.82
Individual Donations	
4001.00 · Board	3,556.00
4006.00 · Patrons	64,386.19
Total Individual Donations	67,942.19
Special Events	
4100.00 · Chili Supper/Silent Auction	3,822.00
4101.00 · Miscellaneous	120.00
4103.00 · Raffle	13,584.00
Total Special Events	17,526.00
4012.00 · In Kind Donations	6,121.87
Total CONTRIBUTED	518,556.88
EARNED	
Programming	
Tuition	
4208.00 · Fall	125,784.75
4209.00 · Spring	130,581.25
4210.00 · Summer	149,092.27
Total Tuition	405,458.27
4201.00 · Outreach Workshops/Residencies	40,639.00
4202.00 · Performance Fees	5,750.00
4211.00 · Patron Tickets	45,906.00
4212.00 · Student Matinee Tickets	2,757.00
4213.00 · Touring Productions	17,666.00
Total Programming	518,176.27
4204.00 · Royalties	140.35
4800.00 · Concessions	1,563.75
4803.00 · Rental Income	1,340.00
4807.00 · Program Advertisements	2,925.00
Total EARNED	524,145.37
4106.00 · Miscellaneous Income	618.00
4600.00 · Bank Account Interest	100.54
Total Income	1,043,420.79
Gross Profit	1,043,420.79

Commonwealth Theatre Center
Profit & Loss
August 2015 through July 2016

Aug '15 - Jul 16

Expense	
Administration/General	
5025.00 · Bad Debt	100.00
5500.00 · Office Supplies/Postage	7,579.31
5600.00 · Professional Fees	9,320.48
5900.00 · Business Insurance	12,462.59
5950.21 · Miscellaneous	1,905.88
5950.40 · Memberships/Prof. Development	4,775.19
6200.20 · Building Supplies	3,183.78
6200.21 · Repairs/Maintenance	4,977.72
6225.20 · Service/Maintenance Agreements	16,268.22
6350.20 · Service Charges	6,113.62
6675.20 · Utilities	21,627.86
6680.10 · Rent	6,600.00
Total Administration/General	94,914.65
Fund Raising	
6400.30 · Concessions	835.87
6400.31 · Miscellaneous	4,355.36
6400.32 · Events	2,111.97
Total Fund Raising	7,303.20
Personnel	
Contract Labor	
Instruction	
6300.10 · Outreach	14,129.50
6300.11 · Conservatory	4,110.00
6300.14 · Summer	18,931.50
Total Instruction	37,171.00
Productions	
6300.12 · Directing/Design	17,850.00
6300.17 · Performers	43,620.00
Total Productions	61,470.00
Total Contract Labor	98,641.00
5050.20 · Salaries	569,714.93
5100.20 · Retirement	9,034.69
5150.20 · Health Insurance	38,266.98
5150.21 · Payroll Taxes/Workers Comp.	60,225.68
Total Personnel	775,883.28
Programming	
5515.10 · Printing/Reproduction	6,797.26
5727.20 · Advertising/Marketing	14,663.34
5950.11 · Miscellaneous	7,617.20
6050.10 · Rentals/Royalties	8,109.33
6050.15 · Photography	1,070.29
6050.16 · Costumes	11,287.21
6050.17 · Props/Set Materials	8,144.76
6050.18 · Slant Culture Festival	30.98
6600.10 · Financial Assistance	23,117.51
Total Programming	80,837.88
Total Expense	958,939.01
Net Ordinary Income	84,481.78
Net Income	84,481.78

Commonwealth Theatre Center
Balance Sheet
As of July 31, 2016

Jul 31, 16

ASSETS	
Current Assets	
Checking/Savings	
1002.00 · Fifth Third Checking Account	143,574.28
1005.00 · Paypal Account	158.60
1006.00 · PNC Bank NP Checking 3285	100.00
1007.00 · PNC Bank Money Market 3293	110,106.90
Total Checking/Savings	253,939.78
Accounts Receivable	
1100.00 · Accounts Receivable	5,644.40
Total Accounts Receivable	5,644.40
Other Current Assets	
1008.10 · Box Office Cash Bank	150.00
1200.00 · Other Accounts Receivable	19,101.79
1501.00 · Pre-Paid Insurance	7,224.51
1503.00 · Undeposited Funds	10,749.75
Total Other Current Assets	37,226.05
Total Current Assets	296,810.23
Fixed Assets	
Fixed Asset-Summary	
1700.00 · Building	89,700.00
1701.00 · Building Renovation	147,613.10
1703.00 · Equipment	142,700.61
1710.00 · Vehicles	35,699.45
1750.00 · Accumulated Depreciation	-271,983.96
Total Fixed Asset-Summary	143,729.20
1704.00 · Furniture and Equipment	30,199.64
1705.00 · Leasehold Improvements	10,148.14
Total Fixed Assets	184,076.98
Other Assets	
1504.00 · Security Deposits	500.00
Total Other Assets	500.00
TOTAL ASSETS	481,387.21
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
2000.00 · Accounts Payable	10,064.53
Total Accounts Payable	10,064.53
Credit Cards	
2101.00 · US Bank	3,322.41
Total Credit Cards	3,322.41

1:58 PM

08/19/16

Accrual Basis

Commonwealth Theatre Center
Balance Sheet
As of July 31, 2016

Jul 31, 16

Other Current Liabilities	
2202.00 · Payroll Liabilities	
2203.00 · City Withholding	760.64
2204.00 · Fed/Fica Withholding	4,653.72
2206.00 · KY Unemployment	6,328.84
2207.00 · KY Withholding	1,680.62
2208.00 · IN County Tax	271.36
2209.00 · IN Withholding	505.02
2202.00 · Payroll Liabilities - Other	3,079.21
Total 2202.00 · Payroll Liabilities	17,279.41
2402.00 · Deferred Tuition	9,133.75
Total Other Current Liabilities	26,413.16
Total Current Liabilities	39,800.10
Total Liabilities	39,800.10
Equity	
3001.00 · Retained Earnings	188,069.33
3002.00 · Unrestricted Net Assets	169,036.00
Net Income	84,481.78
Total Equity	441,587.11
TOTAL LIABILITIES & EQUITY	481,387.21

EXTENDED TO MARCH 15, 2016

Form **990**

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

2014

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 2014 calendar year, or tax year beginning **AUG 1, 2014** and ending **JUL 31, 2015**

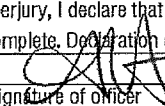
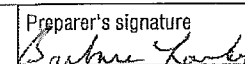
B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization WALDEN THEATRE CORPORATION DBA WALDEN THEATRE/BLUE APPLE PLAYERS		D Employer identification number <div style="background-color: black; width: 100px; height: 15px;"></div>
	Doing business as Number and street (or P.O. box if mail is not delivered to street address) Room/suite 1123 PAYNE STREET		E Telephone number 502-589-0084
	City or town, state or province, country, and ZIP or foreign postal code LOUISVILLE, KY 40204		G Gross receipts \$ 852,719.
	F Name and address of principal officer: ALISON HUFF SAME AS C ABOVE		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.WALDENTHEATRE.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: 1976
M State of legal domicile: KY			

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: DEVELOPING YOUTH AND OUR COMMUNITY THROUGH EXCELLENCE IN THEATRE EDUCATION AND PERFORMANCE.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	26	
	4 Number of independent voting members of the governing body (Part VI, line 1b)	26	
	5 Total number of individuals employed in calendar year 2014 (Part V, line 2a)	9	
	6 Total number of volunteers (estimate if necessary)	250	
	7 a Total unrelated business revenue from Part VIII, column (C), line 12	2,375.	
	b Net unrelated business taxable income from Form 990-T, line 34	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	207,427.	281,617.
	9 Program service revenue (Part VIII, line 2g)	475,400.	542,863.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	125.	102.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	27,229.	26,003.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	710,181.	850,585.
	Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.
14 Benefits paid to or for members (Part IX, column (A), line 4)		0.	0.
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		405,722.	572,249.
16 a Professional fundraising fees (Part IX, column (A), line 11e)		0.	0.
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 71,488.			
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)		297,686.	321,343.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	703,408.	893,592.	
19 Revenue less expenses. Subtract line 18 from line 12	6,773.	-43,007.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	368,106.	396,762.
	21 Total liabilities (Part X, line 26)	30,095.	39,656.
	22 Net assets or fund balances. Subtract line 21 from line 20	338,011.	357,106.

Part II Signature Block

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

Sign Here	Signature of officer 	Date 2/11/14			
	ALISON HUFF, MANAGING DIRECTOR Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name BARBARA A. LASKY	Preparer's signature 	Date 2-9-14	Check if self-employed <input type="checkbox"/>	PTIN <div style="background-color: black; width: 50px; height: 15px;"></div>
	Firm's name ▶ ANDERSON, BRYANT, LASKY & WINSLOW, PSC		Firm's EIN ▶ <div style="background-color: black; width: 50px; height: 15px;"></div>		Phone no. (502) 584-9793
Firm's address ▶ 943 SOUTH FIRST STREET LOUISVILLE, KY 40203					

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

1 Briefly describe the organization's mission:
**DEVELOPING YOUTH AND OUR COMMUNITY THROUGH EXCELLENCE IN THEATRE
EDUCATION AND PERFORMANCE.**

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

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

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

4a (Code: _____) (Expenses \$ 682,775. including grants of \$ _____) (Revenue \$ 540,488.)
**PROVIDES THEATRE EDUCATION TO MORE THAN 48,000 YOUTH AND THEATRE
PERFORMANCES FOR MORE THAN 9,000 AUDIENCE MEMBERS ANNUALLY**

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

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

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

4e Total program service expenses **682,775.**

WALDEN THEATRE CORPORATION
DBA WALDEN THEATRE/BLUE APPLE PLAYERS

Form 990 (2014)

Page 3

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b <i>If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?</i>		

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

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

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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	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
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).			
7a	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. Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?			
9 Sponsoring organizations maintaining donor advised funds.			
9a	Did the sponsoring organization make any taxable distributions under section 4966?		
9b	Did the sponsoring 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		

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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	26		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.			
b Enter the number of voting members included in line 1a, above, who are independent	26		
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?	3		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5		X
6 Did the organization have members or stockholders?	6		X
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		X
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:			
a The governing body?	8a	X	
b Each committee with authority to act on behalf of the governing body?	8b	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9		X

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

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

Section C. Disclosure

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

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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) MARK ROBICH VICE PRESIDENT	1.00	X		X				0.	0.	0.
(2) MICHELE KOCH IMMEDIATE PAST PRESIDENT	1.00	X		X				0.	0.	0.
(3) JOSEPH M. LEGEL TREASURER	1.00	X		X				0.	0.	0.
(4) AMY FITZGERALD SECRETARY	1.00	X		X				0.	0.	0.
(5) BRAD KEETON PRESIDENT	1.00	X		X				0.	0.	0.
(6) J. TANNER WATKINS IMMEDIATE PAST CHAIR (BAP)	1.00	X		X				0.	0.	0.
(7) MARK BAUMAN BOARD MEMBER	1.00	X						0.	0.	0.
(8) DAVID BROWN BOARD MEMBER	1.00	X						0.	0.	0.
(9) PATTY LOESER BOARD MEMBER	1.00	X						0.	0.	0.
(10) CHRISTY HENDERSON BOARD MEMBER	1.00	X						0.	0.	0.
(11) TRACY KAREM BOARD MEMBER	1.00	X						0.	0.	0.
(12) PATTI CLARE BOARD MEMBER	1.00	X						0.	0.	0.
(13) LAURA MEYER BOARD MEMBER	1.00	X						0.	0.	0.
(14) GREG SIMMS BOARD MEMBER	1.00	X						0.	0.	0.
(15) HAL PARK BOARD MEMBER	1.00	X						0.	0.	0.
(16) SHANNON RAGLAND BOARD MEMBER	1.00	X						0.	0.	0.
(17) CARRIE NATH 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) KRISTEN RIDDICK BOARD MEMBER	1.00	X					0.	0.	0.	
(19) DAVID PHILLIPS BOARD MEMBER	1.00	X					0.	0.	0.	
(20) DAVID MORRISON PAST PRESIDENT, WT	1.00	X		X			0.	0.	0.	
(21) JACKSON M. ANDREWS PAST CHAIR, BAP	1.00	X		X			0.	0.	0.	
(22) LEONARD NAPOLITANO BOARD MEMBER	1.00	X					0.	0.	0.	
(23) SUSAN OSMANSKI COHEN BOARD MEMBER	1.00	X					0.	0.	0.	
(24) ROBERT P. STROBO BOARD MEMBER	1.00	X					0.	0.	0.	
(25) JAMES VOYLES BOARD MEMBER	1.00	X					0.	0.	0.	
(26) VICKIE WESLEY BOARD MEMBER	1.00	X					0.	0.	0.	
1b Sub-total							0.	0.	0.	
c Total from continuation sheets to Part VII, Section A							118,506.	0.	0.	
d Total (add lines 1b and 1c)							118,506.	0.	0.	

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

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

Section B. Independent Contractors

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

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

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

SEE PART VII, SECTION A CONTINUATION SHEETS

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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 (check all that apply)						(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			
(27) CHARLES SEXTON ARTISTIC DIRECTOR	40.00			X			65,230.	0.	0.	
(28) ALISON HUFF MANAGING DIRECTOR	40.00			X			53,276.	0.	0.	
Total to Part VII, Section A, line 1c							118,506.			

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Part VIII Statement of Revenue

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

				(A)	(B)	(C)	(D)	
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a						
	b Membership dues	1b						
	c Fundraising events	1c						
	d Related organizations	1d						
	e Government grants (contributions)	1e	31,393.					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	250,224.					
	g Noncash contributions included in lines 1a-1f: \$							
	h Total. Add lines 1a-1f			281,617.				
Program Service Revenue	2 a TUITION	Business Code	611600	387,954.	387,954.			
	b PROGRAM FEES	Business Code	611600	154,909.	152,534.	2,375.		
	c							
	d							
	e							
	f All other program service revenue							
	g Total. Add lines 2a-2f			542,863.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			102.			102.	
	4 Income from investment of tax-exempt bond proceeds							
	5 Royalties							
	6 a Gross rents	(i) Real	(ii) Personal					
		b Less: rental expenses						
		c Rental income or (loss)						
		d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other					
		b Less: cost or other basis and sales expenses						
		c Gain or (loss)						
		d Net gain or (loss)						
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a		5,745.				
		b Less: direct expenses		1,134.				
		c Net income or (loss) from fundraising events			4,611.			4,611.
	9 a Gross income from gaming activities. See Part IV, line 19	a		12,579.				
b Less: direct expenses			1,000.					
c Net income or (loss) from gaming activities				11,579.			11,579.	
10 a Gross sales of inventory, less returns and allowances	a							
	b Less: cost of goods sold							
	c Net income or (loss) from sales of inventory							
Miscellaneous Revenue			Business Code					
11 a MISCELLANEOUS	Business Code	611600		6,953.			6,953.	
	b FACILITY RENTAL	Business Code	611600	2,860.			2,860.	
	c							
	d All other revenue							
e Total. Add lines 11a-11d				9,813.				
12 Total revenue. See instructions.				850,585.	540,488.	2,375.	26,105.	

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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 X

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21				
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	127,290.	73,652.	32,663.	20,975.
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	350,037.	272,369.	52,878.	24,790.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	51,181.	37,102.	9,172.	4,907.
10 Payroll taxes	43,741.	31,708.	7,839.	4,194.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	24,602.		24,602.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
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.)	110,433.	110,433.		
12 Advertising and promotion	8,268.	8,268.		
13 Office expenses	4,799.	3,293.	1,166.	340.
14 Information technology				
15 Royalties				
16 Occupancy	27,057.	24,351.	1,353.	1,353.
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	15,161.	13,645.	758.	758.
23 Insurance	9,914.	6,802.	2,409.	703.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a SUPPLIES AND FIELD TRIP	40,933.	40,933.		
b REPAIRS AND MAINTENANCE	28,405.	25,565.	1,420.	1,420.
c SCHOLARSHIP EXPENSE	26,890.	26,890.		
d OTHER FUNDRAISING EXPEN	11,754.			11,754.
e All other expenses	13,127.	7,764.	5,069.	294.
25 Total functional expenses. Add lines 1 through 24e	893,592.	682,775.	139,329.	71,488.
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)

**WALDEN THEATRE CORPORATION
DBA WALDEN THEATRE/BLUE APPLE PLAYERS**

Form 990 (2014)

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Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	140,119.	1	199,392.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	43,742.	4	17,401.
	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	12,719.	9	8,418.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	443,035.		
	b Less: accumulated depreciation	271,984.		
	11 Investments - publicly traded securities		10c	171,051.
	12 Investments - other securities. See Part IV, line 11		11	
	13 Investments - program-related. See Part IV, line 11		12	
	14 Intangible assets		13	
	15 Other assets. See Part IV, line 11	0.	14	500.
16 Total assets. Add lines 1 through 15 (must equal line 34)	368,106.	15	396,762.	
Liabilities	17 Accounts payable and accrued expenses	16,520.	16	23,302.
	18 Grants payable		17	
	19 Deferred revenue	13,575.	18	16,354.
	20 Tax-exempt bond liabilities		19	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		20	
	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		21	
	23 Secured mortgages and notes payable to unrelated third parties		22	
	24 Unsecured notes and loans payable to unrelated third parties		23	
	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		24	
	26 Total liabilities. Add lines 17 through 25	30,095.	25	39,656.
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	338,011.	26	39,656.
	28 Temporarily restricted net assets		27	357,106.
	29 Permanently restricted net assets		28	
	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		29	
	31 Paid-in or capital surplus, or land, building, or equipment fund		30	
	32 Retained earnings, endowment, accumulated income, or other funds		31	
33 Total net assets or fund balances	338,011.	32	357,106.	
34 Total liabilities and net assets/fund balances	368,106.	33	396,762.	

Form **990** (2014)

WALDEN THEATRE CORPORATION
DBA WALDEN THEATRE/BLUE APPLE PLAYERS

Form 990 (2014)

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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	850,585.
2	Total expenses (must equal Part IX, column (A), line 25)	2	893,592.
3	Revenue less expenses. Subtract line 2 from line 1	3	-43,007.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	338,011.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	62,102.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	357,106.

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
b 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	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	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
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form 990 (2014)

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2014

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

▶ Attach to Form 990 or Form 990-EZ.

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

Name of the organization **WALDEN THEATRE CORPORATION**
DBA WALDEN THEATRE/BLUE APPLE PLAYERS Employer identification number

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

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

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization listed in your governing document?		(v) Amount of monetary support (see Instructions)	(vi) Amount of other support (see Instructions)
			Yes	No		
Total						

WALDEN THEATRE CORPORATION

Schedule A (Form 990 or 990-EZ) 2014 DBA WALDEN THEATRE/BLUE APPLE PLAYERS

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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	107,459.	177,411.	206,923.	207,427.	281,618.	980,838.
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	107,459.	177,411.	206,923.	207,427.	281,618.	980,838.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						980,838.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
7 Amounts from line 4	107,459.	177,411.	206,923.	207,427.	281,618.	980,838.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	3,153.	2,705.	2,800.	4,771.	2,962.	16,391.
9 Net income from unrelated business activities, whether or not the business is regularly carried on	2,005.	2,200.	2,548.			6,753.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)				7,032.	6,952.	13,984.
11 Total support. Add lines 7 through 10						1,017,966.
12 Gross receipts from related activities, etc. (see instructions)					12 2,339,464.	
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 2014 (line 6, column (f) divided by line 11, column (f))	14	96.35 %
15 Public support percentage from 2013 Schedule A, Part II, line 14	15	96.04 %
16a 33 1/3% support test - 2014. 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 - 2013. 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 - 2014. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<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"/>

Schedule A (Form 990 or 990-EZ) 2014

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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(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) 2010	(b) 2011	(c) 2012	(d) 2013	(e) 2014	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2014 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2013 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2014 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2013 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2014. 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 - 2013. 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 ►

WALDEN THEATRE CORPORATION

Part IV Supporting Organizations

(Complete only if you checked a box on line 11 of Part I. If you checked 11a of Part I, complete Sections A and B. If you checked 11b of Part I, complete Sections A and C. If you checked 11c of Part I, complete Sections A, D, and E. If you checked 11d of Part I, complete Sections A and D, and complete Part V.)

Section A. All Supporting Organizations

	Yes	No
1 Are all of the organization's supported organizations listed by name in the organization's governing documents? If "No" describe in Part VI how the supported organizations are designated. If designated by class or purpose, describe the designation. If historic and continuing relationship, explain.		
2 Did the organization have any supported organization that does not have an IRS determination of status under section 509(a)(1) or (2)? If "Yes," explain in Part VI how the organization determined that the supported organization was described in section 509(a)(1) or (2).		
3a Did the organization have a supported organization described in section 501(c)(4), (5), or (6)? If "Yes," answer (b) and (c) below.		
b Did the organization confirm that each supported organization qualified under section 501(c)(4), (5), or (6) and satisfied the public support tests under section 509(a)(2)? If "Yes," describe in Part VI when and how the organization made the determination.		
c Did the organization ensure that all support to such organizations was used exclusively for section 170(c)(2)(B) purposes? If "Yes," explain in Part VI what controls the organization put in place to ensure such use.		
4a Was any supported organization not organized in the United States ("foreign supported organization")? If "Yes" and if you checked 11a or 11b in Part I, answer (b) and (c) below.		
b Did the organization have ultimate control and discretion in deciding whether to make grants to the foreign supported organization? If "Yes," describe in Part VI how the organization had such control and discretion despite being controlled or supervised by or in connection with its supported organizations.		
c Did the organization support any foreign supported organization that does not have an IRS determination under sections 501(c)(3) and 509(a)(1) or (2)? If "Yes," explain in Part VI what controls the organization used to ensure that all support to the foreign supported organization was used exclusively for section 170(c)(2)(B) purposes.		
5a Did the organization add, substitute, or remove any supported organizations during the tax year? If "Yes," answer (b) and (c) below (if applicable). Also, provide detail in Part VI , including (i) the names and EIN numbers of the supported organizations added, substituted, or removed, (ii) the reasons for each such action, (iii) the authority under the organization's organizing document authorizing such action, and (iv) how the action was accomplished (such as by amendment to the organizing document).		
b Type I or Type II only. Was any added or substituted supported organization part of a class already designated in the organization's organizing document?		
c Substitutions only. Was the substitution the result of an event beyond the organization's control?		
6 Did the organization provide support (whether in the form of grants or the provision of services or facilities) to anyone other than (a) its supported organizations; (b) individuals that are part of the charitable class benefited by one or more of its supported organizations; or (c) other supporting organizations that also support or benefit one or more of the filing organization's supported organizations? If "Yes," provide detail in Part VI .		
7 Did the organization provide a grant, loan, compensation, or other similar payment to a substantial contributor (defined in IRC 4958(c)(3)(C)), a family member of a substantial contributor, or a 35-percent controlled entity with regard to a substantial contributor? If "Yes," complete Part I of Schedule L (Form 990).		
8 Did the organization make a loan to a disqualified person (as defined in section 4958) not described in line 7? If "Yes," complete Part I of Schedule L (Form 990).		
9a Was the organization controlled directly or indirectly at any time during the tax year by one or more disqualified persons as defined in section 4946 (other than foundation managers and organizations described in section 509(a)(1) or (2))? If "Yes," provide detail in Part VI .		
b Did one or more disqualified persons (as defined in line 9(a)) hold a controlling interest in any entity in which the supporting organization had an interest? If "Yes," provide detail in Part VI .		
c Did a disqualified person (as defined in line 9(a)) have an ownership interest in, or derive any personal benefit from, assets in which the supporting organization also had an interest? If "Yes," provide detail in Part VI .		
10a Was the organization subject to the excess business holdings rules of IRC 4943 because of IRC 4943(f) (regarding certain Type II supporting organizations, and all Type III non-functionally integrated supporting organizations)? If "Yes," answer (b) below.		
b Did the organization have any excess business holdings in the tax year? (Use Schedule C, Form 4720, to determine whether the organization had excess business holdings.)		

WALDEN THEATRE CORPORATION

Part IV Supporting Organizations (continued)

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

Section B. Type I Supporting Organizations

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

Section C. Type II Supporting Organizations

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

Section D. Type III Supporting Organizations

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

Section E. Type III Functionally-Integrated Supporting Organizations

- 1** Check the box next to the method that the organization used to satisfy the Integral Part Test during the year (see instructions):
- a** The organization satisfied the Activities Test. Complete line 2 below.
- b** The organization is the parent of each of its supported organizations. Complete line 3 below.
- c** The organization supported a governmental entity. Describe in Part VI how you supported a government entity (see instructions).

2 Activities Test. Answer (a) and (b) below.

	Yes	No
a Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.		
b Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.		
3 Parent of Supported Organizations. Answer (a) and (b) below.		
a Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.		
b Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.		

WALDEN THEATRE CORPORATION

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

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

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

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

Section C - Distributable Amount			Current Year
1	Adjusted net income for prior year (from Section A, line 8, Column A)	1	
2	Enter 85% of line 1	2	
3	Minimum asset amount for prior year (from Section B, line 8, Column A)	3	
4	Enter greater of line 2 or line 3	4	
5	Income tax imposed in prior year	5	
6	Distributable Amount. Subtract line 5 from line 4, unless subject to emergency temporary reduction (see instructions)	6	

7 Check here if the current year is the organization's first as a non-functionally-integrated Type III supporting organization (see instructions).

WALDEN THEATRE CORPORATION

Schedule A (Form 990 or 990-EZ) 2014 DBA WALDEN THEATRE/BLUE APPLE PLAYERS

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

Section D - Distributions	Current Year
1 Amounts paid to supported organizations to accomplish exempt purposes	
2 Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3 Administrative expenses paid to accomplish exempt purposes of supported organizations	
4 Amounts paid to acquire exempt-use assets	
5 Qualified set-aside amounts (prior IRS approval required)	
6 Other distributions (describe in Part VI). See instructions.	
7 Total annual distributions. Add lines 1 through 6.	
8 Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9 Distributable amount for 2014 from Section C, line 6	
10 Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)	(i) Excess Distributions	(ii) Underdistributions Pre-2014	(iii) Distributable Amount for 2014
1 Distributable amount for 2014 from Section C, line 6			
2 Underdistributions, if any, for years prior to 2014 (reasonable cause required-see instructions)			
3 Excess distributions carryover, if any, to 2014:			
a			
b			
c			
d			
e From 2013			
f Total of lines 3a through e			
g Applied to underdistributions of prior years			
h Applied to 2014 distributable amount			
i Carryover from 2009 not applied (see instructions)			
j Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4 Distributions for 2014 from Section D, line 7: \$			
a Applied to underdistributions of prior years			
b Applied to 2014 distributable amount			
c Remainder. Subtract lines 4a and 4b from 4.			
5 Remaining underdistributions for years prior to 2014, if any. Subtract lines 3g and 4a from line 2 (if amount greater than zero, see instructions).			
6 Remaining underdistributions for 2014. Subtract lines 3h and 4b from line 1 (if amount greater than zero, see instructions).			
7 Excess distributions carryover to 2015. Add lines 3j and 4c.			
8 Breakdown of line 7:			
a			
b			
c			
d Excess from 2013			
e Excess from 2014			

Schedule A (Form 990 or 990-EZ) 2014

WALDEN THEATRE CORPORATION



Part VI Supplemental information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12.

Also complete this part for any additional information. (See instructions).

Lined area for supplemental information.

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

2014

Name of the organization

WALDEN THEATRE CORPORATION
DBA WALDEN THEATRE/BLUE APPLE PLAYERS

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, contributions totaling \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

- For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling \$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) (2014)

Name of organization WALDEN THEATRE CORPORATION DBA WALDEN THEATRE/BLUE APPLE PLAYERS	Employer identification number [REDACTED]
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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	FUND FOR THE ARTS 623 WEST MAIN STREET LOUISVILLE, KY 40202	\$ 101,410.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	KENTUCKY ARTS COUNCIL 500 MERO STREET LOUISVILLE, KY 40601	\$ 19,493.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	LOUISVILLE METRO GOVERNMENT 611 W JEFFERSON ST. LOUISVILLE, KY 40202	\$ 11,900.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	YUM BRANDS 1900 COLONEL SANDERS LANE LOUISVILLE, KY 40213	\$ 11,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5	SANDRA FRAZIER 1293 CHEROKEE RD. LOUISVILLE, KY 40204	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6	GHEENS FOUNDATION, INC. 401 WEST MAIN STREET #705 LOUISVILLE, KY 40202	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization WALDEN THEATRE CORPORATION DBA WALDEN THEATRE/BLUE APPLE PLAYERS	Employer identification number <div style="background-color: black; width: 100px; height: 15px;"></div>
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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	SEACHANGE CAPITAL PARTNERS <hr/> 1385 BROADWAY, 23RD FLOOR <hr/> NEW YORK, NY 10018	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8	SHUBERT FOUNDATION <hr/> 234 WEST 44TH STREET <hr/> NEW YORK, NY 10036	\$ 35,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
	<hr/> <hr/> <hr/>	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization WALDEN THEATRE CORPORATION DBA WALDEN THEATRE/BLUE APPLE PLAYERS	Employer identification number <div style="background-color: black; width: 100px; height: 15px; margin-top: 5px;"></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
WALDEN THEATRE CORPORATION
DBA WALDEN THEATRE/BLUE APPLE PLAYERS

Employer identification number
XXXXXXXXXX

Part III Exclusively religious, charitable, etc., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than \$1,000 for the year from any one contributor. 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 info. 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	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
_____		_____	
_____		_____	
_____		_____	
_____	_____	_____	_____
	_____	_____	_____
	_____	_____	_____
(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.

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

OMB No. 1545-0047

2014

Open to Public Inspection

Name of the organization **WALDEN THEATRE CORPORATION**
DBA WALDEN THEATRE/BLUE APPLE PLAYERS Employer identification number [REDACTED]

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

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

- Purpose(s) of conservation easements held by the organization (check all that apply).
 Preservation of land for public use (e.g., recreation or education) Preservation of a historically important land area
 Protection of natural habitat Preservation of a certified historic structure
 Preservation of open space
- Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d
- Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____
- Number of states where property subject to conservation easement is located ▶ _____
- Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
- Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____
- Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____
- Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?
- 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.

- 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.
- 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:
 - Revenue included in Form 990, Part VIII, line 1
 - Assets included in Form 990, Part X
- If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:
 - Revenue included in Form 990, Part VIII, line 1
 - 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, for escrow or custodial account liability? Yes No

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

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

4 Describe in Part 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		10,000.		10,000.
b Buildings		225,968.	98,426.	127,542.
c Leasehold improvements				
d Equipment		207,067.	173,558.	33,509.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.)				171,051.

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)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	

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

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

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

1	Total revenue, gains, and other support per audited financial statements		1	850,585.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d	2e		0.
3	Subtract line 2e from line 1		3	850,585.
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	850,585.

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	893,592.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d	2e		0.
3	Subtract line 2e from line 1		3	893,592.
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	893,592.

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:

MANAGEMENT HAS CONCLUDED THAT ANY TAX POSITIONS THAT WOULD NOT MEET THE MORE-LIKELY-THAN-NOT CRITERION OFFASB ASC 740-10 WOULD BE IMMATERIAL TO THE FINANCIAL STATEMENTS TAKEN AS A WHOLE. ACCORDINGLY, THE ACCOMPANYING FINANCIAL STATEMENTS DO NOT INCLUDE ANY PROVISION FOR UNCERTAIN TAX POSITIONS, AND NO RELATED INTEREST OR PENALTIES HAVE BEEN RECORDED IN THE STATEMENT OF ACTIVITIES OR ACCRUED IN THE STATEMENT OF FINANCIAL POSITION. FEDERAL AND STATE TAX RETURNS OF THE ENTITY ARE GENERALLY OPEN TO EXAMINATION BY THE RELEVANT TAXING AUTHORITIES FOR A PERIOD OF THREE YEARS FROM THE DATE THE RETURNS ARE FILED.



Part XIII Supplemental Information *(continued)*

Lined area for supplemental information.

SCHEDULE G
(Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities
Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.

OMB No. 1545-0047

2014

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization **WALDEN THEATRE CORPORATION** Employer identification number [REDACTED]
DBA WALDEN THEATRE/BLUE APPLE PLAYERS

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

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

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

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

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

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

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

WALDEN THEATRE CORPORATION

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 (add col. (a) through col. (c))
		MISCELLANEOUS FUNDRAISER (event type)	(event type)	NONE (total number)	
Revenue	1	Gross receipts	5,745.		5,745.
	2	Less: Contributions			
	3	Gross income (line 1 minus line 2)	5,745.		5,745.
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs			
	7	Food and beverages			
	8	Entertainment			
	9	Other direct expenses	1,134.		1,134.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			1,134.
	11	Net income summary. Subtract line 10 from line 3, column (d)			4,611.

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))
		1	Gross revenue		
Direct Expenses	2	Cash prizes		1,000.	1,000.
	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 checked="" type="checkbox"/> No
7	Direct expense summary. Add lines 2 through 5 in column (d)				1,000.
8	Net gaming income summary. Subtract line 7 from line 1, column (d)				11,579.

9 Enter the state(s) in which the organization conducts gaming activities: KY

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

b If "No," explain: _____

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

b If "Yes," explain: _____

WALDEN THEATRE CORPORATION

Schedule G (Form 990 or 990-EZ) 2014 DBA WALDEN THEATRE/BLUE APPLE PLAYERS

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

a The organization's facility	13a		%
b An outside facility	13b		%
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ DONNA ADAMS

Address ▶ 1123 PAYNE ST - LOUISVILLE, KY 40204

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____.

c If "Yes," enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

17 Mandatory distributions:

- a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No
- b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ 12,078.

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

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2014

Open to Public
Inspection

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

Name of the organization **WALDEN THEATRE CORPORATION**
DBA WALDEN THEATRE/BLUE APPLE PLAYERS Employer identification number [REDACTED]

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

THE MANAGING DIRECTOR, BUSINESS ADMINISTRATOR AND BOARD TREASURER REVIEW
FORM 990 PRIOR TO FILING.

FORM 990, PART VI, SECTION C, LINE 18:

THE 990 IS MADE AVAILABLE UPON REQUEST, AND THROUGH GUIDESTAR.ORG.

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

GOVERNING DOCUMENTS AND FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST.

FORM 990, PART IX, LINE 11G, OTHER FEES:

INSTRUCTION: OUTREACH:

PROGRAM SERVICE EXPENSES	21,420.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	21,420.

PRODUCTIONS: DIRECTING/DESIGN:

PROGRAM SERVICE EXPENSES	18,050.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	18,050.

INSTRUCTION: SUMMER:

PROGRAM SERVICE EXPENSES	12,649.
MANAGEMENT AND GENERAL EXPENSES	0.

Name of the organization **WALDEN THEATRE CORPORATION**
DBA WALDEN THEATRE/BLUE APPLE PLAYERS Employer identification number

FUNDRAISING EXPENSES **0.**

TOTAL EXPENSES **12,649.**

PRODUCTIONS: PERFORMANCE:

PROGRAM SERVICE EXPENSES **14,855.**

MANAGEMENT AND GENERAL EXPENSES **0.**

FUNDRAISING EXPENSES **0.**

TOTAL EXPENSES **14,855.**

ADMINISTRATION:

PROGRAM SERVICE EXPENSES **2,373.**

MANAGEMENT AND GENERAL EXPENSES **0.**

FUNDRAISING EXPENSES **0.**

TOTAL EXPENSES **2,373.**

SLANT CULTURE FESTIVAL:

PROGRAM SERVICE EXPENSES **13,725.**

MANAGEMENT AND GENERAL EXPENSES **0.**

FUNDRAISING EXPENSES **0.**

TOTAL EXPENSES **13,725.**

INSTRUCTION: CONSERVATORY:

PROGRAM SERVICE EXPENSES **16,739.**

MANAGEMENT AND GENERAL EXPENSES **0.**

FUNDRAISING EXPENSES **0.**

TOTAL EXPENSES **16,739.**

PRODUCTIONS: SHOP:

432212
08-27-14

Name of the organization	WALDEN THEATRE CORPORATION DBA WALDEN THEATRE/BLUE APPLE PLAYERS	Employer identification number	[REDACTED]
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PROGRAM SERVICE EXPENSES 10,622.

MANAGEMENT AND GENERAL EXPENSES 0.

FUNDRAISING EXPENSES 0.

TOTAL EXPENSES 10,622.

TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A 110,433.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

MERGER OF BLUE APPLE PLAYERS 62,102.

FORM 990, PART XII, LINE 2C:

THE PROCESS HAS NOT CHANGED SINCE THE PREVIOUS YEAR'S FILING.

TAX RETURN FILING INSTRUCTIONS

FORM 990-T

FOR THE YEAR ENDING

..... July 31, 2015

Prepared for	Walden Theatre Corporation DBA Walden Theatre/Blue Apple Players 1123 Payne Street Louisville, KY 40204
Prepared by	Anderson, Bryant, Lasky & Winslow, PSC 943 South First Street Louisville, KY 40203
Amount due or refund	No amount is due.
Make check payable to	No amount is due.
Mail tax return and check (if applicable) to	Department of the Treasury Internal Revenue Service Center Ogden, UT 84201-0027
Return must be mailed on or before	June 15, 2016
Special Instructions	The return should be signed and dated.

Exempt Organization Business Income Tax Return

(and proxy tax under section 6033(e))

OMB No. 1545-0687

For calendar year 2014 or other tax year beginning AUG 1, 2014, and ending JUL 31, 2015.

2014

Department of the Treasury
Internal Revenue Service

▶ Information about Form 990-T and its instructions is available at www.irs.gov/form990t.
▶ Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

Open to Public Inspection for
501(c)(3) Organizations Only

A <input type="checkbox"/> Check box if address changed B Exempt under section <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a)	Print or Type	Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.) WALDEN THEATRE CORPORATION DBA WALDEN THEATRE/BLUE APPLE PLAYERS Number, street, and room or suite no. If a P.O. box, see instructions. 1123 PAYNE STREET City or town, state or province, country, and ZIP or foreign postal code LOUISVILLE, KY 40204	D Employer identification number (Employees' trust, see instructions.) <div style="background-color: black; width: 100px; height: 20px;"></div> E Unrelated business activity codes (See instructions.) 541800
---	---------------------	---	--

C Book value of all assets at end of year: **396,762.**

F Group exemption number (See instructions.)

G Check organization type: 501(c) corporation 501(c) trust 401(a) trust Other trust

H Describe the organization's primary unrelated business activity. **SEE STATEMENT 1**

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No
If "Yes," enter the name and identifying number of the parent corporation.

J The books are in care of **ORGANIZATION** Telephone number **502-589-0084**

Part I Unrelated Trade or Business Income	(A) Income	(B) Expenses	(C) Net
1 a Gross receipts or sales			
b Less returns and allowances			
c Balance			
2 Cost of goods sold (Schedule A, line 7)			
3 Gross profit. Subtract line 2 from line 1c			
4 a Capital gain net income (attach Schedule D)			
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)			
c Capital loss deduction for trusts			
5 Income (loss) from partnerships and S corporations (attach statement)			
6 Rent income (Schedule C)			
7 Unrelated debt-financed income (Schedule E)			
8 Interest, annuities, royalties, and rents from controlled organizations (Sch. F)			
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)			
10 Exploited exempt activity income (Schedule I)			
11 Advertising income (Schedule J)	2,375.		2,375.
12 Other income (See instructions; attach schedule)			
13 Total. Combine lines 3 through 12	2,375.		2,375.

Part II Deductions Not Taken Elsewhere (See instructions for limitations on deductions.)
(Except for contributions, deductions must be directly connected with the unrelated business income.)

14 Compensation of officers, directors, and trustees (Schedule K)	14	
15 Salaries and wages	15	
16 Repairs and maintenance	16	
17 Bad debts	17	
18 Interest (attach schedule)	18	
19 Taxes and licenses	19	
20 Charitable contributions (See instructions for limitation rules)	20	
21 Depreciation (attach Form 4562)	21	
22 Less depreciation claimed on Schedule A and elsewhere on return	22a	22b
23 Depletion	23	
24 Contributions to deferred compensation plans	24	
25 Employee benefit programs	25	
26 Excess exempt expenses (Schedule I)	26	
27 Excess readership costs (Schedule J)	27	2,375.
28 Other deductions (attach schedule)	28	
29 Total deductions. Add lines 14 through 28	29	2,375.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30	0.
31 Net operating loss deduction (limited to the amount on line 30)	31	
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32	0.
33 Specific deduction (Generally \$1,000, but see line 33 instructions for exceptions)	33	1,000.
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	34	0.

WALDEN THEATRE CORPORATION
DBA WALDEN THEATRE/BLUE APPLE PLAYERS

Form 990-T (2014)

Page 2

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation.
Controlled group members (sections 1561 and 1563) check here See instructions and:

a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):
(1) \$ _____ **(2)** \$ _____ **(3)** \$ _____

b Enter organization's share of: **(1)** Additional 5% tax (not more than \$11,750) \$ _____
(2) Additional 3% tax (not more than \$100,000) \$ _____

c Income tax on the amount on line 34 **35c** 0.

36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from:
 Tax rate schedule or Schedule D (Form 1041) **36**

37 Proxy tax. See instructions **37**

38 Alternative minimum tax **38**

39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies **39** 0.

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) **40a**

b Other credits (see instructions) **40b**

c General business credit. Attach Form 3800 **40c**

d Credit for prior year minimum tax (attach Form 8801 or 8827) **40d**

e Total credits. Add lines 40a through 40d **40e**

41 Subtract line 40e from line 39 **41** 0.

42 Other taxes. Check if from: Form 4255 Form 8611 Form 8697 Form 8866 Other (attach schedule) **42**

43 Total tax. Add lines 41 and 42 **43** 0.

44a Payments: A 2013 overpayment credited to 2014 **44a**

b 2014 estimated tax payments **44b**

c Tax deposited with Form 8868 **44c**

d Foreign organizations: Tax paid or withheld at source (see instructions) **44d**

e Backup withholding (see instructions) **44e**

f Credit for small employer health insurance premiums (Attach Form 8941) **44f**

g Other credits and payments: Form 2439 Form 4136 Other _____ Total **44g**

45 Total payments. Add lines 44a through 44g **45**

46 Estimated tax penalty (see instructions). Check if Form 2220 is attached **46**

47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed **47** 0.

48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid **48** 0.

49 Enter the amount of line 48 you want: **Credited to 2015 estimated tax** **49** **Refunded**

Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2014 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form FinCEN Form 114, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here _____ **Yes** **No**

2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file. _____ **Yes** **No**

3 Enter the amount of tax-exempt interest received or accrued during the tax year **\$** _____ **Yes** **No**

Schedule A - Cost of Goods Sold. Enter method of inventory valuation **N/A**

1 Inventory at beginning of year **1**

2 Purchases **2**

3 Cost of labor **3**

4a Additional section 263A costs (att. schedule) **4a**

b Other costs (attach schedule) **4b**

5 Total. Add lines 1 through 4b **5**

6 Inventory at end of year **6**

7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2 **7**

8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? **Yes** **No**

Sign Here

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 taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer _____ Date _____ Title **MANAGING DIRECTOR**

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

Paid Preparer Use Only

Print/Type preparer's name **BARBARA A. LASKY**

Preparer's signature _____ Date _____ Check if self-employed PTIN _____

Firm's name **ANDERSON, BRYANT, LASKY & WINSLOW, PSC** Firm's EIN _____

Firm's address **943 SOUTH FIRST STREET**
LOUISVILLE, KY 40203 Phone no. **(502) 584-9793**

423711 01-13-15

Form 990-T (2014)

WALDEN THEATRE CORPORATION

Form 990-T (2014) DBA WALDEN THEATRE/BLUE APPLE PLAYERS

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property) (see instructions)

1. Description of property

(1)			
(2)			
(3)			
(4)			
2. Rent received or accrued		3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)	
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)		
(1)			
(2)			
(3)			
(4)			
Total	0.	Total	0.
(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A)		0.	(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) ... 0.

Schedule E - Unrelated Debt-Financed Income (see instructions)

1. Description of debt-financed property	2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property		
		(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)	
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
Totals			0.	0.
Total dividends-received deductions included in column 8			0.	0.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					
Nonexempt Controlled Organizations					
7. Taxable Income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10	
(1)					
(2)					
(3)					
(4)					
Totals			Add columns 5 and 10. Enter here and on page 1, Part I, line 8, column (A). 0.	Add columns 6 and 11. Enter here and on page 1, Part I, line 8, column (B). 0.	

WALDEN THEATRE CORPORATION

Form 990-T (2014) DBA WALDEN THEATRE/BLUE APPLE PLAYERS

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization

(see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals	0.			0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income

(see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals	0.	0.				0.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1) WALDEN THEATRE						
(2) PROGRAM	2,375.	0.		0.	3,329.	
(3)						
(4)						
Totals (carry to Part II, line (5))	2,375.	0.	2,375.		3,329.	2,375.

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals from Part I	2,375.	0.				2,375.
Totals, Part II (lines 1-5)	2,375.	0.				2,375.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14			0.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

▶ **File a separate application for each return.**
▶ **Information about Form 8868 and its instructions is at www.irs.gov/form8868.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

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

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

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

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

		Enter filer's identifying number
Type or print	Name of exempt organization or other filer, see instructions. WALDEN THEATRE CORPORATION DBA WALDEN THEATRE/BLUE APPLE PLAYERS	Employer identification number (EIN) or <div style="background-color: black; width: 100px; height: 15px;"></div>
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 1123 PAYNE STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOUISVILLE, KY 40204	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720 (other than individual)	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

ORGANIZATION

- The books are in the care of ▶ **1123 PAYNE STREET - LOUISVILLE, KY 40204**
Telephone No. ▶ **502-589-0084** Fax No. ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **MARCH 15, 2016**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ calendar year _____ or
▶ tax year beginning **AUG 1, 2014**, and ending **JUL 31, 2015**.

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

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

Caution. If you are going to make an electronic funds withdrawal (direct debit) with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.



COMMONWEALTH OF KENTUCKY
ALISON LUNDERGAN GRIMES, SECRETARY OF STATE

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

Division of Business Filings Business Filings PO Box 718 Frankfort, KY 40602 (502) 564-3490 www.sos.ky.gov	Articles of Amendment (Domestic Nonprofit Corporation)	NPA
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Pursuant to the provisions of KRS 14A and KRS Chapter 273, the undersigned applies to amend articles and, for that purpose, submits the following statements:

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

Walden Theatre Corporation

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

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

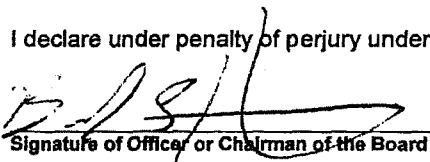
3. The date of adoption of each amendment was September 21, 2015

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

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

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

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


Signature of Officer or Chairman of the Board

Brad Keeton
Printed Name

President
Title

7-12-16
Date

ATTACHMENT "A"

ARTICLE 1

Name

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

RECEIVED & FILED

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FILED
CLERK
COURT
Ann Clary

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WALDEN THEATRE CORPORATION
#69447.91st.

623493

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

WALDEN THEATRE CORPORATION

By *Rebecca J. Schupbach*
Rebecca Schupbach, President

Date: 11/29/90

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

ARTICLE I

Name

The name of the corporation shall be Walden Theatre Corporation.

ARTICLE II

Duration

The duration of the corporation shall be perpetual.

ARTICLE III

Purpose

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

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

ARTICLE IV

Principal Office

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

ARTICLE V

Powers

The corporation is empowered:

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

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

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

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

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

ARTICLE VI

Operations of the Corporation

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

ARTICLE VII

Internal Affairs

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

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

ARTICLE VIII

Members; Board of Directors

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

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

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

ARTICLE IX

Dissolution of the Corporation

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

ARTICLE X

Limitation of Director Liability

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

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

ARTICLE XI

Indemnification

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

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

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Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DRENEILL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

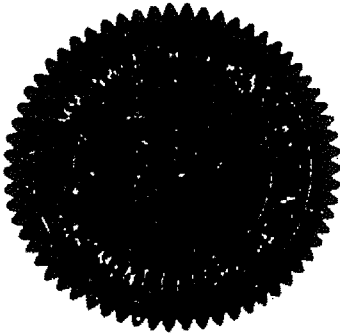
CERTIFICATE OF INCORPORATION OF NON-STOCK, NON-PROFIT CORPORATION

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

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

NANCY N. SIXTON
NAME
504 BELLEWOOD ROAD
ANCHORAGE, KENTUCKY
CITY STATE

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



Issued this **30TH** day of **APRIL**, 19 **76**,
at Frankfort, Kentucky.

Dreneill R. Davis

SECRETARY OF STATE

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

CR 30 2 20

David R. Davis
SECRETARY OF STATE
DD

ARTICLES OF INCORPORATION
OF
WALDEN THEATRE CORPORATION

The undersigned, acting as sole incorporator of a nonstock, nonprofit corporation under the provisions of Chapter 271 of the Kentucky Revised Statutes, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation shall be Walden Theatre Corporation.

ARTICLE II

DURATION

The period of duration of this corporation shall be perpetual.

18133

ARTICLE III

PURPOSE

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

ARTICLE IV

POWERS

a. The corporation shall have and may exercise any and all powers set forth in Chapter 271 of the Kentucky Revised Statutes which are necessary, suitable and proper for the attainment of its foregoing purposes.

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

purpose all other powers given to nonprofit corporations under the provisions of Chapter 271 of the Kentucky Revised Statutes.

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

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

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

ARTICLE V

REGULATION OF AFFAIRS

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

ARTICLE VI

BOARD OF DIRECTORS

a. There shall be no members of the corporation.

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

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

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

1. Nancy N. Sexton, 904 Bellewood Road, Anchorage, Kentucky 40223; Producer-Director, Walden Theatre;
2. Edward F. Vermillion, 12306 Mistletoe Road, Anchorage, Kentucky 40223; Headmaster, Walden School; and
3. John G. Carroll, Kentucky Home Life Building, Louisville, Kentucky 40202, appointed.

ARTICLE VII

REGISTERED OFFICE AND AGENT

The registered office of the corporation shall be 904 Bellewood Road, Anchorage, Kentucky 40223, and the registered agent of the corporation shall be Nancy N. Sexton, 904 Bellewood Road, Anchorage, Kentucky 40223.

ARTICLE VIII

AMENDMENTS

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

ARTICLE IX

INCORPORATOR

The sole incorporator of the corporation is Nancy N. Sexton, 904 Bellewood Road, Anchorage, Kentucky 40223.

ARTICLE X

DISSOLUTION

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

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

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

Rancy N. Sexton
RANCY N. SEXTON

STATE OF KENTUCKY)
) SS:
COUNTY OF JEFFERSON)

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

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

My Commission Expires: Sept. 17, 1978

Jack H. Carroll
Notary Public, My Subst. Exp. 9/17/78

THIS INSTRUMENT PREPARED BY:

Jack H. Carroll
JACK H. CARROLL
Attorney at Law
209 Kentucky Trust Bldg. Building
Eastw. Hill, Louisville, KY 40202
262-1063

Request for Taxpayer Identification Number and Certification

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

Name (as shown on your income tax return)
Commonwealth Theatre Center Inc.

Business name/disregarded entity name, if different from above

Check appropriate box for federal tax classification:
 Individual/sole proprietor C Corporation S Corporation Partnership Trust/estate
 Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ _____
 Other (see instructions) ▶ _____

Exemptions (see instructions):
Exempt payee code (if any) _____
Exemption from FATCA reporting code (if any) _____

Address (number, street, and apt. or suite no.)
1123 Payne St
City, state, and ZIP code
Louisville, KY 40204

Requester's name and address (optional)

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 the "Name" line to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

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

Social security number

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 **Donna Adams** Digitally signed by Donna Adams
DN: cn=Donna Adams, o=Commonwealth Theatre Center Inc., ou=Business
Administrator, email=donna@commonwealththeatre.org, c=US
Date: 2016.08.25 10:07:33 -0400 Date ▶ **8/1/2016**

General Instructions

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

Future developments. The IRS has created a page on IRS.gov for information about Form W-9, at www.irs.gov/w9. Information about any future developments affecting Form W-9 (such as legislation enacted after we release it) will be posted on that page.

Purpose of Form

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

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

- 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

4. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct.

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

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

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

Special rules for partnerships. Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax under section 1446 on any foreign partners' share of effectively connected taxable income from such business. Further, in certain cases where a Form W-9 has not been received, the rules under section 1446 require a partnership to presume that a partner is a foreign person, and pay the section 1446 withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid section 1446 withholding on your share of partnership income.

Teacher Evaluation

Commonwealth Theatre Center: The Boy Who Cried Wolf

Thank You! This information helps us continue to improve our programs and ensure that they support student learning and your work in the classroom.

***1. Was the performance of The Boy Who Cried Wolf a good use of school day time?**

Yes

No

If no, please share with us your reason to help us improve.

***2. Following the educational musical, The Boy Who Cried Wolf, did you notice: (please check all that apply)**

New curiosity among students about the arts, or other related topics?

Energized classroom discussion about topics in the musical?

Tell us about it! (Optional)

***3. Do you feel the program helped you with your Academic Standards, or other required learning goals?**

Yes

No

Please explain

***4. If you received the Lesson Plan did you find it helpful?**

Yes

No

I did not receive the lesson plan

5. Please share with us some examples of ways you feel this program made a positive difference to students.

6. Teacher Name and Grades you teach

Teacher Name and Grades you teach

7. Best way to contact you

Best way to contact you

8. School Name and Location

School Name and Location

Done

Powered by **SurveyMonkey**

**FINANCIAL STATEMENTS AND
INDEPENDENT AUDITOR'S REPORT**

**WALDEN THEATRE CORPORATION DBA
WALDEN THEATRE/BLUE APPLE PLAYERS**

JULY 31, 2015 AND 2014

CONTENTS

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of
Walden Theatre Corporation dba Walden Theatre/Blue Apple Players
Louisville, KY

We have audited the accompanying financial statements of Walden Theatre Corporation dba Walden Theatre/Blue Apple Players (the Theatre)(a not-for-profit organization) which comprise the statements of financial position as of July 31, 2015 and 2014, and the related statements of activities, functional expenses and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

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 audits to obtain reasonable assurance about whether the financial statements are free of material misstatement.

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

of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Walden Theatre Corporation dba Walden Theatre/Blue Apple Players as of July 31, 2015 and 2014, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Anderson, Bryant, Lecky + Winkler, P.S.C.

Louisville, Kentucky
November 9, 2015

**STATEMENTS OF FINANCIAL POSITION
WALDEN THEATRE CORPORATION
DBA WALDEN THEATRE/BLUE APPLE PLAYERS
JULY 31, 2015 AND 2014**

	2015	2014
ASSETS		
Cash	\$ 199,392	\$ 140,119
Accounts receivable	17,401	43,742
Prepaid expenses	8,418	12,719
Security deposits	500	-
Land, building and equipment, net	171,051	171,526
Total assets	\$ 396,762	\$ 368,106
 LIABILITIES AND NET ASSETS		
LIABILITIES		
Accounts payable and accrued expenses	\$ 23,302	\$ 16,520
Deferred revenue	16,354	13,575
Total liabilities	39,656	30,095
 NET ASSETS		
Unrestricted	357,106	338,011
Total liabilities and net assets	\$ 396,762	\$ 368,106

The accompanying notes are an integral part of these financial statements

**STATEMENTS OF ACTIVITIES
WALDEN THEATRE CORPORATION DBA WALDEN THEATRE/BLUE APPLE PLAYERS
FOR THE YEARS ENDED JULY 31, 2015 AND 2014**

	2015		2014	
	Unrestricted	Temporarily Restricted	Unrestricted	Temporarily Restricted
	Total	Total	Total	Total
Revenue and support:				
Contributions and grants	\$ 281,618	\$ -	\$ 281,618	\$ 207,427
Tuition	387,954	-	387,954	388,646
Program fees	154,909	-	154,909	86,754
Miscellaneous	9,914	-	9,914	11,803
Special events	18,324	-	18,324	17,731
Special events expense	(2,134)	-	(2,134)	(2,180)
Total revenue and support	850,585	-	850,585	710,181
Net assets released from restrictions:				
Restrictions satisfied by payments	50,500	(50,500)	-	-
Total revenue, support and reclassifications	901,085	(50,500)	850,585	710,181
Expenses:				
Program services	682,775	-	682,775	568,050
Management and general	139,329	-	139,329	86,711
Fund raising	71,488	-	71,488	48,647
Total expenses	893,592	-	893,592	703,408
Increase (decrease) in net assets	7,493	(50,500)	(43,007)	6,773
Net assets acquired in merger	11,602	50,500	62,102	331,238
Net assets at beginning of year	338,011	-	338,011	-
Net assets at end of year	\$ 357,106	\$ -	\$ 357,106	\$ 338,011

The accompanying notes are an integral part of these financial statements

**STATEMENTS OF FUNCTIONAL EXPENSES
WALDEN THEATRE CORPORATION DBA WALDEN THEATRE/BLUE APPLE PLAYERS
FOR THE YEARS ENDED JULY 31, 2015 AND 2014**

	2015			2014				
	Total	Program Services	Management & General	Fund Raising	Total	Program Services	Management & General	Fund Raising
Salaries and contract labor	\$ 587,760	\$ 456,454	\$ 85,541	\$ 45,765	\$ 452,372	\$ 360,677	\$ 58,670	\$ 33,025
Payroll taxes	43,741	31,708	7,839	4,194	26,328	19,269	4,517	2,542
Benefits	51,181	37,102	9,172	4,907	37,394	27,368	6,415	3,611
Program expenses	40,933	40,933	-	-	59,367	59,367	-	-
Scholarship expense	26,890	26,890	-	-	21,258	21,258	-	-
Occupancy	27,057	24,351	1,353	1,353	19,984	17,986	999	999
Office expense/supplies	4,799	3,293	1,166	340	3,606	2,875	468	263
Interest expense	-	-	-	-	20	-	20	-
Professional fees	24,602	-	24,602	-	9,350	-	9,350	-
Advertising	8,268	8,268	-	-	4,666	4,666	-	-
Repairs and maintenance	28,405	25,565	1,420	1,420	23,381	21,043	1,169	1,169
Insurance	9,914	6,802	2,409	703	6,571	5,239	852	480
Printing	6,658	6,408	-	250	7,166	6,916	-	250
Bank fees	4,917	-	4,917	-	2,775	-	2,775	-
Other fund raising	11,754	-	-	11,754	5,192	-	-	5,192
Bad debt expense	926	926	-	-	4,582	4,582	-	-
Miscellaneous	626	430	152	44	6,344	5,058	823	463
Depreciation	15,161	13,645	758	758	13,052	11,746	653	653
Total expenses	\$ 893,592	\$ 682,775	\$ 139,329	\$ 71,488	\$ 703,408	\$ 568,050	\$ 86,711	\$ 48,647

The accompanying notes are an integral part of these financial statements

**STATEMENTS OF CASH FLOWS
WALDEN THEATRE CORPORATION
DBA WALDEN THEATRE/BLUE APPLE PLAYERS
FOR THE YEARS ENDED JULY 31, 2015 AND 2014**

	<u>2015</u>	<u>2014</u>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Change in net assets	\$ (43,007)	\$ 6,773
Adjustments to reconcile change in net assets to net cash provided (used) by operating activities:		
Depreciation	15,161	13,052
In-kind expense transferred at merger	(1,527)	-
(Increase) decrease in operating assets:		
Accounts receivable	27,241	(30,934)
Prepaid expenses	4,301	(4,211)
Increase (decrease) in operating liabilities:		
Accounts payable and accrued expenses	6,575	6,996
Deferred revenue	<u>2,779</u>	<u>(6,404)</u>
Net cash provided (used) by operating activities	<u>11,523</u>	<u>(14,728)</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of equipment	<u>(5,487)</u>	<u>(23,530)</u>
Net cash provided (used) by investing activities	<u>(5,487)</u>	<u>(23,530)</u>
CASH FLOWS FROM FINANCING ACTIVITIES:		
Cash transferred in merger	<u>53,237</u>	<u>-</u>
Net increase (decrease) in cash	59,273	(38,258)
Cash at beginning of year	<u>140,119</u>	<u>178,377</u>
Cash at end of year	<u>\$ 199,392</u>	<u>\$ 140,119</u>
SUPPLEMENTAL DISCLOSURES:		
Interest paid	<u>\$ -</u>	<u>\$ 20</u>

The accompanying notes are an integral part of these financial statements

NOTES TO FINANCIAL STATEMENTS – CONTINUED
NOTES TO FINANCIAL STATEMENTS
WALDEN THEATRE CORPORATION
DBA WALDEN THEATRE/BLUE APPLE PLAYERS
JULY 31, 2015 AND 2014

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

On January 1, 2015 Blue Apple Players, Inc. was merged into Walden Theatre Corporation. The organization is currently doing business as "Walden Theatre / Blue Apple Players" (a not-for-profit corporation) (heretofore referred to as "the Theatre"). Both organizations were incorporated in Louisville, Kentucky in 1976. The new entity integrates the two organizations' complementary strengths to create the region's largest, most comprehensive arts education program, reaching more than 50,000 youth (PreK - Grade 12) per year through both in-school and extracurricular programming, as well as 5,000 adults annually. Its mission is to develop youth and the community through excellence in comprehensive theatre education and performance.

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

Basis of Accounting

The financial statements of the Theatre have been prepared on the accrual basis of accounting and accordingly reflect all significant receivables, payables and other liabilities.

Basis of Presentation

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

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

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

NOTES TO FINANCIAL STATEMENTS – CONTINUED

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

Estimates

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

Cash

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

Accounts Receivable

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

Land, Building and Equipment

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

Deferred Revenue

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

NOTES TO FINANCIAL STATEMENTS – CONTINUED

Contributions

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

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

Donated Services

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

Expense Allocation

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

Advertising

Advertising costs are charged to expense when incurred.

Income Tax Status

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

NOTES TO FINANCIAL STATEMENTS – CONTINUED

Management has concluded that any tax positions that would not meet the more-likely-than-not criterion of FASB ASC 740-10 would be immaterial to the financial statements taken as a whole. Accordingly, the accompanying financial statements do not include any provision for uncertain tax positions, and no related interest or penalties have been recorded in the statement of activities or accrued in the statement of financial position. Federal and state tax returns of the entity are generally open to examination by the relevant taxing authorities for a period of three years from the date the returns are filed.

Subsequent Events

Management has evaluated subsequent events for recognition or disclosure in the financial statements through November 9, 2015, which was the date at which the financial statements were available to be issued.

NOTE 2. MERGER

On January 1, 2015, Blue Apple Players transferred the following assets, liabilities and net assets to Walden Theatre Corporation:

Cash	\$ 53,237
Accounts receivable	900
Equipment	67,583
Vehicles	35,699
Accumulated depreciation	(94,083)
Deposit	500
Accrued expenses	(207)
Unrestricted net assets	(11,602)
Temporarily restricted net assets	(50,500)
Donation	5,000
Professional fee expense	<u>(6,527)</u>
	<u>\$ -</u>

NOTE 3. CONCENTRATIONS OF CREDIT RISK

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

NOTES TO FINANCIAL STATEMENTS – CONTINUED

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

NOTE 4. LAND, BUILDING AND EQUIPMENT

At July 31, 2015 and 2014, the cost and accumulated depreciation of land, building and equipment were as follows:

	<u>2015</u>	<u>2014</u>
Land	\$ 10,000	\$ 10,000
Building	79,700	79,700
Building improvements	146,268	146,268
Furniture and equipment	<u>207,067</u>	<u>98,298</u>
Total costs	443,035	334,266
Less accumulated depreciation	<u>(271,984)</u>	<u>(162,740)</u>
Land, building and equipment, net	<u>\$ 171,051</u>	<u>\$ 171,526</u>
Depreciation expense	<u>\$ 15,161</u>	<u>\$ 13,052</u>

NOTE 5. LINE OF CREDIT

The Theatre has available a \$40,000 line of credit. Interest is payable monthly at the prime rate of interest (3.25% on July 31, 2015). There was no outstanding balance at July 31, 2015.

NOTE 6. EMPLOYEE BENEFIT PLAN

The Theatre maintains a defined contribution salary deferral plan covering substantially all employees. Under the plan, the Theatre contributes up to a 3% match on behalf of the employees. The expense to the organization under this plan for the years ended July 31, 2015 and 2014 was \$7,498 and \$7,583, respectively.

NOTES TO FINANCIAL STATEMENTS – CONTINUED

NOTE 7. RENTAL INCOME

Rental income is derived from rent received for use of the Theatre's facilities. Rental income for the years ended July 31, 2015 and 2014 was \$2,860 and \$4,646, respectively, and is included in miscellaneous income on the statement of activities.

NOTE 8. IN-KIND DONATIONS

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

Contributions of tangible assets are recognized at fair market value when received. The amounts are reflected in the accompanying financial statements as support and are offset by like amounts included in expenses or assets. In-kind donations for the years ended June 30, 2015 and 2014 were \$911 and \$824, respectively.

NOTE 9. LEASE EXPENSE

As of July 31, 2015, Walden Theatre Corporation dba Walden Theatre/Blue Apple Players has a month to month lease, with monthly rent of \$550.

**Commonwealth Theatre Center
Staff List**

Employee

Alison Huff
Ann E Smith
Ben Park
Charles N Sexton
Donna J Adams
Hallie K Dizdarevic
Heather A Burns
Jason I Spradlin
Jennifer A Pennington
Lindsay Pike
Margaret Phillips
Megan Caudill
Melinda C Crecelius
Mera K Corlett
Paul J Lenzi
William C Marshall II

Three highest paid employees are highlighted