

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

Applicant/Program: Stage One/ And in this corner....Cassius Clay

Executive Summary of Request: Stage One/ the Louisville Children's Theatre, Inc. is requesting \$5,000 to help cover the cost of a dual -venue field trip with the Muhammad Ali Center. Students will see Stage One's world premiere production of "And in this corner....Cassius Clay and tour the Muhammad Ali Center. The funding will cover three schools in President Tandy's district: Byck Elementary School, Western Middle School and St. Boniface School.

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

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

purpose is legitimate. I have also completed the disclosure section below, if required.

<u>4</u>		<u>\$5,000</u>	<u>3-17-15</u>
District #	Primary Sponsor Signature	Amount	Date

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

N/A

Approved by:

_____ Date _____
Appropriations Committee Chairman

Clerk's Office Only:

Request Amount: _____ Committee Amended Appropriation: _____
Original Appropriation: _____ Council Amended Appropriation: _____

**OFFICE OF METRO COUNCIL CLERK
REVIEWED**

DATE 6/12/15 TIME 2:41



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 1 – APPLICANT INFORMATION			
Legal Name of Applicant Organization:		Stage One: the Louisville Children's Theatre, inc.	
<i>(as listed on: http://www.sos.ky.gov/business/records)</i>			
Main Office Street & Mailing Address: 315 W. Market Street, Ste 2S, Louisville, KY 40202			
Website: www.stageone.org			
Applicant Contact:	Lucas Adams	Title:	Assoc. Director of Development
Phone:	502-498-2448	Email:	ladams@stageone.org
Financial Contact:	Mike Brooks	Title:	Business Manager
Phone:	502-498-2438	Email:	mbrooks@stageone.org
Organization's Representative who attended NDF Training: Lucas Adams			
SECTION 2 – PROGRAM REQUEST & FINANCIAL INFORMATION			
PROGRAM/PROJECT NAME: Field Trip Support for "And in this Corner...Cassius Clay"			
Total Request: (\$)	5,000	Total Metro Award (this program) in previous year: (\$)	0
Purpose of Request (check all that apply):			
<input type="checkbox"/> Operating Funds (generally cannot exceed 33% of agency's total operating budget) <input checked="" type="checkbox"/> Programming/services/events for direct benefit to community or qualified individuals <input type="checkbox"/> Capital Project of the organization (equipment, furnishing, building, etc)			
The Following are Required Attachments:			
<input checked="" type="checkbox"/> IRS Exempt Status Determination Letter <input checked="" type="checkbox"/> Current Year Projected Budget <input checked="" type="checkbox"/> List of Board of Directors (include term & term limits) <input checked="" type="checkbox"/> Current financial statement <input checked="" type="checkbox"/> Most recent IRS Form 990 or 1120-H <input checked="" type="checkbox"/> Articles of Incorporation <input type="checkbox"/> Cost estimates from proposed vendor if request is for capital expense		<input type="checkbox"/> Signed lease if rent costs are being requested <input checked="" type="checkbox"/> IRS Form W9 <input type="checkbox"/> Evaluation forms if used in the proposed program <input checked="" type="checkbox"/> Annual audit (if required by organization) <input type="checkbox"/> Faith Based Organization Certification Form, if required <input checked="" type="checkbox"/> Staff including the 3 highest paid staff	
For the current fiscal year ending June 30, list all funds appropriated and/or received from Louisville Metro Government for this or any other program or expense, including funds received through Metro Federal Grants, from any department or Metro Council Appropriation (Neighborhood Development Funds). Attach additional sheet if necessary.			
Source:	External Agency Fund	Amount: (\$)	\$14,600.00
Source:	Neighborhood Development Funds	Amount: (\$)	\$12,280.86
Source:		Amount: (\$)	
Has the applicant contacted the BBB Charity Review for participation? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Has the applicant met the BBB Charity Review Standards? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

Applicant's Initials LA



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 3 – AGENCY DETAILS

Describe Agency's Vision, Mission and Services:

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

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



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

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.):

From January 20th through February 20th, StageOne Family Theatre is offering a dual-venue field trip with the Muhammad Ali Center. Students will see StageOne's world premiere production of "And in this Corner...Cassius Clay" and tour the Muhammad Ali Center. StageOne recognizes that the ticket price may pose a barrier for some schools to participate and is seeking support to provide scholarships for schools in Metro Louisville. We are requesting \$5,000 from to underwrite the ticket cost for Byck Elementary, Western Middle School, and Nativity at St. Boniface School.

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

This support will help underwrite the dual-venue field trip cost for the following schools to attend a performance of "And in this Corner...Cassius Clay" and tour the Muhammad Ali Center:

Byck Elementary- 94 students
Western Middle School- 93 students
Nativity at St. Boniface- 74 students



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

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

n/a

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

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

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

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

Support for 261 students to attend "And in this Corner...Cassius Clay" at the Kentucky Ce



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:

Outcome: To provide StageOne's production of "And in this Corner...Cassius Clay" at zero ticket cost to 261 students from three Metro Louisville schools.

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

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

Indicators to be measured:

Number of students served at each performance and overall

Grade level breakdown

Ticket cost

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

StageOne Family Theatre inspires children by opening the doors to imagination, opportunity, and empathy. Nearly 90,000 children in this community experience the arts each year through StageOne's shows at the Kentucky Center for the Arts, In-school residencies, and camps. Everything StageOne does is tied to curriculum, giving teachers new tools in the classroom and families the chance to learn together. Our commitment is to help children learn both academically and emotionally, using the theatre to develop the next generation of thinkers, doers, and leaders.

The mission of the Muhammad Ali Center is to preserve and share the legacy and ideals of Muhammad Ali, to promote respect, hope, and understanding, and to inspire adults and children everywhere to be as great as they can be. The Muhammad Ali Center is a multicultural center with an award-winning museum dedicated to the life of Muhammad Ali. The Center museum captures the inspiration derived from the story of Muhammad Ali's incredible life and the six core principles that have fueled his journey: Confidence, conviction, dedication, giving, respect, and spirituality.

By working together, StageOne and the Muhammad Ali Center will provide rich, multidisciplinary, educational opportunities centered around the life, legacy, and ideals of Muhammad Ali to nearly 25,000 students this winter. Not only is the story of Muhammad Ali an important part of our histories, it is one with which children across the community will identify; a story they NEED to hear.

[Handwritten Signature]



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			
B: Rent/Utilities			
C: Office Supplies			
D: Telephone			
E: In-town Travel			
F: Client Assistance (Attach Detailed List)	\$5000	\$220	\$5,220
G: Professional Service Contracts			
H: Program Materials			
I: Community Events & Festivals (Attach Detail List)			
J: Small Equipment			
K: Capital Equipment			
L: Other Expenses (Attach Detail List)			
*TOTAL PROGRAM/PROJECT FUNDS	\$5000	\$220	\$5220
% of Program Budget	96 %	4 %	100%

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

Other State, Federal or Local Government	
United Way	
Private Contributions (do not include individual donor names)	\$220
Fees Collected from Program Participants	
Other (please specify)	
Total Revenue for Columns 2 Expenses **	\$220

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

**Must equal or exceed total in column 2.

Applicant's Initials



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
Total Value of In-Kind <i>(to match Program Budget Line Item.</i> Volunteer Contribution & Other In Kind)		

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

Agency Fiscal Year Start Date: June 1st

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:

JWA



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.

n/a

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:		<i>Peter Holloway</i>		Date:	2/2/15
Legal Signatory: (please print):		Peter Holloway		Title:	Prod. Assoc. Director
Phone:	502-498-2440	Extension:		Email:	pholloway@sturgeon.org

Applicant's Initials *PH*

		Term Expiration
John	Bajandas	2019
Turney	Berry	2020
Neville	Blakemore III	2019
Ishmon	Burks	2019
Jeff	Callen	2018
Carolle Jones	Clay	2017
Elizabeth	Davis	2020
Laura	Douglas	2018
Phil	Eschels	2016
John Gil	Holland	2019
Barbara	Juckett	2016
Chris	Kay	2020
Mike	Keyes	2016
Todd	Lowe	2016
Stewart	Lusky	2017
Debra	Murphy	2016
Al	Paradis	2019
Theodore	Rosky	2015
Marsha	Roth	2015
Elizabeth	Rounsavall	2016
Marilyn	Schorin	2018
Matt	Schwartz	2018
Wendy	Sirchio	2018
Mike	Stillman	2020
Allan	Tasman	2016
John	Tate	2017
Lester "Mac"	Thompson	2019
Linda	Valentine	2017
Jaleigh	White	2018
Karen	Wunderlin	2020

Members are subject to re-election after three years and can only serve two terms consecutively

**Actors Theatre
FY15 Operating Budget**

9/8/2014

REVENUES

TICKET SALES	
Subscription	1,665,000
Single and Group Tickets	<u>1,637,000</u>
SUB-TOTAL TICKET SALES	<u>3,302,000</u>

OTHER EARNED	
Education Programs	42,500
Ticket Handling	180,400
Royalties	3,500
Interest	0
Miscellaneous	<u>600</u>
SUB-TOTAL OTHER EARNED	<u>227,000</u>

AUXILIARY	
Concessions	10,000
Rental Income	24,000
Restaurant	21,924
Art Gallery	20,000
Associates/GO Board	36,000
Prod.Services/Spec Programs	7,000
Parking/Speer Bldg (net)	<u>600,000</u>
SUB-TOTAL AUXILIARY	<u>718,924</u>

TOTAL EARNED REVENUE **4,247,924**

CONTRIBUTED REVENUE	
Individuals	1,522,000
Government	180,000
Foundation	1,875,000
Corporate	225,000
Fund for the Arts	<u>1,000,000</u>
TOTAL CONTRIBUTED	<u>4,802,000</u>

ENDOWMENT FUND INCOME 750,000
CAPITAL CAMPAIGN TRANSFERS 500,000

TOTAL REVENUES **10,299,924**

EXPENSES

DIRECT PROGRAM EXPENSES	
Artistic	2,043,195
Production	2,379,203
Other Programs	299,707
Creative Staff	<u>940,949</u>
Subtotal Direct Program	<u>5,663,054</u>

Marketing and Promotion	1,229,847
Audience Services & Sales	632,449
Occupancy	<u>924,038</u>
Subtotal Indirect Program	<u>2,786,335</u>

AUXILIARY (art gallery, souvenirs) 66,600

SUPPORT SERVICES	
Administration	1,362,345
Fundraising	421,589
Subtotal Support Services	<u>1,783,934</u>

DEPRECIATION 554,377

TOTAL EXPENSES **10,854,301**

NET SURPLUS/(DEFICIT) including Depreciation (554,377)

NET SURPLUS/(DEFICIT) without Depreciation 0

Internal Revenue Service

Department of the Treasury

District
Director

575 N. Pennsylvania St., Rm. 685
Indianapolis, IN 46204

Actors Theatre Of Louisville, Inc.
320 W. Main St.
Louisville, Ky. 40202

Person to Contact: Edward G. Fritsch

Telephone Number: (317)226-5300

Refer Reply to: EP/EO Division

Date: May 31, 1989

Dear Sir or Madam:

Your organization is exempt from Income Taxes under section 501(c)(3) of the Internal Revenue Code of 1986. Since your exempt purposes include advancement of the arts and education of participants and the public, you are further described in section 509(a)(2), and therefore, you are not classed as a Private Foundation.

Sincerely yours,

Edward G. Fritsch

Exempt Organization Specialist

2014-2015 Actors Theatre Staff List

<u>NAME</u>	<u>TITLE</u>	<u>CURRENT ANNUAL SALARY</u>
Jennifer Bielstein	Managing Director	\$195,000
Les Waters	Artistic Director	\$183,500
Jeff Rodgers	General Manager	
Zan Sawyer-Dailey	Associate Director	
Meredith McDonough	Associate Artistic Director	
Steve Knight	Marketing Director	\$95,000
Julie Roberts	Development Director	
Amy Wegener	Literary Director	
Paul Werner	Production Manager	
Peggy Shake	Director of Finance	
Mike Schussler-Williams	Director of Operations	
Nick Dent	Lighting Supervisor	
Paul Doyle	Sound Supervisor	
Mark Walston	Properties Director	
Kristopher Castle	Costumes Director	
Paul Holmes	Stage Manager	
Kim McKercher	Director of Ticket Sales	
Michael Legg	Apprentice/Intern Company Director	

Form **990**

Return of Organization Exempt From Income Tax

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

OMB No. 1545-0047

2012

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

A For the 2012 calendar year, or tax year beginning **JUN 1, 2012** and ending **MAY 31, 2013**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization ACTORS THEATRE OF LOUISVILLE, INC.		D Employer identification number [REDACTED]
	Doing Business As		E Telephone number 502-584-1265
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	City, town, or post office, state, and ZIP code LOUISVILLE, KY 40202		G Gross receipts \$ 13,376,843.
F Name and address of principal officer: JENNIFER BIELSTEIN SAME AS C ABOVE		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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		H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)	
J Website: WWW.ACTORSTHEATRE.ORG		H(c) Group exemption number	
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: 1964	M State of legal domicile: KY

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO PROMOTE THE ADVANCEMENT OF THEATRICAL ARTS.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	37
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	37
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2b)	5	346
	6 Total number of volunteers (estimate if necessary)	6	1000
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
7b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	3,312,253.	5,559,713.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	3,573,587.	3,373,134.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	677,160.	745,916.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	506,328.	594,561.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	8,069,328.	10,273,324.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	58,396.	58,200.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	4,944,630.	5,212,291.
	16b Total fundraising expenses (Part IX, column (D), line 25)	0.	0.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	459,265.	
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	4,440,352.	4,565,480.
Net Assets or Fund Balances	19 Revenue less expenses. Subtract line 18 from line 12	9,443,378.	9,835,971.
	20 Total assets (Part X, line 16)	-1,374,050.	437,353.
	21 Total liabilities (Part X, line 26)		
22 Net assets or fund balances. Subtract line 21 from line 20	Beginning of Current Year	End of Year	
	24,985,593.	26,269,975.	
	1,417,354.	1,396,022.	
	23,568,239.	24,873,953.	

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			
	JENNIFER BIELSTEIN, MANAGING DIRECTOR Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name REBECCA L. PHILLIPS, CPA	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN [REDACTED]
	Firm's name MOUNTJOY CHILTON MEDLEY LLP	Firm's EIN [REDACTED]			
	Firm's address 462 S. FOURTH ST., SUITE 2600 LOUISVILLE, KY 40202-3445	Phone no. (502) 749-1900			

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

Part III Statement of Program Service Accomplishments

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

X

1 Briefly describe the organization's mission:

ACTORS THEATRE UNLOCKS HUMAN POTENTIAL, BUILDS COMMUNITY AND ENRICHES QUALITY OF LIFE BY ENGAGING PEOPLE IN THEATRE THAT REFLECTS THE WONDER AND COMPLEXITY OF OUR TIME.

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 X

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 X

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 \$ 8,110,020. including grants of \$ 58,200.) (Revenue \$ 3,440,177.)

CELEBRATING 50 YEARS OF OUTSTANDING THEATRE, ACTORS THEATRE OF LOUISVILLE, THE STATE THEATRE OF KENTUCKY, IS THE FLAGSHIP ARTS ORGANIZATION IN THE LOUISVILLE COMMUNITY. ACTORS THEATRE PRESENTS ALMOST 500 PERFORMANCES ANNUALLY AND DELIVERS A BROAD RANGE OF PROGRAMMING INCLUDING CLASSICAL REPERTORY AND CONTEMPORARY WORK. IN 2013, ACTORS WELCOMED MORE THAN 160,000 PATRONS AND GUESTS TO THE THEATRE, AND PROVIDED ARTS EDUCATION EXPERIENCES TO MORE THAN 100 YOUNG PEOPLE IN THE REGION. ACTORS IS HOME TO THE HUMANA FESTIVAL OF NEW AMERICAN PLAYS AND, IN 37 YEARS, THE THEATRE HAS PRODUCED NEARLY 450 PREMIERES BY MORE THAN 300 PLAYWRIGHTS, AMONG THEM THREE PULITZER PRIZE-WINNING PLAYS AND A FINALIST, AND RECEIVED THE THREE MOST PRESTIGIOUS AWARDS GIVEN TO REGIONAL THEATRES INCLUDING A SPECIAL TONY

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 8,110,020.

Part III 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)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part 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? If "Yes," complete Schedule C, Part II		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? If "Yes," complete Schedule C, Part III		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? If "Yes," complete Schedule D, Part 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? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		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? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V	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? If "Yes," complete Schedule D, Part VI	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? If "Yes," complete Schedule D, Part VII	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? If "Yes," complete Schedule D, Part VIII		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? If "Yes," complete Schedule D, Part IX		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	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)? If "Yes," complete Schedule D, Part X	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		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? If "Yes," complete Schedule F, Parts I and IV		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV		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? If "Yes," complete Schedule G, Part 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? If "Yes," complete Schedule G, Part II	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		X

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1a	148		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
2a	346		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
3b			
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
5c			
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
6b			
7	Organizations that may receive deductible contributions under section 170(e).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year		
7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7e			
7f			
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
7h			
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
8			
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
9b			
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	13a	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b	
c	Enter the amount of reserves on hand	13c	
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a	X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O	14b	

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

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

X

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include questions 1a through 9 regarding governing body members, independent members, family/business relationships, management delegation, document changes, asset diversions, and meeting documentation.

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

Table with 3 columns: Question, Yes, No. Rows include questions 10a through 16b regarding local chapters, conflict of interest policies, whistleblower policies, document retention, compensation review, and investment policies.

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.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: THE ORGANIZATION - 502-584-1265
316 WEST MAIN STREET, LOUISVILLE, KY 40202

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

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

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

- 1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.
- List all of the organization's current officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
 - List all of the organization's current key employees, if any. See instructions for definition of "key employee."
 - List the organization's five current highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
 - List all of the organization's former officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
 - List all of the organization's former directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.
- List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

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

(A) Name and Title	(B) Average hours per week (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) THEODORE H. NIXON PRESIDENT	5.00	X		X				0.	0.	0.
(2) ELIZABETH DAVIS VICE-PRESIDENT	5.00	X						0.	0.	0.
(3) PHILIP C. ESCHELS SECRETARY	5.00	X		X				0.	0.	0.
(4) ELIZABETH ROUNSAVALL TREASURER	5.00	X		X				0.	0.	0.
(5) MICHAEL J. KEYES DIRECTOR	1.00	X						0.	0.	0.
(6) ALLAN TASMAN MD DIRECTOR	1.00	X						0.	0.	0.
(7) BARBARA W. JUCKETT DIRECTOR	1.00	X						0.	0.	0.
(8) BRUCE C. MERRICK DIRECTOR	1.00	X						0.	0.	0.
(9) CHRISTEN MCDONOUGH BOONE DIRECTOR	1.00	X						0.	0.	0.
(10) CHRISTOPHER TYSON GORMAN DIRECTOR	1.00	X						0.	0.	0.
(11) DEBRA M. MURPHY DIRECTOR	1.00	X						0.	0.	0.
(12) JENNIFER L. BLUM DIRECTOR	1.00	X						0.	0.	0.
(13) KEVIN GRANGIER DIRECTOR	1.00	X						0.	0.	0.
(14) LAURA DOUGLAS DIRECTOR	1.00	X						0.	0.	0.
(15) MARK T. HURST DIRECTOR	1.00	X						0.	0.	0.
(16) MARSHA BECK ROTH DIRECTOR	1.00	X						0.	0.	0.
(17) MATT B. SCHWARTZ DIRECTOR	1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (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) PATRICIA W. BALLARD DIRECTOR	1.00	X					0.	0.	0.	
(19) ROBERT P. BANKS DIRECTOR	1.00	X					0.	0.	0.	
(20) ROBERT N. SHAW DIRECTOR	1.00	X					0.	0.	0.	
(21) ROANNE H. VICTOR DIRECTOR	1.00	X					0.	0.	0.	
(22) STEPHEN E. STOWERS DIRECTOR	1.00	X					0.	0.	0.	
(23) THEODORE S. ROSKY DIRECTOR	1.00	X					0.	0.	0.	
(24) THOMAS W. MUELLER DIRECTOR	1.00	X					0.	0.	0.	
(25) TODD P. LOWE DIRECTOR	1.00	X					0.	0.	0.	
(26) TOM ARONSON DIRECTOR	1.00	X					0.	0.	0.	
1b Sub-total							0.	0.	0.	
c Total from continuation sheets to Part VII, Section A							469,782.	0.	24,935.	
d Total (add lines 1b and 1c)							469,782.	0.	24,935.	

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 **3**

	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
SD&A TELESERVICES, INC., 5757 W. CENTURY BLVD STE 300, LOS ANGELES, CA 90045	TELEMARKETING	184,212.

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 **1**

SEE PART VII, SECTION A CONTINUATION SHEETS

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) TURNEY P. BERRY DIRECTOR	1.00	X						0.	0.	0.
(28) CAROLLE JONES CLAY DIRECTOR	1.00	X						0.	0.	0.
(29) STEWART LUSSKY DIRECTOR	1.00	X						0.	0.	0.
(30) MARILYN SCHORIN PHD, RD DIRECTOR	1.00	X						0.	0.	0.
(31) WENDY SIRCHIO DIRECTOR	1.00	X						0.	0.	0.
(32) JOHN L. TATE DIRECTOR	1.00	X						0.	0.	0.
(33) LINDA VALENTINE DIRECTOR	1.00	X						0.	0.	0.
(34) DEBORAH WEKLER DIRECTOR	1.00	X						0.	0.	0.
(35) JEFFREY P. CALLEN, MD DIRECTOR	1.00	X						0.	0.	0.
(36) PAUL B. KUSSEROW DIRECTOR	1.00	X						0.	0.	0.
(37) JALEIGH WHITE DIRECTOR	1.00	X						0.	0.	0.
(38) JENNIFER BIELSTEIN MANAGING DIRECTOR	60.00			X				206,791.	0.	15,982.
(39) LES WATERS ARTISTIC DIRECTOR	60.00			X				149,890.	0.	8,401.
(40) JOSEF KREBS DIRECTOR OF DEVELOPMENT	40.00				X			113,101.	0.	552.
Total to Part VII, Section A, line 1c								469,782.		24,935.

Part VII Statement of Revenue

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns					
	b Membership dues					
	c Fundraising events	148,368.				
	d Related organizations					
	e Government grants (contributions)	255,014.				
	f All other contributions, gifts, grants, and similar amounts not included above	5,156,331.				
	g Noncash contributions included in lines 1a-1f: \$	121,739.				
	h Total. Add lines 1a-1f	5,559,713.				
	Program Service Revenue	2 a SINGLE TICKETS	900099	1,711,107.	1,711,107.	
b SUBSCRIPTION TICKET SE		900099	1,464,959.	1,464,959.		
c TICKET FEES		900099	143,323.	143,323.		
d EDUCATION PROGRAM REVE		900099	53,745.	53,745.		
e						
f All other program service revenue						
g Total. Add lines 2a-2f			3,373,134.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		191,008.		191,008.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties		4,149.		4,149.	
	6 a Gross rents	(i) Real	914,115.			
		(ii) Personal	442,818.			
		b Less: rental expenses	471,297.			
		c Rental income or (loss)				
	d Net rental income or (loss)		471,297.		471,297.	
	7 a Gross amount from sales of assets other than inventory	(i) Securities	2,856,806.			
		(ii) Other	198,315.			
		b Less: cost or other basis and sales expenses	2,487,303.			
		c Gain or (loss)	369,503.			
d Net gain or (loss)		554,908.		554,908.		
8 a Gross income from fundraising events (not including \$ 148,368. of contributions reported on line 1c). See Part IV, line 18	a	212,530.				
	b Less: direct expenses	160,458.				
	c Net income or (loss) from fundraising events		52,072.		52,072.	
9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses					
	c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold					
	c Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code				
11 a AUXILIARY OPERATIONS	900099	66,994.	66,994.			
	b MISCELLANEOUS INCOME	900099	49.	49.		
	c					
	d All other revenue					
	e Total. Add lines 11a-11d		67,043.			
12 Total revenue. See instructions.		10,273,324.	3,440,177.	0.	1,273,434.	

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 to any question in this Part IX

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

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	58,200.	58,200.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	358,660.	164,388.	194,272.	
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	3,933,202.	3,195,661.	394,423.	343,118.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	96,736.	84,778.	11,958.	
9 Other employee benefits	442,308.	388,671.	53,637.	
10 Payroll taxes	381,385.	310,387.	70,998.	
11 Fees for services (non-employees):				
a Management				
b Legal	6,200.		6,200.	
c Accounting	41,020.		41,020.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	30,634.		28,971.	1,663.
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	377,829.	336,803.	41,026.	
12 Advertising and promotion	702,185.	702,185.		
13 Office expenses	225,132.	132,564.	69,933.	22,635.
14 Information technology	83,787.	36,029.	47,758.	
15 Royalties	163,819.	163,819.		
16 Occupancy	697,516.	693,616.	3,900.	
17 Travel	275,973.	262,299.	12,116.	1,558.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	8,668.	967.	7,701.	
20 Interest	6,308.		6,308.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	651,829.	510,076.	141,753.	
23 Insurance	61,786.	49,012.	12,774.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a PRODUCTION MATERIALS	504,978.	504,978.		
b GUEST ARTIST HOUSING	293,613.	293,613.		
c AUXILIARY OPERATIONS	94,288.	94,288.		
d CREDIT CARD FEES	85,224.		85,224.	
e All other expenses	254,691.	127,686.	36,714.	90,291.
25 Total functional expenses. Add lines 1 through 24e	9,835,971.	8,110,020.	1,266,686.	459,265.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year	
Assets	1	Cash - non-interest-bearing	385,931.	1	299,551.
	2	Savings and temporary cash investments	670,070.	2	422,527.
	3	Pledges and grants receivable, net	1,173,706.	3	2,569,484.
	4	Accounts receivable, net	78,517.	4	116,555.
	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	1,000.	8	4,242.
	9	Prepaid expenses and deferred charges	159,370.	9	204,338.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 25,111,601.		
	10b	Less: accumulated depreciation	10b 14,644,267.		
	10c		11,212,734.	10c	10,467,334.
	11	Investments - publicly traded securities	7,269,163.	11	8,337,076.
	12	Investments - other securities. See Part IV, line 11	4,028,602.	12	3,848,868.
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
15	Other assets. See Part IV, line 11	6,500.	15	0.	
16	Total assets. Add lines 1 through 15 (must equal line 34)	24,985,593.	16	26,269,975.	
Liabilities	17	Accounts payable and accrued expenses	329,601.	17	295,284.
	18	Grants payable		18	
	19	Deferred revenue	890,929.	19	911,959.
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	196,824.	25	188,779.
	26	Total liabilities. Add lines 17 through 25	1,417,354.	26	1,396,022.
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	15,878,275.	27	15,538,701.
	28	Temporarily restricted net assets	2,159,959.	28	3,759,217.
	29	Permanently restricted net assets	5,530,005.	29	5,576,035.
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances	23,568,239.	33	24,873,953.	
34	Total liabilities and net assets/fund balances	24,985,593.	34	26,269,975.	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	10,273,324.
2	Total expenses (must equal Part IX, column (A), line 25)	2	9,835,971.
3	Revenue less expenses. Subtract line 2 from line 1	3	437,353.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	23,568,239.
5	Net unrealized gains (losses) on investments	5	879,300.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	-10,939.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	24,873,953.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question 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		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

2012

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. ▶ See separate instructions.

Other 2012 Public Information

Name of the organization

ACTORS THEATRE OF LOUISVILLE, INC.

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 that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		
(ii) A family member of a person described in (i) above?		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?		
- h Provide the following information about the supported organization(s).

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

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

Schedule A (Form 990 or 990-EZ) 2012

Part III 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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	2,824,117.	3,156,430.	5,239,570.	3,312,253.	5,559,713.	20,092,083.
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	2,824,117.	3,156,430.	5,239,570.	3,312,253.	5,559,713.	20,092,083.
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)						5,327,734.
6 Public support. Subtract line 5 from line 4.						14,764,349.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	2,824,117.	3,156,430.	5,239,570.	3,312,253.	5,559,713.	20,092,083.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,071,857.	1,005,002.	1,217,123.	972,571.	1,109,272.	5,375,825.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						25,467,908.
12 Gross receipts from related activities, etc. (see instructions)					12	19,607,740.

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	57.97 %
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	63.87 %
16a 33 1/3% support test - 2012. 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 - 2011. 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 - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. 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 - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

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

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2012

Name of the organization

ACTORS THEATRE OF LOUISVILLE, INC.

Employer identification number

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

LHA For Paperwork Reduction Act Notice, see the instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

ACTORS THEATRE OF LOUISVILLE, INC.



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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1		\$ 350,776.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$ 1,019,057.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$ 119,849.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4		\$ 180,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5		\$ 127,750.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6		\$ 2,150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

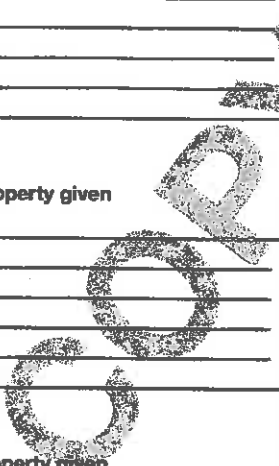
Employer identification number

ACTORS THEATRE OF LOUISVILLE, INC.



Part I 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

Employer identification number

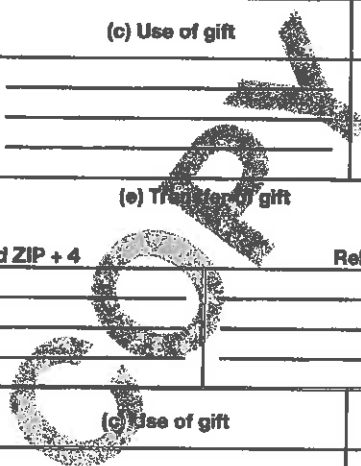
ACTORS THEATRE OF LOUISVILLE, INC.



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

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	



SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

ACTORS THEATRE OF LOUISVILLE, INC.

Employer identification number

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

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

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

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

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

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

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

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

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

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

Yes No

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

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

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

Yes No

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

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

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

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

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

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

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

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

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

▶ \$ _____

b Assets included in Form 990, Part X

▶ \$ _____

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

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

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

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

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

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

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

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

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

2a Did the organization include an amount on Form 990, Part X, line 21? Yes No

b If "Yes," explain the arrangement in Part 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	11,297,765.	12,399,716.	11,117,820.	10,544,925.	12,722,790.
b Contributions	34,007.	82,000.		711,774.	713,200.
c Net investment earnings, gains, and losses	1,604,172.	59,451.	1,956,896.	611,121.	-2,241,065.
d Grants or scholarships					
e Other expenditures for facilities and programs	750,000.	25,000.	675,000.	750,000.	650,000.
f Administrative expenses					
g End of year balance	12,185,944.	12,297,765.	12,399,716.	11,117,820.	10,544,925.

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

- a Board designated or quasi-endowment 16.21 %
- b Permanent endowment 45.76 %
- c Temporarily restricted endowment 8.03 %

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		X
(ii) related organizations		X
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?		X
4 Describe in Part XIII the intended uses of the organization's endowment funds.		

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		1,381,105.		1,381,105.
b Buildings		21,961,317.	13,233,479.	8,727,838.
c Leasehold improvements				
d Equipment		1,769,179.	1,410,788.	358,391.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				10,467,334.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) INVESTMENT IN LIMITED PARTNERSHIPS	3,848,868.	COST
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)	3,848,868.	

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.)		

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

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) SERP PAYABLE	188,779.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	188,779.

2. FIN 48 (ASC 740) Footnote. 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

1	Total revenue, gains, and other support per audited financial statements		1	11,600,679.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a	879,300.	
b	Donated services and use of facilities	2b	25,850.	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	451,176.	
e	Add lines 2a through 2d	2e		1,356,326.
3	Subtract line 2e from line 1	3		10,244,353.
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	28,971.	
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		28,971.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5		10,273,324.

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

1	Total expenses and losses per audited financial statements		1	10,294,965.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a	25,850.	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d	462,115.	
e	Add lines 2a through 2d	2e		487,965.
3	Subtract line 2e from line 1	3		9,807,000.
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	28,971.	
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		28,971.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5		9,835,971.

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 6; 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 V, LINE 4: DONOR RESTRICTED FUNDS ARE TO BE USED FOR SHAKESPEARE

PLAYS, THEATRICAL PRODUCTIONS, AND ACTORS ARTISTIC PROGRAMMING. BOARD

DESIGNATED FUNDS ARE TO BE USED TO FURTHER THE THEATRE'S CHARITABLE

PURPOSE.

PART X, LINE 2: THE THEATRE HAS RECEIVED A DETERMINATION LETTER FROM

THE INTERNAL REVENUE SERVICE INDICATING THAT IT QUALIFIES AS A TAX-EXEMPT

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



Part XIII Supplemental Information (continued)

ACCORDINGLY, NO INCOME TAXES HAVE BEEN PROVIDED FOR IN THE ACCOMPANYING FINANCIAL STATEMENTS.

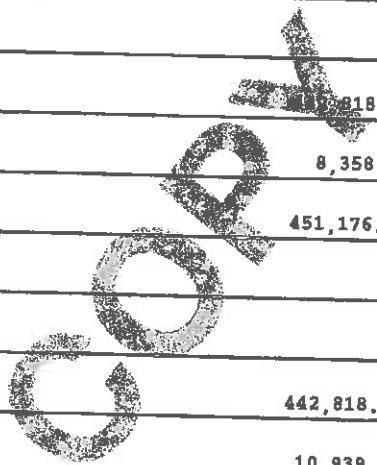
THE THEATRE RECOGNIZES UNCERTAIN INCOME TAX POSITIONS USING THE "MORE-LIKELY-THAN-NOT" APPROACH AS DEFINED IN THE ASC. NO LIABILITY FOR UNCERTAIN TAX POSITIONS HAS BEEN RECORDED IN THE ACCOMPANYING FINANCIAL STATEMENTS. THE THEATRE'S 2009-2012 TAX YEARS REMAIN OPEN AND SUBJECT TO EXAMINATION.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

RENTAL EXPENSES	418,818.
LOSS ON SALE OF FIXED ASSET	8,358.
TOTAL TO SCHEDULE D, PART XI, LINE 2D	451,176.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

RENTAL EXPENSES	442,818.
UNCOLLECTIBLE PLEDGES	10,939.
LOSS ON SALE OF FIXED ASSET	8,358.
TOTAL TO SCHEDULE D, PART XII, LINE 2D	462,115.



Part III

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))
		LOBSTERFEAST (event type)	(event type)	NONE (total number)	
Revenue	1	Gross receipts	360,898.		360,898.
	2	Less: Contributions	148,368.		148,368.
	3	Gross income (line 1 minus line 2)	212,530.		212,530.
Direct Expenses	4	Cash prizes			
	5	Noncash prizes	26,022.		26,022.
	6	Rent/facility costs	3,000.		3,000.
	7	Food and beverages	72,522.		72,522.
	8	Entertainment	1,274.		1,274.
	9	Other direct expenses	57,640.		57,640.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			(160,458)
	11	Net income summary. Combine line 3, column (d), and line 10			52,072.

Part III

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

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

9 Enter the state(s) in which the organization operates gaming activities: _____
 a Is the organization licensed to operate gaming activities in each of these states? Yes No
 b If "No," explain: _____

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

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

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

Name ▶ _____

Address ▶ _____

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

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

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

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

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

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

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2012

Open to Public

Name of the organization **ACTORS THEATRE OF LOUISVILLE, INC.** Employer identification number XXXXXXXXXX

Part I General Information on Grants and Assistance

- 1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶

3 Enter total number of other organizations listed in the line 1 table ▶

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule I (Form 990) (2012)

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22. Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
APPRENTICE/INTERNSHIP GRANTS TO ASSIST WITH COST OF LIVING	46	58,200.	0.		

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

SCHEDULE I, PART I, LINE 2: THE APPRENTICE/INTERN IS ON-SITE FOR THE SEASON

ON A DAILY BASIS. THE AMOUNT OF THE GRANT IS INCONSEQUENTIAL COMPARED TO

THE COST OF LIVING IN LOUISVILLE FOR THE 8 MONTHS OF THE

APPRENTICESHIP/INTERNSHIP.

**SCHEDULE J
(Form 990)**

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Name of the organization

ACTORS THEATRE OF LOUISVILLE, INC.

Employer identification number

Part I Questions Regarding Compensation

	Yes	No
1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain	1b	
2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?	2	
3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. <input checked="" type="checkbox"/> Compensation committee <input type="checkbox"/> Independent compensation consultant <input checked="" type="checkbox"/> Form 990 of other organizations <input checked="" type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <input checked="" type="checkbox"/> Approval by the board or compensation committee		
4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:		
a Receive a severance payment or change-of-control payment?	4a	X
b Participate in, or receive payment from, a supplemental nonqualified retirement plan?	4b	X
c Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.	4c	X
Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.		
5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:		
a The organization?	5a	X
b Any related organization? If "Yes" to line 5a or 5b, describe in Part III.	5b	X
6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:		
a The organization?	6a	X
b Any related organization? If "Yes" to line 6a or 6b, describe in Part III.	6b	X
7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III	7	X
8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III	8	X
9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?	9	

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

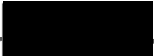
Schedule J (Form 990) 2012

Part II: Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) JENNIFER BIELSTEIN MANAGING DIRECTOR	(i)	202,527.	0.	4,164.	3,790.	12,192.	222,773.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
(2) LES WATERS ARTISTIC DIRECTOR	(i)	149,890.	0.	0.	0.	8,401.	158,291.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
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	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							



Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Multiple horizontal lines for supplemental information.

COPY

Part IV Business Transactions Involving Interested Persons.

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

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
LAURA DOUGLAS	LAURA IS A DIRECTOR	281,243.	UTILITIES		X
PAUL B. KUSSEROW	PAUL IS A DIRECTOR	428,161.	HEALTH INSU		X

Part V Supplemental Information

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

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: LAURA DOUGLAS

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

LAURA IS A DIRECTOR OF THE ORGANIZATION AND A VP WITH LG&E AND ENERGY

(C) AMOUNT OF TRANSACTION \$ 281,243.

(D) DESCRIPTION OF TRANSACTION: UTILITIES

(E) SHARING OF ORGANIZATION REVENUES? - NO

(A) NAME OF PERSON: PAUL B. KUSSEROW

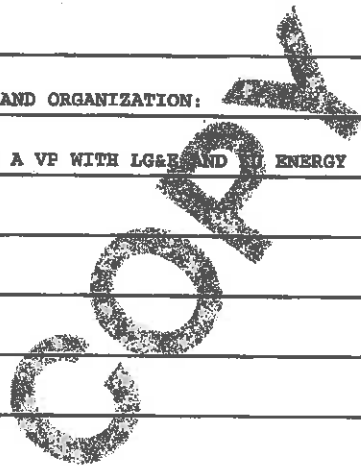
(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

PAUL IS A DIRECTOR OF THE ORGANIZATION AND A SR. VP WITH HUMANA

(C) AMOUNT OF TRANSACTION \$ 428,161.

(D) DESCRIPTION OF TRANSACTION: HEALTH INSURANCE

(E) SHARING OF ORGANIZATION REVENUES? - NO



**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2012

Department of the Treasury
Internal Revenue Service

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

Name of the organization

ACTORS THEATRE OF LOUISVILLE, INC.

Employer identification number



Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	15	72,042.	AVG. PRICE ON DONAT. DAY
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other (PRINTED ITEMS)	X	2	36,417.	FAIR MARKET VALUE
26 Other (FOOD)	X	5	13,280.	FAIR MARKET VALUE
27 Other ()				
28 Other ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** **0**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	X	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?	X	
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

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

Schedule M (Form 990) (2012)

Part I **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE M, LINE 32B: BROKERAGE FIRMS SUCH AS HILLIARD LYONS ARE USED

TO SELL PUBLICLY TRADED SECURITIES.

COPY

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

2012

Open to Public
Inspection

Name of the organization

ACTORS THEATRE OF LOUISVILLE, INC.

Employer identification number

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

AWARD AS AN OUTSTANDING NON-PROFIT THEATRE.

FORM 990, PART VI, SECTION B, LINE 11: THE MEMBERS OF THE FINANCE

COMMITTEE REVIEW AND COMMENT ON THE FORM 990 PRIOR TO ITS FILING. A FINAL

VERSION OF THE FORM 990 IS PROVIDED TO ALL MEMBERS OF THE BOARD PRIOR TO

ITS FILING.

FORM 990, PART VI, SECTION B, LINE 12C: THE ORGANIZATION ANNUALLY REQUESTS

CONFLICT OF INTEREST FORMS TO BE COMPLETED. ANY CONFLICTS ARE REVIEWED BY

THE BOARD PRESIDENT AND PRESENTED TO THE EXECUTIVE COMMITTEE IF NECESSARY.

FORM 990, PART VI, SECTION B, LINE 15: THE EXECUTIVE COMPENSATION

COMMITTEE IS COMPOSED OF THE BOARD PRESIDENT, THE BOARD IMMEDIATE

PAST-PRESIDENT, ONE MEMBER SELECTED FROM THE EXECUTIVE COMMITTEE AND ONE

MEMBER SELECTED FROM THE BOARD NOT ON THE EXECUTIVE COMMITTEE. THE

FUNCTION OF THIS COMMITTEE IS TO ESTABLISH THE COMPENSATION OF THE ARTISTIC

AND MANAGING DIRECTORS. THIS GROUP REVIEWS EXECUTIVE COMPENSATION AS EACH

CONTRACT COMES TO TERM. THEY REVIEW COMPARABLE DATA AMONGST NATIONAL AND

LOCAL PEERS.

FORM 990, PART VI, SECTION C, LINE 19: AUDITED FINANCIAL STATEMENTS ARE

AVAILABLE UPON REQUEST.

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

UNCOLLECTIBLE PLEDGES

-10,939.

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

Schedule O (Form 990 or 990-EZ) (2012)

232211
01-04-13

Name of the organization

ACTORS THEATRE OF LOUISVILLE, INC.

Employer identification number



FORM 990, PART XI, LINE 2C

THE PROCESS HAS NOT CHANGED FROM PRIOR YEAR. THE ORGANIZATION
 MAINTAINS AN AUDIT AND FINANCE COMMITTEE COMPRISED EXCLUSIVELY OF
 DIRECTORS WHO SELECT THE INDEPENDENT ADDITOR. THE COMMITTEE MEETS WITH
 THE INDEPENDENT AUDITOR PRIOR TO AND AT THE CONCLUSION OF THE ANNUAL
 AUDIT, INCLUDING AN EKECUTIVE SESSION WITHOUT MANAGEMENT.

COPY

Actors Theatre of Louisville, Inc.
Financial Statements
Years Ended May 31, 2014 and 2013

Actors Theatre of Louisville, Inc.

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May 31, 2014 and 2013**

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Independent Auditor's Report

To the Board of Directors
Actors Theatre of Louisville, Inc.

We have audited the accompanying financial statements of Actors Theatre of Louisville, Inc. ("the Theatre"), which comprise the statements of financial position as of May 31, 2014 and 2013, and the related statements of activities and changes in net assets 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 audit to obtain reasonable assurance about whether the financial statements are free from 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.

Kentucky
Indiana
Ohio

Mountjoy Chilton Medley LLP

P 502.749.1900 | F 502.749.1930

2600 Meidinger Tower | 462 South Fourth Street | Louisville, KY 40202

www.mcmcpa.com | 888.587.1719

An Independent Member of Baker Tilly International

Independent Auditor's Report (Continued)

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Theatre as of May 31, 2014 and 2013, and the changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Monty Chilton Medley, LLP

Louisville, Kentucky
October 8, 2014

**Actors Theatre of Louisville, Inc.
Statements of Financial Position
May 31, 2014 and 2013**

	<u>2014</u>	<u>2013</u>
Assets		
Current Assets		
Cash and cash equivalents	\$ 502,737	\$ 722,078
Deferred subscription campaign expenses	60,622	49,790
Pledges receivable, net - current portion	1,512,160	1,199,236
Other current assets	313,094	275,345
Total Current Assets	2,388,613	2,246,449
Property and Equipment, net	9,834,758	10,467,334
Investments, at Fair Value	9,681,526	8,337,076
Investments, at Cost	3,416,442	3,848,868
Pledges Receivable, net - Net of Current Portion	698,779	1,370,248
Other Assets	71,610	-
Total Assets	\$ 26,091,728	\$ 26,269,975
Liabilities and Net Assets		
Current Liabilities		
Accounts payable and accrued expenses	\$ 317,055	\$ 295,284
Deferred subscription revenue	844,781	911,959
Lines of credit	600,000	-
Total Current Liabilities	1,761,836	1,207,243
Other Liabilities	180,794	188,779
Total Liabilities	1,942,630	1,396,022
Net Assets		
Unrestricted	14,765,074	15,538,701
Temporarily restricted	3,735,122	3,759,217
Permanently restricted	5,648,902	5,576,035
Total Net Assets	24,149,098	24,873,953
Total Liabilities and Net Assets	\$ 26,091,728	\$ 26,269,975

See accompanying notes.

Actors Theatre of Louisville, Inc.
Statement of Activities and Changes in Net Assets
For the Year Ended May 31, 2014 with comparative totals as of May 31, 2013

	Unrestricted	Temporarily Restricted	Permanently Restricted	2014 Total	2013 Total
Revenues and Gains					
Ticket sales	\$ 2,983,252	\$ -	\$ -	\$ 2,983,252	\$ 3,176,066
Other earned	169,594	-	-	169,594	201,267
Auxiliary operations	905,718	-	-	905,718	981,109
Contributions					
Individuals	1,086,226	64,386	-	1,150,612	970,213
Government, foundation, corporate	1,981,021	698,652	-	2,679,673	4,468,782
Fundraising events, net	279,789	-	-	279,789	198,640
Investment income, net (Note E)	694,179	795,230	72,867	1,562,276	1,604,602
Net assets released from restrictions	1,582,363	(1,582,363)	-	-	-
Total Revenues and Gains	9,682,142	(24,095)	72,867	9,730,914	11,600,679
Expenses and Losses					
Direct Program Expenses					
Artistic	2,763,790	-	-	2,763,790	2,681,139
Production	2,092,153	-	-	2,092,153	2,125,201
Marketing and promotion	1,383,046	-	-	1,383,046	1,152,093
Audience services and sales	571,113	-	-	571,113	574,117
Occupancy	685,837	-	-	685,837	695,329
Depreciation	510,219	-	-	510,219	506,693
Total Direct Program Expenses	8,006,158	-	-	8,006,158	7,734,572
Auxiliary Operations					
Auxiliary expenses	163,897	-	-	163,897	190,995
Occupancy	275,078	-	-	275,078	296,341
Depreciation	162,350	-	-	162,350	208,382
Total Auxiliary Operations	601,325	-	-	601,325	695,718
Support Services					
General and administrative	1,161,928	-	-	1,161,928	1,099,918
Development	425,240	-	-	425,240	462,866
Loss on uncollectible pledges	20,242	-	-	20,242	10,939
Occupancy	149,201	-	-	149,201	149,199
Depreciation	91,675	-	-	91,675	141,753
Total Support Services	1,848,286	-	-	1,848,286	1,864,675
Total Expenses and Losses	10,455,769	-	-	10,455,769	10,294,965
Changes in Net Assets	(773,627)	(24,095)	72,867	(724,855)	1,305,714
Net Assets at Beginning of Year	15,538,701	3,759,217	5,576,035	24,873,953	23,568,239
Net Assets at End of Year	\$ 14,765,074	\$ 3,735,122	\$ 5,648,902	\$ 24,149,098	\$ 24,873,953

See accompanying notes.

Actors Theatre of Louisville, Inc.
Statement of Activities and Changes in Net Assets
For the Year Ended May 31, 2013

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Revenues and Gains				
Ticket sales	\$ 3,176,066	\$ -	\$ -	\$ 3,176,066
Other earned	201,267	-	-	201,267
Auxiliary operations	981,109	-	-	981,109
Contributions				
Individuals	918,107	52,106	-	970,213
Government, foundation, corporate	1,850,513	2,618,269	-	4,468,782
Fundraising events, net	198,640	-	-	198,640
Investment income, net (Note E)	722,763	835,809	46,030	1,604,602
Net assets released from restrictions	1,906,926	(1,906,926)	-	-
Total Revenues and Gains	9,955,391	1,599,258	46,030	11,600,679
Expenses and Losses				
Direct Program Expenses				
Artistic	2,681,139	-	-	2,681,139
Production	2,125,201	-	-	2,125,201
Marketing and promotion	1,152,093	-	-	1,152,093
Audience services and sales	574,117	-	-	574,117
Occupancy	695,329	-	-	695,329
Depreciation	506,693	-	-	506,693
Total Direct Program Expenses	7,734,572	-	-	7,734,572
Auxiliary Operations				
Auxiliary expenses	190,995	-	-	190,995
Occupancy	296,341	-	-	296,341
Depreciation	208,382	-	-	208,382
Total Auxiliary Operations	695,718	-	-	695,718
Support Services				
General and administrative	1,099,918	-	-	1,099,918
Development	462,866	-	-	462,866
Loss on uncollectible pledges	10,939	-	-	10,939
Occupancy	149,199	-	-	149,199
Depreciation	141,753	-	-	141,753
Total Support Services	1,864,675	-	-	1,864,675
Total Expenses and Losses	10,294,965	-	-	10,294,965
Changes in Net Assets	(339,574)	1,599,258	46,030	1,305,714
Net Assets at Beginning of Year	15,878,275	2,159,959	5,530,005	23,568,239
Net Assets at End of Year	\$ 15,538,701	\$ 3,759,217	\$ 5,576,035	\$ 24,873,953

See accompanying notes.

Actors Theatre of Louisville, Inc.
Statements of Cash Flows
Years Ended May 31, 2014 and May 31, 2013

	<u>2014</u>	<u>2013</u>
Cash Flows from Operating Activities		
Changes in Net Assets	\$ (724,855)	\$ 1,305,714
Adjustments to reconcile changes in net assets to cash used by operating activities:		
Depreciation	764,244	856,828
Loss on sale/disposal of property	-	8,355
Loss on uncollectible pledges	20,242	10,939
Gain on investment in limited partnership	(355,424)	(193,763)
Net realized and unrealized gain on investments	(1,015,721)	(1,248,803)
Donated property and equipment	-	(8,228)
Changes in:		
Deferred subscription campaign expenses	(10,832)	8,978
Pledges receivable, net	332,303	(1,447,449)
Other assets	(109,359)	(88,726)
Accounts payable and accrued expenses	21,771	(34,317)
Deferred subscription revenue	(67,178)	21,030
Other liabilities	(7,985)	(8,045)
Net Cash Used by Operating Activities	<u>(1,152,794)</u>	<u>(817,487)</u>
Cash Flows from Investing Activities		
Purchases of property and equipment	(131,668)	(116,137)
Purchases of investments	(4,529,739)	(2,997,049)
Proceeds from sale of investments	4,988,860	3,551,436
Proceeds from disposal of fixed assets	-	4,582
Net Cash Provided by Investing Activities	<u>327,453</u>	<u>442,832</u>
Cash Flows from Financing Activities		
Proceeds from contributions restricted for capital improvements and investment in endowment	6,000	40,732
Proceeds from lines of credit	600,000	400,000
Payments on lines of credit	-	(400,000)
Net Cash Provided by Financing Activities	<u>606,000</u>	<u>40,732</u>
Net Decrease in Cash and Cash Equivalents	<u>(219,341)</u>	<u>(333,923)</u>
Cash and Cash Equivalents at Beginning of Year	<u>722,078</u>	<u>1,056,001</u>
Cash and Cash Equivalents at End of Year	<u>\$ 502,737</u>	<u>\$ 722,078</u>

See accompanying notes.

**Actors Theatre of Louisville, Inc.
Notes to Financial Statements
May 31, 2014 and 2013**

Note A - Nature of Organization

Actors Theatre of Louisville, Inc. ("the Theatre") is a Kentucky nonprofit organization formed in 1964 to promote the advancement of theatrical arts. The Theatre unlocks human potential, builds community, and enriches quality of life by engaging people in theatre that reflects the wonder and complexity of our time. A major focus of the Theatre is the creation of new plays.

Note B - Summary of Significant Accounting Policies

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

The Theatre reports gifts of cash and other assets as restricted support if they are received with donor stipulations that limit the use of the donated assets and whose restrictions are not met in the same period. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities and changes in net assets as net assets released from restriction. The Theatre follows the policy of reporting donor-imposed restricted contributions whose restrictions are met in the same period as received as unrestricted revenue.

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

Permanently restricted net assets include those contributions and other inflows of assets whose use by the Theatre is limited by donor-imposed stipulations that neither expire by the passage of time nor can be fulfilled or otherwise removed by the actions of the Theatre; however, the income from such investments is to be used to further the mission of the Theatre and is reported as temporarily restricted until appropriated for expenditure by the Theatre.

5. **Cash and Cash Equivalents:** The Theatre considers all highly liquid investments with a maturity of three months or less at the date of purchase to be cash equivalents except such instruments purchased with long-term investment assets which are reported as investments. The Theatre typically maintains balances with its banks in excess of federally insured limits.

Actors Theatre of Louisville, Inc.
Notes to Financial Statements (Continued)
May 31, 2014 and 2013

Note B - Summary of Significant Accounting Policies (Continued)

6. Deferred Subscription Revenue and Expenses: Revenue and expenses related to the sale of season tickets are deferred and are credited or charged to operations during the respective theatrical season.
7. Property and Equipment: It is the Theatre's policy to capitalize purchases of property and equipment over \$2,000. Lesser amounts are expensed. Property and equipment are recorded at cost at date of acquisition or fair value at date of donation and are depreciated using the straight-line method over their estimated useful lives of 3 to 10 years for equipment and 10 to 40 years for buildings and improvements. Depreciation expense for the years ended May 31, 2014 and 2013 was \$764,244 and \$856,828, respectively.
8. Investments: Investments in marketable securities are stated at fair value (based upon quoted market prices). Net unrealized and realized gains or losses are reflected in the statements of activities and changes in net assets. Interest and dividends are reported net of investment expenses of approximately \$34,000 and \$29,000 for the years ended May 31, 2014 and 2013, respectively.

The Theatre's investments in limited partnerships, which are not readily marketable, are recorded under the cost method. Under the cost method, income recognized by the investor is limited to distributions received, except that distributions exceeding the investor's share of earnings after the date of the investment are applied to reduce the carrying value of the investment.

9. Income Tax Status: The Theatre has received a determination letter from the Internal Revenue Service indicating that it qualifies as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code. Accordingly, no income taxes have been provided for in the accompanying financial statements.

The Theatre recognizes uncertain income tax positions using the "more-likely-than-not" approach as defined in the ASC. No liability for uncertain tax positions has been recorded in the accompanying financial statements. The Theatre's 2010 - 2013 tax years remain open and subject to examination.

10. Reclassifications: Certain reclassifications have been made to the 2013 financial statements to conform to the 2014 financial statement presentation.

Note C - Pledges Receivable

The Theatre initiated a capital campaign during 2004. The campaign funds are to be used for the following: 1) capital improvements, 2) increase funding for investments, 3) supplement working capital. The Theatre has additional pledges for operations not included as a part of the capital campaign.

Pledges receivable at May 31, 2014 and 2013 are as follows:

	2014	2013
Gross pledges receivable, capital	\$ 19,905	\$ 25,905
Gross pledges receivable, operating	2,267,255	2,680,331
Gross pledges receivable	2,287,160	2,706,236
Less discount to present value	(43,221)	(104,752)
Less allowance for uncollectible pledges	(33,000)	(32,000)
	\$ 2,210,939	\$ 2,569,484

Actors Theatre of Louisville, Inc.
Notes to Financial Statements (Continued)
May 31, 2014 and 2013

Note C - Pledges Receivable (Continued)

Gross pledges receivable at May 31, 2014 are due according the following schedule:

Less than one year	\$ 1,544,660
One to five years	<u>742,500</u>
	<u>\$ 2,287,160</u>

The Theatre receives contributions primarily from individuals, grantors, or corporations in the community. The Theatre uses an allowance for uncollectible pledges based on a reasonable estimate of possible uncollectible pledges.

Pledges receivable in future periods are discounted at rates ranging from 2.27% - 3.58%.

Note D - Property and Equipment

Property and equipment consists of the following at May 31, 2014 and 2013:

	<u>2014</u>	<u>2013</u>
Land	\$ 1,381,105	\$ 1,381,105
Buildings	22,026,307	21,961,317
Equipment	<u>1,753,187</u>	<u>1,769,179</u>
	25,160,599	25,111,601
Less accumulated depreciation	<u>15,325,841</u>	<u>14,644,267</u>
	<u>\$ 9,834,758</u>	<u>\$ 10,467,334</u>

Note E - Investments

Investments, at fair value consist of the following at May 31, 2014 and 2013:

	<u>2014</u>		<u>2013</u>	
	Cost	Fair Value	Cost	Fair Value
Cash and cash equivalents	\$ 572,913	\$ 572,913	\$ 395,418	\$ 395,418
Mutual funds	600,025	1,016,813	600,025	861,669
Exchange-traded funds	1,588,660	1,758,589	1,588,660	1,732,762
Corporate stocks	3,767,779	5,536,906	3,141,389	4,507,684
Corporate bond funds	<u>875,150</u>	<u>796,305</u>	<u>875,150</u>	<u>839,543</u>
	<u>\$ 7,404,527</u>	<u>\$ 9,681,526</u>	<u>\$ 6,600,642</u>	<u>\$ 8,337,076</u>

Actors Theatre of Louisville, Inc.
Notes to Financial Statements (Continued)
May 31, 2014 and 2013

Note E - Investments (Continued)

Investments, at cost consist of the following at May 31, 2014 and 2013:

	2014		2013	
	Cost	Estimated Fair Value	Cost	Estimated Fair Value
Investment in limited partnerships - cost method	\$ 3,416,442	\$ 4,526,255	\$ 3,848,868	\$ 4,764,528

None of the Theatre's limited partnership investments are in an unrealized loss position at May 31, 2014. The following table shows the gross unrealized losses and fair value of the Theatre's limited partnership investments, accounted for under the cost method, that were not deemed to be other-than-temporarily impaired, aggregated by investment category and length of time that investments had been in a continuous unrealized loss position at May 31, 2013:

Description of Investments	2013					
	Less than 12 Months		12 Months or Greater		Total	
	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses	Estimated Fair Value	Unrealized Losses
Limited partnerships carried at cost	\$ -	\$ -	\$172,846	\$ (46,774)	\$172,846	\$ (46,774)

Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would result in material changes in the fair value of investments and net assets of the Theatre. The Theatre's interests in limited partnerships represent 26% and 32% of total investments held at May 31, 2014 and 2013, respectively. Because these limited partnership investments are not readily marketable, their estimated value is subject to uncertainty and therefore may differ from the estimated fair value shown above had a readily available market for such investments existed.

Investment income, net as of May 31, 2014 and 2013 consists of the following:

	2014	2013
Interest and dividend income, net of fees	\$ 191,131	\$ 162,036
Net realized and unrealized gain on investments	1,015,721	1,248,803
Gain from investment in limited partnerships	355,424	193,763
	<u>\$ 1,562,276</u>	<u>\$ 1,604,602</u>

Actors Theatre of Louisville, Inc.
Notes to Financial Statements (Continued)
May 31, 2014 and 2013

Note E - Investments (Continued)

In January 2002, the Theatre invested in Chrysalis Ventures II, L.P., a venture capital fund located in Louisville, Kentucky. The Theatre's cost basis investment in the partnership as of May 31, 2014 and 2013 was approximately \$122,000. The Theatre accounted for its less than one percent interest in the limited partnership under the cost method.

In February 2006, the Theatre committed \$1,000,000 to Fort Washington Private Equity Investors IV, L.P. Fort Washington Fund IV is a "fund of funds" which invests in multiple private equity and venture capital funds. The Theatre's cost basis investment in the partnership as of May 31, 2014 and 2013 was approximately \$640,000 and \$700,000, respectively. The Theatre accounted for its less than two percent interest in the limited partnership under the cost method.

In February 2006, the Theatre invested \$1,000,000 in Commonfund Institutional Multi-Strategy Equity Fund, LLC. Commonfund operates as a manager of third party investment funds. During 2013 The Theatre redeemed an aggregate of \$300,000 from Commonfund Institutional Multi-Strategy Equity Fund, LLC in three equal monthly installments beginning in December 2012. The Theatre's cost basis investment in the fund as of May 31, 2014 and 2013 was \$745,000. The Theatre accounted for less than one percent interest in the fund under the cost method.

In April 2006, the Theatre invested \$500,000 in Mainstream Active Value Fund, L.P. Mainstream operated as an investment fund and invested primarily in publicly traded equity securities. During 2014 the Mainstream Active Value Fund was liquidated and the Theatre received a distribution of its share of the fair value of the fund at the time of liquidation totaling approximately \$700,000. A gain of \$197,916 on this distribution is included in investment income, net in the statement of activities and changes in net assets. The Theatre's cost basis investment in the partnership as of May 31, 2013 was approximately \$500,000.

In November 2006, the Theatre invested \$500,000 in Prisma Select Fund II Ltd, a private investment fund managed by Prisma Capital Partners LP. Prisma Select is a "fund of funds" which invests in multiple hedge funds. In December 2011 the fund began liquidating its portfolio. The Theatre chose to roll its investment into the Prisma Spectrum Fund Ltd. The fund distributed approximately \$22,000 and \$195,000 to Prisma Spectrum for the years ended May 31, 2014 and 2013, respectively. The Theatre's cost basis investment in the partnership as of May 31, 2014 and 2013 was \$33,000 and \$50,000, respectively. The Theatre accounts for its less than two percent interest in the limited partnership under the cost method.

In November 2006, the Theatre invested \$500,000 in Prisma Spectrum Fund Ltd, a private investment fund managed by Prisma Capital Partners LP. Prisma Spectrum is a "fund of funds" which invests in multiple hedge funds. During 2014 and 2013 the Theatre chose to roll distributions from Prisma Select Fund II Ltd of \$22,000 and \$195,000, respectively, into the Prisma Spectrum fund. The Theatre's cost basis investment in the partnership as of May 31, 2014 and 2013 was \$1,062,000 and \$1,041,000, respectively. The Theatre accounts for its less than one percent interest in the limited partnership under the cost method.

Actors Theatre of Louisville, Inc.
Notes to Financial Statements (Continued)
May 31, 2014 and 2013

Note E - Investments (Continued)

In June 2007, the Theatre invested \$500,000 in JK Asian Invest, LP, which operates as an investment fund and invests primarily in publicly traded equity securities in the Pacific Rim. The Theatre's cost basis investment in the partnership as of May 31, 2014 and 2013 was \$500,000. The Theatre accounts for its less than two percent interest in the limited partnership under the cost method.

In June 2009, the Theatre committed \$250,000 to Fort Washington Private Equity Opportunities Fund II, L.P. Fort Washington PEOF II operates as an investment fund principally for the purpose of acquiring, through secondary market transactions, interests in a diversified portfolio of established pooled investment vehicles or private equity investment funds, organized as limited partnerships, limited liability companies, or corporations, including venture capital, buyout, and fund of funds. The Theatre's cost basis investment in the partnership as of May 31, 2014 and 2013 was approximately \$100,000 and \$97,000, respectively. The Theatre accounted for its less than one percent interest in the limited partnership under the cost method.

In December 2011 and May 2012, the Theatre committed a total of \$500,000 to Fort Washington Private Equity Investors Fund VII, L.P. Fort Washington P.E. Investors VII operates as an investment fund principally for the purposes of investing in a diversified portfolio of primary market interests, secondary market interests, and co-investment opportunities. The Theatre's cost basis investment in the partnership as of May 31, 2014 and 2013 was approximately \$217,000 and \$98,000, respectively. The Theatre accounted for its less than one percent interest in the limited partnership under the cost method.

The following table sets forth the commitments relative to the Theatre's limited partnership investments at May 31, 2014:

	<u>Unfunded Commitment</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Chrysalis Ventures II, L.P.	\$ -	N/A	N/A
Commonfund Institutional Multi-Strategy Equity Fund, LLC.	-	Monthly	5 days
Fort Washington Private Equity Investors IV, L.P.	49,638	N/A	N/A
Fort Washington Private Equity Investors VII, L.P.	275,000	N/A	N/A
Fort Washington Private Equity Opportunities Fund II, L.P.	85,785	N/A	N/A
JK Asian Invest, L.P.	-	Quarterly	30 days
Prisma Select Fund II Ltd.	-	N/A	N/A
Prisma Spectrum Fund Ltd.	-	Quarterly	90 days

Actors Theatre of Louisville, Inc.
Notes to Financial Statements (Continued)
May 31, 2014 and 2013

Note F - Fair Value Measurements

The ASC establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to the unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC are described below:

- Level 1 - Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities.
- Level 2 - Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.
- Level 3 - Unobservable inputs that are supported by little or no market activity and are significant to the fair value of the assets or liabilities. Level 3 includes values determined using pricing models, discounted cash flow methodologies, or similar techniques reflecting the Theatre's own assumptions, based on the best information available in the circumstances.

Valuation Methodology - Cash equivalents are valued at cost, which approximates fair value. Investments in actively traded securities are valued at the closing price of the security on the measurement date or the last business day prior to the measurement date if the measurement date falls on a weekend or holiday. Investments in partnerships are valued at the net asset valuation (NAV) reported by the general partner. Partnership investments were reviewed on an individual basis with consideration given to the nature and liquidity of the asset, valuation techniques of the partners, and any restrictions placed on partnership redemption. It was determined that no adjustment to these reported values was necessary. There have been no changes in the methodologies used at May 31, 2014 and 2013.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Theatre believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Actors Theatre of Louisville, Inc.
Notes to Financial Statements (Continued)
May 31, 2014 and 2013

Note F - Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Theatre's assets at fair value as of May 31, 2014:

	Assets at Fair Value as of May 31, 2014			
	Level 1	Level 2	Level 3	Total
Money Market Funds	\$ 572,913	\$ -	\$ -	\$ 572,913
Corporate Stocks:				
Consumer discretionary	891,148	-	-	891,148
Consumer staples	301,683	-	-	301,683
Energy	408,875	-	-	408,875
Financials	1,125,976	-	-	1,125,976
Healthcare	802,588	-	-	802,588
Industrials	867,127	-	-	867,127
Information technology	996,573	-	-	996,573
Materials	53,528	-	-	53,528
Telecommunications	27,098	-	-	27,098
Utilities	62,310	-	-	62,310
Mutual Funds:				
Small cap index	562,422	-	-	562,422
International	454,391	-	-	454,391
Exchange-traded Funds:				
Commodities	219,111	-	-	219,111
International	1,539,478	-	-	1,539,478
Corporate Bond Funds:				
Commodities	168,486	-	-	168,486
International	627,819	-	-	627,819
Limited Partnerships Carried at Cost	-	-	4,526,255	4,526,255
	<u>\$ 9,681,526</u>	<u>\$ -</u>	<u>\$ 4,526,255</u>	<u>\$ 14,207,781</u>

Actors Theatre of Louisville, Inc.
Notes to Financial Statements (Continued)
May 31, 2014 and 2013

Note F - Fair Value Measurements (Continued)

The following table sets forth by level, within the fair value hierarchy, the Theatre's assets at fair value as of May 31, 2013:

	Assets at Fair Value as of May 31, 2013			
	Level 1	Level 2	Level 3	Total
Money Market Funds	\$ 395,418	\$ -	\$ -	\$ 395,418
Corporate Stocks:				
Consumer discretionary	434,793	-	-	434,793
Consumer staples	329,332	-	-	329,332
Energy	422,459	-	-	422,459
Financials	940,252	-	-	940,252
Healthcare	670,205	-	-	670,205
Industrials	683,262	-	-	683,262
Information technology	880,501	-	-	880,501
Materials	42,011	-	-	42,011
Telecommunications	56,472	-	-	56,472
Utilities	48,397	-	-	48,397
Mutual Funds:				
Small cap index	477,532	-	-	477,532
International	384,137	-	-	384,137
Exchange-traded Funds:				
Commodities	214,191	-	-	214,191
International	1,518,571	-	-	1,518,571
Corporate Bond Funds:				
Commodities	171,304	-	-	171,304
International	668,239	-	-	668,239
Limited Partnerships Carried at Cost	-	-	4,764,528	4,764,528
	<u>\$ 8,337,076</u>	<u>\$ -</u>	<u>\$ 4,764,528</u>	<u>\$ 13,101,604</u>

Actors Theatre of Louisville, Inc.
Notes to Financial Statements (Continued)
May 31, 2014 and 2013

Note F - Fair Value Measurements (Continued)

The changes in investments measured at fair value for which the Theatre has used Level 3 inputs to determine fair value for the years ended May 31, 2014 and 2013 are as follows:

	<u>2014</u>	<u>2013</u>
Balance, Beginning of Year	\$ 4,764,528	\$ 4,450,941
Realized and unrealized gains on investments		
Net realized gains on investments (included in investment income)	355,424	193,763
Net change in unrealized appreciation relating to investments held at the reporting date	194,153	493,321
Purchases of investments	159,432	321,133
Sales of investments	<u>(947,282)</u>	<u>(694,630)</u>
Balance, End of Year	<u>\$ 4,526,255</u>	<u>\$ 4,764,528</u>

Net change in unrealized appreciation relating to investments held at the reporting date is not reflected in the statements of activities and changes in net assets as the investments are recorded at cost.

Note G - Endowment Fund

The Theatre's endowment consists of approximately three individual funds established for various purposes (see Note J). Its endowment includes both donor-restricted endowment funds and funds designated by the Board of Directors to function as endowments. As required by generally accepted accounting principles, net assets associated with endowment funds, including funds designated by the Board of Directors to function as endowments, are classified and reported based on the existence or absence of donor-imposed restrictions.

The Theatre follows the Uniform Prudent Management of Institutional Funds Act (UPMIFA), the provisions of which apply to endowment funds. As such, the Theatre is required to act prudently when making decisions to spend or accumulate donor restricted endowment assets and in doing so to consider a number of factors including the duration and preservation of its donor restricted endowment funds.

The Theatre has interpreted UPMIFA as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds, absent explicit donor stipulations to the contrary. The Theatre classifies as permanently restricted net assets the original value of gifts donated to the permanent endowment and accumulations to the permanent endowment made in accordance with the direction of the applicable donor gift instrument at the time the accumulation is added to the fund. The remaining portion of the donor-restricted endowment that is not classified as permanently restricted net assets is classified as temporarily restricted until appropriated for expenditure by the Theatre.

Actors Theatre of Louisville, Inc.
Notes to Financial Statements (Continued)
May 31, 2014 and 2013

Note G - Endowment Fund (Continued)

Endowment net asset composition as of May 31, 2014 and 2013 is as follows:

	May 31, 2014			Total
	Unrestricted	Temporarily Restricted	Permanently Restricted	
Donor restricted	\$ -	\$ 1,542,988	\$ 5,648,902	\$ 7,191,890
Board designated	5,906,078	-	-	5,906,078
Total	\$ 5,906,078	\$ 1,542,988	\$ 5,648,902	\$ 13,097,968

	May 31, 2013			Total
	Unrestricted	Temporarily Restricted	Permanently Restricted	
Donor restricted	\$ -	\$ 978,553	\$ 5,576,035	\$ 6,554,588
Board designated	5,631,356	-	-	5,631,356
Total	\$ 5,631,356	\$ 978,553	\$ 5,576,035	\$ 12,185,944

Changes in endowment net assets for the year ended May 31, 2014 is as follows:

	May 31, 2014			Total
	Unrestricted	Temporarily Restricted	Permanently Restricted	
Endowment Net Assets, Beginning of the Year	\$ 5,631,356	\$ 978,553	\$ 5,576,035	\$ 12,185,944
Investment Return:				
Investment income	85,080	105,799	-	190,879
Net appreciation	608,847	689,431	72,867	1,371,145
Total Investment Return	693,927	795,230	72,867	1,562,024
Contributions	-	-	-	-
Appropriated for Expenditure	(419,205)	(230,795)	-	(650,000)
Endowment Net Assets, End of Year	\$ 5,906,078	\$ 1,542,988	\$ 5,648,902	\$ 13,097,968

Actors Theatre of Louisville, Inc.
Notes to Financial Statements (Continued)
May 31, 2014 and 2013

Note G - Endowment Fund (Continued)

Changes in endowment net assets for the year ended May 31, 2013 is as follows:

	May 31, 2013			Total
	Unrestricted	Temporarily Restricted	Permanently Restricted	
Endowment Net Assets, Beginning of the Year	\$ 5,032,268	\$ 735,492	\$ 5,530,005	\$ 11,297,765
Investment Return:				
Investment income	72,828	88,778	-	161,606
Net appreciation	649,505	747,031	46,030	1,442,566
Total Investment Return	722,333	835,809	46,030	1,604,172
Contributions	34,007	-	-	34,007
Appropriated for Expenditure	(157,252)	(592,748)	-	(750,000)
Endowment Net Assets, End of Year	<u>\$ 5,631,356</u>	<u>\$ 978,553</u>	<u>\$ 5,576,035</u>	<u>\$ 12,185,944</u>

The Theatre has adopted investment and spending policies for endowment assets that attempt to provide a stream of endowment funding that grows, over time, at a rate which preserves its purchasing power. Under this policy, as approved by the Board, the endowment assets are invested in a manner that is intended to produce total returns that, over time, track those of the S&P 500 index with a lower level of year-to-year volatility.

To achieve these objectives, the Theatre utilizes the total return method of calculating its annual endowment draws. To dampen year-to-year volatility, each year's budgeted draw is calculated by employing a 5.5% rate of return to the average endowment assets of the previous 13 quarters. The 5.5% assumed total return was established after an assessment of the expected long-term rates of return on each of the various asset classes held by the endowment.

Note H - Lines of Credit

The Theatre has an unsecured line of credit agreement with PNC Bank for \$500,000 with an interest rate of prime (3.25% at May 31, 2014), which expires October 2014. The outstanding balance on this line of credit was \$300,000 and \$0 as of May 31, 2014 and 2013, respectively.

The Theatre has an unsecured line of credit agreement with Republic Bank for \$500,000 with an interest rate of prime (3.25% at May 31, 2014) with a floor of 3.25%, which expires November 2014. There is no outstanding balance on this line of credit at May 31, 2014 and 2013.

The Theatre has an unsecured line of credit agreement with Fifth Third Bank for \$500,000 with an interest rate of prime (3.25% at May 31, 2014), which expires November 2015. The outstanding balance on this line of credit was \$300,000 and \$0 as of May 31, 2014 and 2013, respectively.

The Theatre has a standby letter of credit issued to the Actors Equity Association to ensure payment of actors' salaries and benefits. The amount on the letter of credit at May 31, 2014 is \$65,310 with an expiration date of July 2015.

Interest paid was \$9,615 and \$6,308 for the years ended May 31, 2014 and 2013, respectively.

Actors Theatre of Louisville, Inc.
Notes to Financial Statements (Continued)
May 31, 2014 and 2013

Note I - Temporarily Restricted Net Assets

Temporarily restricted net assets at May 31, 2014 and 2013 are available for the following purposes:

	<u>2014</u>	<u>2013</u>
Humana festival	\$ 1,459,047	\$ 2,048,491
Shakespeare plays	1,272,978	787,808
Future seasons	552,239	604,927
Actors artistic programming	270,010	190,745
Software implementation	118,000	-
New plays	40,342	63,300
Capital improvement	22,506	63,946
	<u>\$ 3,735,122</u>	<u>\$ 3,759,217</u>

Note J - Permanently Restricted Net Assets

Permanently restricted net assets at May 31, 2014 and 2013 are invested in perpetuity, the income from which is expendable for the following purposes:

	<u>2014</u>	<u>2013</u>
Shakespeare plays	\$ 3,498,529	\$ 3,425,662
Theatrical productions	1,350,000	1,350,000
Actors artistic programming	800,373	800,373
	<u>\$ 5,648,902</u>	<u>\$ 5,576,035</u>

Under the terms of a grant from the Mary and Barry Bingham, Sr. Fund, a portion of the annual net income earned by the fund designated for Shakespeare plays is permanently restricted.

Under the terms of a grant from the National Endowment for the Arts, \$1,350,000 of the General Endowment Fund investments is permanently restricted.

Under the terms of a grant from the Doris Duke Charitable Foundation, \$400,000 of the General Endowment Fund investments is permanently restricted, which has been matched by \$400,373 in private contributions. Income and gains and losses are temporarily restricted until appropriated for expenditure by the Theatre for the grant's stated purpose of artistic programming.

Note K - Contributions Other than Cash

Contributions of property and equipment, supplies and services are recorded in the accompanying financial statements. Donated services and other gifts are recorded at fair value when determinable, otherwise at values indicated by the donor. Contributed property and equipment, supplies and services in the amount of \$109,868 and \$85,575 during the years ended May 31, 2014 and 2013 respectively, were recorded as contributions, and program and supporting services expenses or capitalized.

Actors Theatre of Louisville, Inc.
Notes to Financial Statements (Continued)
May 31, 2014 and 2013

Note L - Lease Income

The Theatre has a one-year lease agreement for its parking facility that expires in July 2014. Subsequent to May 31, 2014, the lease was extended through July 2015. The Theatre receives rental income on the lease based on a percentage of gross revenue. Rental income from the parking facility was \$603,357 and \$642,504 in 2014 and 2013, respectively, and is included in auxiliary operations on the accompanying statements of activities and changes in net assets.

The Theatre leases certain of its building facilities under noncancelable operating leases. The minimum future building rentals due to the Theatre are as follows:

<u>Year Ending</u> <u>May 31,</u>	<u>Amount</u>
2015	135,502
2016	135,502
2017	135,502
2018	94,988
	<u>\$ 501,494</u>

Rental income from the building leases was \$135,502 and \$153,447 in 2014 and 2013, respectively, and is included in auxiliary operations on the statements of activities and changes in net assets.

Note M - Lease Commitments

During the year ended May 31, 2011, the Theatre entered into two non-cancelable operating leases for housing units for visiting artists. The term of the first lease was for four years beginning June 1, 2010. Rent expense of \$136,520 and \$170,400 has been recorded under this lease during the years ended May 31, 2014 and 2013, respectively. This rent expense was offset by rental income under subleases of \$53,049 and \$58,701 in 2014 and 2013, respectively. These amounts are presented net in auxiliary operations on the accompanying statements of activities and changes in net assets.

The term of the second lease is for twenty years beginning February 1, 2012. Rent expense of \$122,400 and \$118,800 has been recorded under this lease during the years ended May 31, 2014 and 2013, respectively. Future minimum lease payments under this lease are as follows:

<u>Year Ending</u> <u>May 31,</u>	<u>Amount</u>
2015	\$ 129,600
2016	129,600
2017	129,600
2018	129,600
2019	129,600
Thereafter	1,641,600
	<u>\$ 2,289,600</u>

Actors Theatre of Louisville, Inc.
Notes to Financial Statements (Continued)
May 31, 2014 and 2013

Note N - Pension and Employee Benefit Plans

The Theatre is a participating employer in four separate trustee-managed multiemployer defined benefit pension plans for employees who participate in collective bargaining agreements ("the Plans"). The Plans generally provide retirement benefits to employees based on years of service while a member of the collective bargaining group and/or covered wages from participating employers. The Plans are each managed by a board of trustees. Although the Theatre is not represented on any of the boards of trustees, other contributing employers may be members of the boards. Contributions of \$60,918 in 2014 and \$68,390 in 2013 were charged to pension expense for ongoing participation in these Plans.

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

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

In connection with ongoing renegotiation of collective bargaining agreements, the Theatre could discuss and negotiate for the complete or partial withdrawal from one or more of the Plans. Depending on the number of employees withdrawn in any future period and the financial condition of the multiemployer plan at the time of withdrawal, the associated withdrawal liabilities could be material to the Theatre's change in net assets in the period of the withdrawal. As of May 31, 2014, the Theatre has no plans to withdraw from the Plans.

The Theatre's participation in the Plans as of May 31, 2014 and the years ended May 31, 2014 and 2013 is outlined in the table below. The "EIN/Pension Plan Number" column provides the Employee Identification Number (EIN) and the three-digit plan number, if applicable. The "FIP/RP Status Pending/Implemented" column indicates plans for which a financial improvement plan (FIP) or a rehabilitation plan (RP) is either pending or has been implemented. Plans in the Red zone are generally less than 65% funded, plans in the Yellow zone are generally greater than 65% but less than 80% funded, and plans in the Green are at least 80% funded. There have been no significant changes that affect the comparability of 2014 to 2013 contributions.

Pension Fund	Equity-League Pension Trust Fund		The SDC-League Pension Fund	
EIN/ Pension Plan Number	13-6696817-001		13-6634482-001	
Pension Protection Act Zone Status	May 31, 2013 May 31, 2012	Green Green	August 31, 2013 August 31, 2012	Yellow Yellow
FIP/ RP Status Pending/ Implemented	No		Yes / Implemented	
Theatre Contributions	2014 2013	\$ 44,206 \$ 47,575	\$ 5,762 \$ 9,201	
Surcharge Imposed	No		No	
Greater than 5% Contributor to the Plan	No		No	
Expiration Date of Collective - Bargaining Agreement	February 12, 2017		April 14, 2017	

Actors Theatre of Louisville, Inc.
Notes to Financial Statements (Continued)
May 31, 2014 and 2013

Note N - Pension and Employee Benefit Plans (Continued)

Pension Fund	United Scenic Artists Local 829 Pension and Welfare Fund		AFM & Employers' Pension Plan	
EIN/ Pension Plan Number	13-1982707-001		51-6120204-002	
Pension Protection Act Zone Status	December 31, 2013	Green	March 31, 2013	Red
	December 31, 2012	Green	March 31, 2012	Red
FIP/ RP Status Pending/ Implemented	No		Yes / Implemented	
Theatre Contributions	2014	\$ 10,860	\$	90
	2013	\$ 10,613	\$	1,001
Surcharge Imposed	No		Yes	
Greater than 5% Contributor to the Plan	No		No	
Expiration Date of Collective - Bargaining Agreement	June 30, 2017		August 31, 2014	

Under the terms of an agreement with various union organizations, the Theatre is required to pay specific amounts to a welfare trust fund (under a defined contribution welfare plan) on behalf of actors, directors and designers as they are employed by the Theatre. Welfare expense related to the union agreements was approximately \$161,000 and \$144,000 for 2014 and 2013, respectively. There have been no significant changes that affect the comparability of 2014 to 2013 contributions.

During 2007, the Theatre created a plan that is qualified under Internal Revenue Code Section 403(b). Employees of the Theatre who meet certain requirements can participate in a matched savings plan. The plan matches, within IRS limitations, 50% of an employee's contributions up to 4% of the participating employee's compensation. The employer match was \$45,165 and \$28,346 for 2014 and 2013, respectively.

Note O - Deferred Compensation Agreements

The Theatre has a deferred compensation agreement with a certain former key executive. The Theatre recorded compensation expense related to this agreement of approximately \$17,000 for each of the years ended May 31, 2014 and 2013. The current portion of the deferred compensation obligation is included in accounts payable and accrued expenses and totals approximately \$8,000 at May 31, 2014 and 2013. The long-term portion of the deferred compensation obligation is included in other liabilities and totals approximately \$180,800 and \$188,800 at May 31, 2014 and 2013, respectively.

Note P - Asset Retirement Obligation

The ASC requires that an asset retirement obligation ("ARO") associated with the retirement of a tangible long-lived asset be recognized as a liability in the period in which it is incurred or becomes determinable (as defined by the standard) even when the timing and/or method of settlement may be conditional on a future event. The Theatre's conditional ARO primarily relates to asbestos possibly contained in the production studio that the Theatre owns. Environmental regulations exist that require the Theatre to handle and dispose of asbestos in a special manner if a building undergoes major renovations or is demolished.

Actors Theatre of Louisville, Inc.
Notes to Financial Statements (Continued)
May 31, 2014 and 2013

Note P - Asset Retirement Obligation (Continued)

No liability has been recorded in relation to the ARO because the fair value cannot be reasonably determined. Much of the asbestos in the Theatre's facilities has been removed but absent any plans to do major renovation to or demolish the production studio, there is an indeterminate settlement date for the asset retirement obligation because the range of time over which the Theatre may settle the obligation is unknown or cannot be estimated.

Note Q - Fundraising Events

Gross revenues and direct event expenses related to fundraising events during the years ended May 31, 2014 and 2013 were as follows:

	<u>2014</u>	<u>2013</u>
Lobster Feast		
Revenues	\$ 458,007	\$ 360,898
Expenses	<u>(177,394)</u>	<u>(162,258)</u>
	280,613	198,640
50th Anniversary Gala		
Revenues	65,120	-
Expenses	<u>(65,944)</u>	<u>-</u>
	<u>(824)</u>	<u>-</u>
	<u>\$ 279,789</u>	<u>\$ 198,640</u>

Note R - Concentrations

At May 31, 2014 and 2013, the Theatre has one donor that represents 63% and 79%, respectively, of the gross pledges receivable.

ARTICLES OF INCORPORATION
OF
ACTORS THEATRE OF LOUISVILLE, INC.

We, the undersigned, KARL VICTOR, JR., WILLIAM FRIEDLANDER and JOHN S. GREENBAUM all of Louisville, Jefferson County, Kentucky, each of whom is a natural person over the age of twenty-one (21) years, associate themselves together as members to organize a non-profit corporation without capital stock or stockholders under the provisions of Chapter 273 of the Kentucky Revised Statutes and for that purpose adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is: ACTORS THEATRE OF LOUISVILLE, INC.

ARTICLE II

Any provision of these Articles to the contrary notwithstanding the corporation shall not have any purpose or object, nor have or exercise any power, nor engage in any activity, which in any way contravenes, or is in conflict with, the provisions of paragraph (1) of Article II of these Articles of Incorporation.

The objects and purposes of the corporation, and the powers it shall have and may exercise, are as follows:

1. To conduct and carry on its work, not for profit, but exclusively for religious, charitable, scientific, literary, or educational purposes, in such manner that no part of its income or property shall inure to the private benefit of any donor, member, trustee, or individual, having a personal or private interest in the activities of the corporation, and in such manner that it shall not directly or indirectly engage in carrying on propaganda or otherwise attempting to influence legislation.

2. To organize, promote, foster, assist (whether financially or otherwise) and conduct, such religious, charitable, scientific, literary and educational enterprises, movements, activities and institutions in the Commonwealth of Kentucky, as from time to time may be determined, selected or decided upon by the corporation's Board of Directors, including, without being limited to, the following objects, purposes and powers:

3 (a) To promote the cause of theatre in the United States by presenting, both in Louisville and elsewhere, dramas and dramatic presentations from the repertoire of modern and ancient classics, as well as original and previously unperformed dramas and plays of classical intent.

(b) To promote the advancement of the theatrical arts, by providing opportunities for persons skilled in theatrical subjects to work creatively with other artists in the presentation of dramas and plays and to conduct theatrical schools, training

programs, clinics and exhibitions:

(c) To provide a means for the initiation of theatrical projects by the performing members of the theatre; actors, directors, scenic designers, playwrights.

To provide facilities for the wider discussion and study of the theatrical arts, by members of the theatrical profession.

(d) To elevate the standards of theatrical presentation in the United States.

(e) To promote good fellowship among persons within the dramatic profession and with those persons in the kindred professions of literature, painting, sculpture, music and the dance; and to promote patronage of these arts.

In furtherance of the aforesaid purposes, enterprises, movements, activities and projects:

(a) To acquire by gift, devise, bequest, exchange or otherwise, property of any and all kinds, and to sell, transfer and otherwise dispose of any property it so acquires;

(b) To invest and reinvest any such property and the increment, avails or proceeds of any such property;

(c) To give, donate and contribute in any of the activities the corporation may elect to sponsor, or in furtherance of any of the aforesaid purposes for which the corporation is organized.

such money or property, or both, as the corporation's Board of Directors may from time to time determine.

(d) To take title to, and hold in its own name, such real or personal property, or both, and such interests in either such type of property as the corporation may acquire, for the purposes herein set out, and to sell, transfer and dispose of any such property or reinvest the proceeds thereof as herein permitted;

(e) To accept gifts, bequests or devises of property of any kind which any person, firm or corporation may make to the corporation, upon the terms, trusts and conditions set forth in deed of gift, will, or other instrument of writing, executed by any such donor or testator, but only for the purposes and upon the terms and conditions and with the powers set forth in these Articles of Incorporation;

(f) To borrow money and give security therefor by pledging, mortgaging or otherwise hypothecating any property it may own, or any interest it may have in such property;

(g) To operate any business, enterprise or property the corporation may have or acquire, but only for the purposes permitted by these Articles of Incorporation. Provided, however, that in the operation of such business, enterprise or property, the corporation shall devote the entire net income or net profits thereof, or both, only to the purposes for which this corporation is organized. Nevertheless, the provisions hereof shall not be deemed to prevent the corporation, in the operation of any such business, enterprise or property, from paying reasonable compensation for services actually rendered in the operation thereof.

(h) To do any and all things which the corporation's Board of Directors may determine, consistent with the provisions hereof, to be necessary or appropriate to effectuate the purposes for which the corporation is organized, as herein set forth, to the extent that the doing of such act or thing is not inconsistent with the provisions of Chapter 273 of the Kentucky Revised Statutes, or any other applicable law or statute of the Commonwealth of Kentucky.

The corporation shall have the following additional powers:

- (a) To have a corporate seal and alter it at pleasure;
- (b) To sue and be sued in its corporate name;
- (c) To contract and to be contracted with;
- (d) To the extent, for the purposes and the manner herein provided, to acquire, hold, sell, dispose of, pledge or mortgage, such property as its purposes may require, subject to any limitation prescribed by law or by these Articles of Incorporation;
- (e) To make by-laws consistent with the law in the manner hereinafter provided;
- (f) To the extent, and in the manner permitted by law, and provided in these Articles of Incorporation, to promote, in the Commonwealth of Kentucky, the purposes for which it was formed;

(g) To become a member of any other non-stock

or non-profit corporation organized under the laws of this State, or to become affiliated with any other organization of like character existing under the laws of this State;

(h) To the extent permitted by law, to enter contracts with any corporate trust company for the purposes of delegating to it the power, or employing it, to make investments in behalf of the corporation and to do such other things permitted by these Articles of Incorporation as the parties may agree upon and, without limiting the generality of the foregoing, but in furtherance thereof, to enter trust agreements, irrevocable or otherwise, with any such corporate trustee, and therein to authorize any such corporate trustee to employ agents, attorneys, accountants and others in connection with the performance of any duty or trust arising under such agreement.

ARTICLE III

1. The corporation shall have perpetual duration.

2. The corporation's existence shall begin when

the Secretary of State of Kentucky shall have issued the Certificate of Incorporation.

3. The corporation may be dissolved:

(a) Pursuant to the unanimous prior written consent of all of its members, or

(b) By a resolution adopted by the affirmative vote of three-fourths of its members at a meeting called for that purpose,

which meeting shall be held only after the Secretary of the Corporation shall have caused ten (10) days' prior written notice of the time, place and purpose of the meeting to be sent via registered United States mail, postage prepaid, to each member at his last known address as shown by the corporation's records.

4. After dissolution shall have been determined upon, notice thereof shall be given to such officers and in such manner and form as may be required by law, and all procedures required by law to effect such dissolution shall be taken. Upon dissolution of the corporation, its Board of Directors shall apply any assets not theretofore allocated or disposed of to such of the uses and purposes set out in Article II hereof, as said Board of Directors may determine.

ARTICLE IV

The corporation shall have neither capital stock nor stockholders, and its business and affairs shall not be conducted for private pecuniary gain or profit, nor shall any of its gain, profit or property inure to the incorporators thereof, nor to any member thereof, nor to any director or officer thereof, except as compensation for services actually rendered, but its entire gain, profit, net earnings and property shall be devoted exclusively to the religious, charitable, scientific, literary and educational purposes set out and referred to in Article II hereof.

5. It shall, nevertheless, be competent for the

corporation to cause to be issued to its members and directors, or both, certificates of membership, in such form as its Board of Directors may determine, evidencing a membership or directorship, or both, of the person to whom any such certificate is issued.

ARTICLE V

Until otherwise changed, the principal office of the corporation shall be 614 Kentucky Home Life Building, Louisville, Kentucky, and the name and address, including street number, of its resident agent for service of process shall be John S. Greenbaum, 614 Kentucky Home Life Building, Louisville, Kentucky.

ARTICLE VI

The names and post office addresses of directors who are to serve until the first annual meeting of the corporation's members or until the first meeting of the members called to elect a Board of

Directors, are:

<u>Name</u>	<u>Address</u>
Karl Victor, Jr.	Marion E. Taylor Building Louisville, Kentucky
William Friedlander	310 West Liberty Street Louisville, Kentucky
John S. Greenbaum	614 Kentucky Home Life Bldg. Louisville, Kentucky

ARTICLE VII

1. The incorporators shall be the original

members of the corporation. Two-thirds (2/3) of the members of the

corporation, or the directors, if there are no members, at any time

and from time to time, at a meeting called for that purpose, upon ten

(10) days' prior written notice sent via United States mail, postage

prepaid, to each member (or director) at his last known address as

shown by the corporation's records, may elect additional members or

directors if there are no members, and members (or directors) so

elected shall thereafter possess all of the rights and powers and be

subject to the same obligations as those of the original incorporators.

2. Any person becoming a member shall

continue to be a member until death, resignation, removal for cause,

such permanent physical or mental disability prevents his perform-

ing the duties of a member or the expiration of his term, if any. Any

member or director may resign as such at any time by filing his written

resignation with the Secretary of the corporation.

3. Removal for cause or for permanent dis-

ability shall be effective only upon the unanimous vote of all other

members or directors at a special meeting called for that purpose upon

ten (10) days' prior written notice, at which meeting the member or

director whose removal is under consideration may in person, or other-

wise, present to the remaining members his objections to such removal

and the grounds of such objections. Said notice shall contain the action proposed to be taken, a statement of all of the grounds of removal to be relied upon and shall be delivered within said period to all members and directors.

4. If, at any time, the membership or Board of Directors, if there are no members, of the corporation is reduced through resignation, death or in any other manner, the remaining members or directors, if there are no members, within sixty (60) days after such resignation, death or other termination, at a meeting duly called may, by majority vote of those present, elect sufficient members of directors, if there are no members, to fill any or all vacancies so created.

5. Each member shall have one (1) vote on all matters upon which members are entitled to vote. A majority of the entire membership shall constitute a quorum.

6. Notwithstanding any provision hereof to the contrary, it shall be competent for all members as a group together to resign their memberships. Upon such joint resignation, the Board of Directors shall succeed to all the rights, duties, privileges and powers previously belonging to and vested in the members prior to such resignation, and thereafter for all purposes, the directors shall be the members.

ARTICLE VIII

1. Except as otherwise provided herein, the

affairs of the corporation shall be conducted by a Board of Directors and by the officers hereinafter provided for. Each member of the corporation shall also be a director and shall hold office for as long as he or she shall be a member. Other directors may be elected in the manner and for the terms set out in subparagraph 8 hereof.

2. No officer need be a member of a director.

3. The annual meetings of the corporation's members and Board of Directors shall be held at the corporation's office aforesaid on the 30th day of November, in each year, or at such other time and place, if any, as may be fixed by the corporation's by-laws.

The Board of Directors shall hold its annual meeting immediately following the annual meeting of the members.

(a) At its annual meeting, the Board of Directors shall select a President, a Vice-President, a Secretary, a Treasurer, and such other officers and assistant officers as the Board of Directors may from time to time determine are necessary to manage the affairs of the corporation.

(b) Except as forbidden by law, any one person may be elected to more than one office.

(c) Any person elected to office shall hold his office as such until his successor shall have been elected and accepts office.

(d) Any person whom the Board of Directors appoints to office shall hold his office at the pleasure of the Board of

Directors and any person otherwise appointed to office shall hold his office at the pleasure of the officer or body appointing him.

(e) It shall be competent, consistent always with these Articles of Incorporation, for the members of the Board of Directors (or the directors themselves; if there are no members) and the Board of Directors as to the officers, respectively, to provide for specific terms of office for directors or officers of the corporation, as the member or the Board of Directors, as the case may be, in their discretion deem proper and to provide further that such terms may be for one or more years or for some other period, or at the pleasure of the members or of the Board of Directors as the case may be.

4. By appropriate by-law or resolution, the Board of Directors may provide for an executive committee and for such other committees as may appear necessary for the effective management of the business of the corporation and may give such committee such powers and duties as may seem proper, and may provide when and how often each such committee shall meet, how its meetings shall be called, and at what times and places such meetings may or shall be held.

5. The duties and powers of the Board of Directors and officers of the corporation shall, except as herein otherwise specifically provided, be such as are usually incident to similar Boards of Directors and similar officers, and, in addition, shall be such as may be conferred upon said Board of Directors or upon any

such officer by amendment to the Articles of Incorporation or by law or appropriate corporate resolution.

6. The number of directors shall be as provided

in the by-laws of the corporation and until otherwise indicated the number of directors shall be three (3), consisting of the original members

hereof. Directors who are also members shall serve as directors for as long as they serve as members. Directors who are not members shall be elected by the members and shall serve for such terms as the by-laws may designate or as provided in subparagraph 3(e) hereof.

Until the by-laws or members otherwise provide, a term of each director who is not a member shall be four (4) years.

Each director shall be entitled to one vote upon all matters coming before the Board of Directors and properly considered by it.

ARTICLE IX

1. The corporation's Articles of Incorporation may be amended in the manner provided by law.

2. The Board of Directors, at meetings duly called for such purpose from time to time may adopt, alter, amend, or repeal by-laws of the corporation, which shall not be inconsistent with these "Articles", subject to the power of the members to change or repeal them.

ARTICLE X.

The Board of Directors shall delegate to competent, technically qualified and trained artistic personnel the supervision of the day to day operation of any theatre with which the corporation may have a relationship for the purpose of maintaining the artistic quality of the theatre. This personnel shall consist of at least a Producer and/or Producers who shall have sole authority and responsibility for artistic policy and decisions.

IN TESTIMONY WHEREOF, witness the signatures of the parties hereto, this 26th day of August, 1964.

Karl Victor, Jnr
KARL VICTOR, JR

William Friedlander
WILLIAM FRIEDLANDER

John S. Greenbaum
JOHN S. GREENBAUM

THIS INSTRUMENT WAS RECORDED BY
JULY 26 1964

John S. Greenbaum

STATE OF KENTUCKY -)
)
COUNTY OF JEFFERSON)

I, a Notary Public in and for the state and county aforesaid,

certify that there appeared before me Karl Victor, Jr., William

Friedlander and John S. Greenebaum, personally known to me, who

produced the foregoing Articles of Incorporation before me in the state

and county aforesaid and acknowledged their signatures thereon to be their act and deed as incorporators thereon.

This day of 1964.

WITNESS my hand and Notarial Seal this day

of 1964.

My commission expires 1966.

Notary Public,
Kentucky

ORIGINAL COPY
FILED AND RECORDED

AUG 17 1964

CLERK OF COURTS
COUNTY OF JEFFERSON
KENTUCKY

Request for Taxpayer Identification Number and Certification

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

Print or type See Specific Instructions on page 2.	Name (as shown on your income tax return) Actors Theatre of Louisville, Inc.	
	Business name/disregarded entity name, if different from above	
	Check appropriate box for federal tax classification (required): <input type="checkbox"/> Individual/sole proprietor <input checked="" type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation S=S corporation P=partnership) ▶ <input type="checkbox"/> Other (see instructions) ▶	<input checked="" type="checkbox"/> Exempt payee
	Address (number, street, and apt. or suite no.) 316 West Main Street	Requester's name and address (optional)
	City, state, and ZIP code Louisville, KY 40202	
	List account number(s) here (optional)	

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on 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.

Social security number											
<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> <td style="border: 1px solid black; width: 20px; height: 20px;"></td> </tr> </table>											

Employer identification number

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

Part II Certification

Under penalties of perjury, I certify that:

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

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 4.

Sign Here	Signature of U.S. person ▶ <i>[Handwritten Signature]</i>	Date ▶ 3/16/11
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General Instructions

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

Purpose of Form

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

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

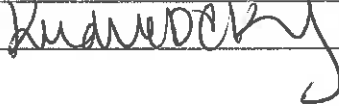
1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your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

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

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

- An individual who is a U.S. citizen or U.S. resident alien,
 - A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States,
 - An estate (other than a foreign estate), or
 - A domestic trust (as defined in Regulations section 301.7701-7)
- Special rules for partnerships.** Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax on any foreign partners' share of income from such business. Further, in certain cases where a Form W-9 has not been received, a partnership is required to presume that a partner is a foreign person, and pay the withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid withholding on your share of partnership income.

NDF NON-PROFIT APPLICATION CHECKLIST

Legal Name of Applicant Organization: Stage On	
Program Name: And in this corner Cassius Clay Request Amount: \$5,000	Yes/No/NA
Request form: Is the NDF request form signed by all Council Member(s) appropriating funding?	yes
Request form: Is the funding proposed less than or equal to the request amount?	yes
Request form: Have all known Council or Staff relationships to the Agency been adequately disclosed on the cover sheet?	yes
Application Page 1: Has prior Metro funds committed/granted been disclosed?	yes
Application Page 1: Is the application properly signed and dated by authorized signatory?	yes
Application Page 3: Reimbursement funding – One or two boxes checked if any expenses are incurred before the grant award period. Is all required documentation included?	yes
Application Pages 3 – 5: Is the proposed public purpose of the program well-documented?	yes
Application 4: Is there adequate documentation of how the proceeds of the fundraiser will be spent?	N/A
Application Budget Page 6: Does the application budget reflect only the revenue and expenses of the project/program (page 6) if the request is not an operating budget request? Is all detail schedules included for “Metro, Non Metro and Total” expense funds for client assistance, community events & festivals and other expenses? And does the Non-Metro Revenue equal the Non-Metro expenses?	yes
Faith Based Organizations: Is the signed Faith Based Form signed and included?	N/A
Jefferson County Only: Will all funding be spent in Louisville/Jefferson County?	yes
Capital Project(s) request: Is the cost estimate(s) from proposed vendor(s) included?	N/A
Good Standing: Is the entity in good standing with: <ul style="list-style-type: none"> • Kentucky Secretary of State – include Secretary of State website information on organization • Louisville Metro Government – check OMB monthly report filed in Council Financial Reports • Internal Revenue Service – most recent Form 990 included 	yes
Separate Taxing Districts: If Metro funding is for a separate taxing district, is the funding appropriated for a program outside the legal responsibility of that taxing district?	N/A
Small Cities: Is the resolution included agreeing to partner with Louisville Metro on the capital project? (IRS Determination letter not required, Form 990 not required, but KY SOS acknowledgement is)	N/A
Operating Requests: Is recommended operating funding less than or equal to 33% of total operating budget?	N/A
IRS Exempt Proof: Is proof of Tax Exempt status of 501(c) 3, 4, 6, 19, 1120-H included?	yes
Operating Budget: Is the organization’s current fiscal year operating budget included?	yes
Ordinance Required: Is the amount committed by Council members greater than \$5,000 to any one project/program within an organization in this fiscal year.	NO
Board Members: Is the entity’s board member list (with term length/term limits) included?	yes
Staff: Is a list of the highest paid staff included with their expected annual personnel costs?	yes
Annual Audit: Is the most recent annual audit (if required by organization) included?	yes
Rent Requests: Is a copy of signed lease included?	N/A
Articles of Incorporation: Are the Articles of Incorporation of the organization included?	yes
IRS Form W-9: Is the IRS Form W-9 included?	N/A
Evaluation Forms: Are the evaluation forms (if program participants are given evaluation forms) included?	N/A
Affirmative Action: Affirmative Action/Equal Employment Opportunity plan and/or policy statement included (if required by the organization)?	N/A
Prepared by: 	Date: 4/12/2015

ACTORS THEATRE OF LOUISVILLE, INC.**General Information**

Organization Number	0000478
Name	ACTORS THEATRE OF LOUISVILLE, INC.
Profit or Non-Profit	N - Non-profit
Company Type	KCO - Kentucky Corporation
Status	A - Active
Standing	G - Good
State	KY
File Date	8/27/1964
Organization Date	8/27/1964
Last Annual Report	6/26/2014
Principal Office	316-320 WEST MAIN ST. LOUISVILLE, KY 40202
Registered Agent	TODD PARKER LOWE 9900 CORPORATE CAMPUS DRIVE, SUITE 2100 LOUISVILLE, KY 40223

Current Officers

President	<u>Todd Parker Lowe</u>
Vice President	<u>Elizabeth Rounsavall</u>
Secretary	<u>Philip C Eschels</u>
Treasurer	<u>Linda Valentine</u>
Director	<u>John Bajandas</u>
Director	<u>Turney Berry</u>
Director	<u>Neville Blakemore III</u>
Director	<u>Ishmon Burks</u>
Director	<u>Jeffrey Callen</u>
Director	<u>Carolle Jones Clay</u>
Director	<u>Elizabeth Davis</u>
Director	<u>Laura Douglas</u>
Director	<u>John Gill Holland</u>
Director	<u>Barbara Juckett</u>
Director	<u>Michael J Keyes</u>
Director	<u>Stewart Lussky</u>
Director	<u>Debra M Murphy</u>
Director	<u>Al Paradis</u>
Director	<u>Theodore S Rosky</u>
Director	<u>Marsha Beck Roth</u>
Director	<u>Marilyn Schorin</u>
Director	<u>Matt B Schwartz</u>
Director	<u>Wendy Sirchio</u>

Director	Michael Stillman
Director	Allan Tasman
Director	John L Tate
Director	Mac Thompson
Director	Roanne Victor
Director	Jaleigh White
Director	Karen Wunderlin

Individuals / Entities listed at time of formation

Director	KARL VICTOR JR
Director	WILLIAM FRIEDLANDER
Director	JOHN S GREENEBAUM
Incorporator	KARL VICTOR JR
Incorporator	WILLIAM FRIEDLANDER
Incorporator	JOHN S GREENBAUM

Images available online

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

Registered Agent name/address change	7/7/2014 1:05:31 PM	1 page	PDF
Annual Report	6/26/2014	1 page	PDF
Annual Report	6/22/2013	1 page	PDF
Annual Report	6/28/2012	1 page	PDF
Annual Report Amendment	7/14/2011	1 page	PDF
Annual Report	6/30/2011	1 page	PDF
Annual Report	6/30/2010	1 page	PDF
Annual Report	6/30/2009	1 page	PDF
Annual Report	6/25/2008	1 page	PDF
Annual Report	6/29/2007	1 page	PDF
Annual Report	6/28/2006	1 page	PDF
Annual Report	6/28/2005	1 page	PDF
Annual Report	8/29/2003	1 page	tiff PDF
Annual Report	6/27/2001	8 pages	tiff PDF
Annual Report	8/4/2000	8 pages	tiff PDF
Annual Report	6/18/1999	4 pages	tiff PDF
Annual Report	8/25/1998	12 pages	tiff PDF
Annual Report	7/1/1997	1 page	tiff PDF
Annual Report	7/1/1996	3 pages	tiff PDF
Annual Report	7/1/1995	2 pages	tiff PDF
Annual Report	7/1/1994	1 page	tiff PDF
Annual Report	7/1/1993	1 page	tiff PDF
Statement of Change	6/28/1993	1 page	tiff PDF
Annual Report	7/1/1992	1 page	tiff PDF
Annual Report	7/1/1991	1 page	tiff PDF
Annual Report	7/1/1990	2 pages	tiff PDF
Annual Report	7/1/1989	1 page	tiff PDF

Annual Report	7/1/1988	1 page	tiff	PDF
Annual Report	7/1/1983	1 page	tiff	PDF
Annual Report	7/1/1982	1 page	tiff	PDF
Annual Report	7/1/1981	1 page	tiff	PDF
Amendment	9/14/1979	7 pages	tiff	PDF
Annual Report	5/25/1965	16 pages	tiff	PDF
Amendment	10/5/1964	15 pages	tiff	PDF
Articles of Incorporation	8/27/1964	17 pages	tiff	PDF
Statement of Change	9/19/1962	2 pages	tiff	PDF

Assumed Names

Activity History

Filing	File Date	Effective Date	Org. Referenced
Registered agent address change	7/7/2014 1:05:31 PM	7/7/2014 1:05:31 PM	
Annual report	6/26/2014 4:02:37 PM	6/26/2014 4:02:37 PM	
Annual report	6/22/2013 10:26:52 AM	6/22/2013 10:26:52 AM	
Annual report	6/28/2012 1:56:01 PM	6/28/2012 1:56:01 PM	
Amendment to annual report	7/14/2011 3:38:21 PM	7/14/2011 3:38:21 PM	
Annual report	6/30/2011 11:26:13 AM	6/30/2011 11:26:13 AM	
Annual report	6/30/2010 4:30:03 PM	6/30/2010 4:30:03 PM	
Annual report	6/30/2009 12:36:12 PM	6/30/2009 12:36:12 PM	
Annual report	6/25/2008 11:13:21 AM	6/25/2008 11:13:21 AM	
Annual report	6/29/2007 3:18:44 PM	6/29/2007 3:18:44 PM	
Annual report	6/28/2006 11:53:48 AM	6/28/2006 11:53:48 AM	
Annual report	6/28/2005	6/28/2005	
Annual report	6/30/2004	6/30/2004	
Amendment - Change purpose	9/14/1979	9/14/1979	
Restated articles	10/5/1964	10/5/1964	

Microfilmed Images

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

Annual Report	12/31/2004 2:11:27 PM	1 page
Annual Report	8/29/2003	1 page
Annual Report	7/30/2002	1 page
Annual Report	6/27/2001	8 pages

Annual Report	8/4/2000	8 pages
Annual Report	6/18/1999	4 pages
Annual Report	8/25/1998	12 pages
Annual Report	7/1/1997	1 page
Annual Report	7/1/1996	3 pages
Annual Report	7/1/1995	2 pages
Annual Report	7/1/1994	1 page
Annual Report	7/1/1993	1 page
Statement of Change	6/28/1993	1 page
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