

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

Applicant/Program: Commonwealth Theatre Center, Inc / The Ugly Duckling
Applicant Requested Amount: \$100,800
Appropriation Request Amount: \$48,000

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

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

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

23 District # James Pedraza JD Primary Sponsor Signature \$48,000 Amount 9-5-18 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.

Approved by:

Appropriations Committee Chairman Date
Final Appropriations Amount: _____

Applicant/Program:

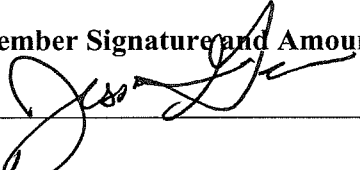
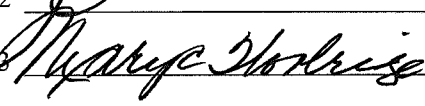
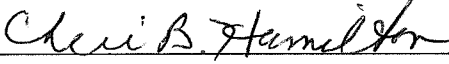
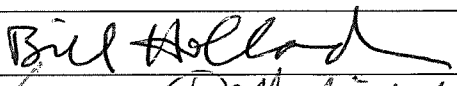


Commonwealth Theatre Center, Inc / The Ugly Duckling

Additional Disclosure and Signatures

Additional Council Office Disclosure

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

Council Member Signature and Amount

District 1		\$ 3,200 ⁻
District 2		\$
District 3		\$ 4,800 ⁰⁰
District 4		\$
District 5		\$ 6,400
District 6		\$
District 7		\$
District 8		\$
District 9		\$ # 3,200 ⁻
District 10		\$ # 4,800 ⁻
District 11		\$
District 12		\$ 6400
District 13		\$
District 14		\$
District 15		\$

Applicant/Program:

Commonweath Theatre Center, Inc / The Ugly Duckling

Additional Disclosure and Signatures

Additional Council Office Disclosure

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

District 16 _____ \$ _____

District 17 Glen Stachel (K) \$ 3,200.00

District 18 _____ \$ _____

District 19 _____ \$ _____

District 20 _____ \$ _____

District 21 _____ \$ _____

District 22 _____ \$ _____

District 23 _____ \$ _____

District 24 Madonna Flood \$ 8000.00

District 25 _____ \$ _____

District 26 _____ \$ _____

**LOUISVILLE METRO COUNCIL
NEIGHBORHOOD DEVELOPMENT FUND APPLICATION**

Legal Name of Applicant Organization Commonwealth Theatre Center, Inc

Program Name and Request Amount The Ugly Duckling - \$100,800

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

Prepared by:

J. M. [Signature]

Date:

9-19-18

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 1 – APPLICANT INFORMATION			
Legal Name of Applicant Organization: Commonwealth Theatre Center, Inc. <i>(as listed on: http://www.sos.ky.gov/business/records)</i>			
Main Office Street & Mailing Address: 1123 Payne Street, Louisville, KY 40204			
Website: www.commonwealththeatre.org			
Applicant Contact:	Margaret Phillips	Title:	Grants Manager
Phone:	502-589-0084	Email:	margaret@commonwealththeatre.org
Financial Contact:	Donna Adams	Title:	Business Manager
Phone:	502-589-0084	Email:	donna@commonwealththeatre.org
Organization's Representative who attended NDF Training: Margaret Phillips			
GEOGRAPHICAL AREA(S) WHERE PROGRAM ACTIVITIES ARE (WILL BE) PROVIDED			
Program Facility Location(s):	Louisville Metro Schools		
Council District(s):	Attached (To Date)	Zip Code(s):	Attached (To Date)
SECTION 2 – PROGRAM REQUEST & FINANCIAL INFORMATION			
PROGRAM/PROJECT NAME: THE UGLY DUCKLING, adapted by Geraldine Ann Snyder			
Total Request: (\$)	100,800	Total Metro Award (this program) in previous year: (\$)	88,000
Purpose of Request (check all that apply):			
<input type="checkbox"/> Operating Funds (generally cannot exceed 33% of agency's total operating budget) <input checked="" type="checkbox"/> Programming/services/events for direct benefit to community or qualified individuals <input type="checkbox"/> Capital Project of the organization (equipment, furnishing, building, etc)			
The Following are Required Attachments:			
<input checked="" type="checkbox"/> IRS Exempt Status Determination Letter <input checked="" type="checkbox"/> Current year projected budget <input checked="" type="checkbox"/> Current financial statement <input checked="" type="checkbox"/> Most recent IRS Form 990 or 1120-H <input checked="" type="checkbox"/> Articles of Incorporation (current & signed) Cost estimates from proposed vendor if request is for capital expense		Signed lease if rent costs are being requested <input checked="" type="checkbox"/> IRS Form W9 <input checked="" type="checkbox"/> Evaluation forms if used in the proposed program <input checked="" type="checkbox"/> Annual audit (if required by organization) Faith Based Organization Certification Form, if applicable	
For the current fiscal year ending June 30, list all funds appropriated and/or received from Louisville Metro Government for this or any other program or expense, including funds received through Metro Federal Grants, from any department or Metro Council Appropriation (Neighborhood Development Funds). Attach additional sheet if necessary.			
Source:	EAF: Middle School Intensive	Amount: (\$)	4,500
Source:	EAF: Drama for Learning	Amount: (\$)	5,000
Source:	EAF: Closing Early Childhood Gaps	Amount: (\$)	5,000
Has the applicant contacted the BBB Charity Review for participation? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No Has the applicant met the BBB Charity Review Standards? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No			

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 3 – AGENCY DETAILS

Describe Agency's Vision, Mission and Services:

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

Decades of research show that students of all abilities involved in theatre have stronger gains in reading, writing & problem-solving as well as greater empathy & tolerance for others. CTC provides unique, outcomes-based theatre programs in the midst of diminished access to art both in school & out of school, annually engaging approx. 45,700 youth (PreK-12) from 240+ area schools, including most JCPS Title 1 schools, and 7,500 adults.

CTC's touring productions in schools annually engage area students with quality plays & musicals performed by professional actors in underserved areas. Performed in schools by professionals, CTC's touring productions expand access and reduce busing, and include lesson plans and take-home resources to further enrich learning. For most students, it is their first exposure to professional theatre. In Fiscal Year 2018, CTC provided 124 touring performances of plays written and performed by CTC staff to approximately 33,500 students and 1,800 adults, addressing a range of subjects and challenges, including RED RIDING HOOD: A VAUDEVILLE ROMP, generously funded by the Louisville Metro Council's Neighborhood Development Fund. This support allowed RED RIDING HOOD to engage approximately 20,000 youth in 56 elementary schools across Louisville--our most ever--and 66 total schools across the region! RED's theme of community policing woven throughout the play communicated the importance of children learning to recognize dangerous situations and feeling empowered to engage their neighborhood police, blossoming into open dialogue with families and local law enforcement. One teacher told CTC, "This show was a great way of illustrating the ideas of avoiding strangers, of how hard it can be sometimes, and how important our police force can be in helping to keep us safe."

Blue Apple Outreach's workshops and residencies provide drama-based educational opportunities for the most at-risk. These programs provide student-centered curricula to improve literacy and other vital academic and developmental skills. Our extensive preschool curriculum is unmatched by other local groups, as evidenced by other groups seeking us as partners to teach this age group (National Center for Families Learning, JCPS and others). We also provide Professional Development for educators, social workers & professionals. New this year is CTC's development and pilot of "Discover Drama: Resilience" to elementary school students at Bellewood School, male teens at Bullitt Alternative Center, and teen females at Maryhurst who are traumatized from Adverse Childhood Experiences (ACEs). The residencies are designed to counter the effects of ACEs and help build emotional resiliency. Although the program is only at the mid-point, Bellewood administrators reported vastly decreased instances of student disciplinary actions by the end of the first semester. This program also leveraged a first-time grant for CTC from Imagine Greater Louisville 2020 to provide a second pilot to male teens at Bullitt Alternative Center in fall 2018, and a grant from the Snowy Owl Foundation and an anonymous donor to fund the pilot at Maryhurst, also in fall 2018.

Through Walden Theatre Conservatory, we reach and sustain 550+ individual students each year. The Conservatory program provides in-depth, multi-year classes and student performances that engage youth in acting, directing, playwriting, stagecraft and more. Our Shakespeare education program, among the most comprehensive in the nation, culminates each year in the Young American Shakespeare Festival, the oldest and largest youth Shakespeare festival in the nation. Students enrolled in our Conservatory are often selected by top college theatre programs in the U.S. and Europe. They consistently rank in the "top 4" at national college auditions, and are routinely placed at DePaul, Juilliard, Carnegie Mellon, and Royal Scottish Academy.

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 4 - BOARD OF DIRECTORS AND PAID STAFF

Board Member	Term End Date
Robby Strobo	Jul 31, 2019
Mark Robich	Jul 31, 2019
Patti Clare	Jul 31, 2019
Greg Simms	Jul 31, 2022
Brooke Edge	Jul 31, 2023
Ellen Chumbley	Jul 31, 2022
Mark Gomsak	Jul 31, 2023
Baron Kelly	Jul 31, 2023
Matt Kamer	Jul 31, 2023
David Phillips	Jul 31, 2019
Brad Keeton	Jul 31, 2019
Joe Legel	Jul 31, 2024
Susan Cohen	Jul 31, 2019

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

Three Highest Paid Staff Names	Annual Salary
Charles Sexton	76,492
Alison Huff	65,564
Heather Burns	47,000

Applicant's Initials 

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 5 – PROGRAM/PROJECT NARRATIVE


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

PROJECT START & END DATES: August 2018-December 31, 2018. PROGRAM SUMMARY: Louisville Metro Council's generous support will be used to underwrite partial costs of CTC's original touring musical, THE UGLY DUCKLING. This live musical educational program addresses academic standards, including math, literature, science and history while building creative, social and personal safety skills. CTC's request includes support for 1) In-school performances of THE UGLY DUCKLING across Metro Louisville, 2) Teacher lesson plans for before/after the performance, and 3) Take-home family activity guides that will also credit the support of each Council member. The play will focus on the major message of: "Every creature is entitled to their own space in the world" with themes of self-acceptance, emotional resilience, inclusivity, and diversity. The production will be further enhanced by CTC Artistic Associate & the play's director, Mera Kathryn Corlett, who brings a broad range of musical theatre expertise as an actor, choreographer and director. Under her direction, THE UGLY DUCKLING will be updated to include live, original hip hop music created and directed by acclaimed Louisville musician and educator, Jecorey "1200" Arthur, and choreographed by guest professional dancer (and the play's lead actor), Josh Ford. PROGRAM DATES: This live musical production is estimated to take place during October, November, and December 2018. Following confirmation of funding, exact dates of in-school performances will be re-confirmed. CLIENT POPULATION includes students (K-5), their families, and teachers across Louisville. Each performance will average 500-1,000 students, including those with transportation and economic challenges that limit access to arts and other educational enrichment.

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

The itemized budget for this project is included in Section 6. No funds will be re-granted or used for sub-grantees. Funding will be used for the expense of \$1,600 per each in-school performance (less than \$4 per student). Please note that the "Non-Metro Expenses" indicated in Column 2 of Section 6 comprise the remaining costs of THE UGLY DUCKLING tour, and not CTC's annual operating budget.

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



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

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

N/A

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

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

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

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



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION


E: Describe the program's benefits to those being served (measurable outcomes). Include the program's process for collecting data and the indicators that will be tracked to measure the benefits to those being served:
CTC is at the forefront of educational arts evaluation with published studies in national education journals ("Becoming the Story in the Joyful World of 'Jack and the Beanstalk,'" Dr. Kathryn F. Whitmore, Language Arts, Volume 93, Number 1, September 2015) as well as successful evaluation techniques used as national models by the prestigious Wallace Foundation and others. CTC utilizes evaluation in its Walden Theatre Conservatory and Blue Apple Outreach to assess outcomes, progress toward goals, and to inform improvements in our programs.

Benefits of THE UGLY DUCKLING project to be measured include:

- 75% or more of educators reporting that the program helped to teach academic standards, providing examples,
- 75% or more of educators reporting that the project was a productive use of school-day time,
- 75% or more of educators reporting that students showed an increased awareness of the arts,
- 50% of teachers reporting using in the classroom at least one of the materials provided by Blue Apple Outreach, including a lesson plan to reinforce/extend classroom learning, activity suggestions from the family take-home -page, and teacher resource guide preparing students for the performance,
- 50% of parents/guardians reporting initiating conversations with their children about bullying, based upon suggestions from the family take-home activity page.

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

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

With theatre, by nature, a collaborative endeavor, CTC models "working with others" throughout its programming. This enhances quality, addresses community needs and diversifies financial support. New partnerships specific to THE UGLY DUCKLING include Jecorey "1200" Arthur (music creation, direction, consulting & teaching materials for schools), Louisville Public Media (contributing music educational text about sound mixing instruments and modern music styles for teacher resource guide; hosting a members-only event; ongoing on-air time to allow tour to reach a larger audience, raising awareness), Athiri (providing sound amplification equipment to support the fresh music score; training tour stage manager to use the equipment for better sound production during performances). Other new partnerships in 2018 include a first-time grant received in July 2018 from the Duke Energy Foundation to support student matinee performances of THE UGLY DUCKLING at the Ogle Center in Floyd County, IN and a matinee performance of THE UGLY DUCKLING at Hanover College (Jefferson County, IN). Examples of other recent community partnerships include receiving full funding from individual donors and a matching grant from the Fund for the Arts to launch a satellite Conservatory site at Americana World Community Center in July 2018; new funding from Imagine Greater Louisville 2020, the Snowy Owl Foundation, and an anonymous donor to pilot a new residency, "Discover Drama: Resilience," for youth traumatized from Adverse Childhood Experiences at Bellewood School, Bullitt Alternative Center, and Maryhurst; projects with the University of Louisville; Newcomer Academy, and other JCPS schools. Additional collaborations include the work of CTC Managing Director Alison Huff, Immediate Past Board President of ACA (Arts & Culture Alliance), who is part of the community-wide Imagine Greater Louisville 2020 Arts Master Plan steering committee and on the Collective Impact Advisory Committee. THE UGLY DUCKLING will be enhanced by strong partnerships with schools to ensure that the schedule, program content, take-home material and all facets of the program maximize educational impact and student development. 



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 6 – PROGRAM/PROJECT BUDGET SUMMARY

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


Program/Project Expenses	Column 1	Column 2	Column (1+2)=3
	Proposed Metro Funds	Non-Metro Funds	Total Funds
A: Personnel Costs Including Benefits	51,861	217,486	269,347
B: Rent/Utilities	1,200	3,181	4,381
C: Office Supplies	797	2,197	2,994
D: Telephone	0	2,274	2,274
E: In-town Travel	0	0	0
F: Client Assistance (See Detailed List on Page 8)	0	0	0
G: Professional Service Contracts	41,900	17,000	58,900
H: Program Materials	1,190	2,004	3,194
I: Community Events & Festivals (See Detailed List on Page 8)	0	0	0
J: Machinery & Equipment	0	1,331	1,331
K: Capital Project	0	0	0
L: Other Expenses (See Detailed List on Page 8)	3,852	49,186	53,038
*TOTAL PROGRAM/PROJECT FUNDS	100,800	294,659	395,459
% of Program Budget	25.5 %	74.5 %	100%

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

Other State, Federal or Local Government	6,170
United Way	0
Private Contributions (do not include individual donor names)	288,489
Fees Collected from Program Participants	0
Other (please specify)	0
Total Revenue for Columns 2 Expenses **	294,659

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

**Must equal or exceed total in column 2.



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

Detail for Client Assistance, Community Events & Festivals or Other Expenses shown on Page 7 (circle one and use multiple sheets if necessary)	Column 1	Column 2	Column (1 + 2)=3
	Proposed Metro Funds	Non-Metro Funds	Total Funds
Advertising/Marketing	0	4,792	4,792
Background Screening	60	130	190
Building Supplies	0	1,597	1,597
Business Insurance	0	3,993	3,993
Costumes	800	5,689	6,489
Depreciation	0	4,525	4,525
Fuel (Vehicles)	800	465	1,265
Licenses/Royalties	0	5,324	5,324
Memberships/Professional Development	0	2,662	2,662
Photography	200	865	1,065
Printing/Reproduction	440	1,690	2,130
Props/Set Materials	1,302	2,531	3,833
Repairs/Maintenance	250	2,412	2,662
Service Charges	0	3,194	3,194
Service/Maintenance Agreements	0	9,317	9,317
Total	3,852	49,186	53,038

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

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

Donor*/Type of Contribution	Value of Contribution	Method of Valuation
Schools (Program Space/Educators)	\$20,000	Market Cost
Louisville Dance Alliance (Rehearsal Space)	\$50	Rate for use of space for 4.5 hrs
Athiri-Music Equipment, J.Arthur Consult.	\$1,142	Doo Wop Shp; \$200/hr x 2.5 hrs
St. James Catholic School (Rehearsal Space)	\$50	Rate for use of space for 4.5 hrs
Total Value of In-Kind (to match Program Budget Line Item. Volunteer Contribution & Other In Kind)	\$21,242	

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

Agency Fiscal Year Start Date: August 1, 2018

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:

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 7 – CERTIFICATIONS & ASSURANCES

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

Standard Assurances

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


Standard Certifications

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

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

SECTION 8 – CERTIFICATIONS & ASSURANCES

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

Signature of Legal Signatory:		Date:	Aug 23, 2018
Legal Signatory: (please print):	Alison Huff	Title:	Managing Director
Phone:	502-589-0084	Extension:	
Email:	alison@commonwealththeatre.org		

COMMONWEALTH THEATRE CENTER, INC.

General Information

Organization Number	0069447
Name	COMMONWEALTH THEATRE CENTER, INC.
Profit or Non-Profit	N - Non-profit
Company Type	KCO - Kentucky Corporation
Status	A - Active
Standing	G - Good
State	KY
File Date	4/30/1976
Organization Date	4/30/1976
Last Annual Report	6/28/2018
Principal Office	1123 PAYNE ST LOUISVILLE, KY 40204
Registered Agent	CHARLES N. SEXTON 1123 PAYNE STREET LOUISVILLE, KY 40204

Current Officers

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

Individuals / Entities listed at time of formation

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

Images available online

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.

<u>Annual Report</u>	6/28/2018	1 page	<u>PDF</u>
<u>Annual Report</u>	8/7/2017	1 page	<u>PDF</u>

List of Council Members Sponsored School Performances (Still Being Updated)

Neighborhood Development Fund

Ugly Duckling Tour 2018

District 1- Jessica Green; 2 Schools: \$3,200

Wellington Elementary- 40216
Crums Lane Elementary- 40216, 10/19 (confirmed)

District 3- Mary Woolridge; 3 Schools: \$4,800

Schaffner Elementary- 40216
Cane Run Elementary- 40211
Mill Creek Elementary- 40216, 10/17 (confirmed)

District 4- Barbara Sexton Smith; 6 Schools: \$9,600

Byck Elementary- 40212
Roosevelt Perry Elementary- 40203
Brown School- 40202
Shelby Elementary- 40217
Lincoln Elementary- 40206
Breckinridge/Franklin Elementary- 40206

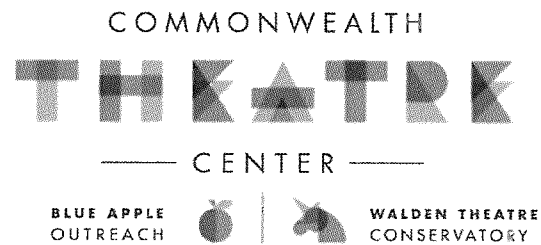
District 7- Angela Leet; 8 Schools: \$12,800

Walden School- 40207
Waldorf School- 40222
Wilder Elementary- 40222 10/23 (confirmed)
Bowen Elementary- 40242
Holy Trinity- 40207
St. Albert the Great- 40222
Portland Christian School - 40242
Islamic School of Louisville- 4021

District 9- Bill Hollander; 2 Schools: \$3,200

Chenoweth Elementary- 40207
Field Elementary- 40206

District 10- Pat Mulvihill; 3 Schools: \$4,800 (Schools TBD)



District 11- Kevin Kramer; 5 Schools: \$8,000

Cochrane Elementary- 40299
J-Town Elementary- 40299
Academy for Individual Excellence 40299
St. Martha (not in his district)- 40218
St. Edward (not in his district) 40299

District 12- Rick Blackwell; 4 Schools: \$6,400

*Will sponsor the first 4 schools to call for a performance & sponsor the other 4 schools next year
Schacklette Elementary 40258
Kerrick Elementary- 40216
Greenwood Elementary- 40258
Sanders Elementary- 40272
Johnsontown Road Elementary- 40258
Notre Dame Academy- 40216
St. Paul- 40258

District 17- Glen Stuckel; 3 Schools: \$4,800

Chancey Elementary- 40241
Zachary Taylor Elementary- 40241
Anchorage Public School- 40223- TBD

District 23- James Peden; 6 Schools: \$9,600

Laukhuf Elementary- 40229
Wilt Elementary- 40229
Smyrna Elementary- 40228
Luhr Elementary- 40228
Whitefield Academy- 40228
St. Bernard -40228

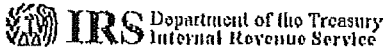
District 24- Madonna Flood; 5 Schools: \$8,000

Blake Elementary- 40219
Blue Lick Elementary- 40229
Harstern Elementary- 40219
St. Athanasius- 40219
St. Rita- 40219

Ugly Duckling Tour 2018

District – 5 Cherri Bryant Hamilton; 4 schools \$6,400:

Young Elementary
King Elementary
Atkinson Elementary
Portland Elementary



OGDEN UT 84201-0046

In reply refer to: 0423223404
Apr. 13. 2017 LTR 252C 0
000000 00
Input Up: 0423223404 00005492
BODC: TE

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



037559

Taxpayer Identification Number:

Dear Taxpayer:

Thank you for your Form 990.

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

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

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

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

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

Telephone Number () _____ Hours _____

Sincerely yours,

Shane M. Painter
Dept. Manager, Entity

Enclosure(s):
Copy of this letter

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

Department of the Treasury

Date: **MAY 28 2014**

Employer Identification Number:

Walden Theatre Corporation
1123 Payne Street
Louisville, KY 40204

Person to Contact - ID Number:

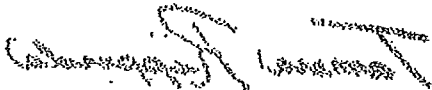
Ms. Wan - 0203399

Contact Telephone Number:

877-829-5500 Toll-Free

Form 990 Required:

Yes



Dear Sir or Madam:

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

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

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

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

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

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

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

Name: Walden Theatre Corporation
EIN: [REDACTED]

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

Sincerely,

Tamera Ripperda

Director, Exempt Organizations
Rulings and Agreements

Enclosure:
Publication 4221-PC

2508
Address any reply to: P.O. Box 276 Cincinnati, Ohio 45201

Department of the Treasury

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

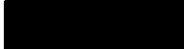
District Director

Internal Revenue Service

Date: JUL 28 1977 In reply refer to:
L-178 EP:EO:Jah:bn

CIN: EO: 772 25 8

Federal Identification Number:



Walden Theatre
1123 Payne Street
Louisville, Kentucky 40204



Gentlemen:

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

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

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

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

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

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

(Over)

Form I-178 (Rev. 8-72)

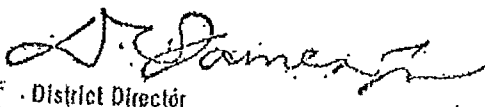
If your gross receipts each year are normally more than \$5,000, you are required to file Form 990, Return of Organization Exempt From Income Tax, by the 15th day of the fifth month after the end of your annual accounting period. The law imposes a penalty of \$10 a day, up to a maximum of \$5,000, for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

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

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

Please keep this determination letter in your permanent records.

Sincerely yours,



District Director

COMMONWEALTH THEATRE CENTER			FY19 BUDGET
INCOME			
	EARNED		
1	Programming		
2	Tuition		
3		Fall	157,000
4		Spring	165,000
5		Summer	174,000
6		<i>Total Tuition</i>	<i>496,000</i>
7	Production Fees		7,000
8	Patron Tickets		55,000
9	Student Matinee Tickets		3,000
10	Touring Productions		21,000
11	Outreach Wrkshps/Residencies		50,000
13	Total Programming		632,000
14	Concessions		7,000
15	Royalties		200
16	Rental Income		1,600
17	Program Advertisements		6,000
18	Miscellaneous		1,000
19	TOTAL EARNED INCOME:		647,800
20	CONTRIBUTED		
21	Special Events		
22		Chili Supper/Silent Auction	7,000
23		Raffle	17,500
24		Other	12,000
25		<i>Total Special Events</i>	<i>36,500</i>
26	Grants		
27	Fund for the Arts		
28		Base Allocation	85,000
29		Every Child Initiative	80,000
30		ArtsMatch	12,000
31		Miscellaneous	8,000
32		<i>Total Fund for the Arts</i>	<i>185,000</i>
33		KY Arts Council	19,282
34		Louisville Metro Govt	98,000
35		Corporate	40,000
36		Foundations	158,000
37		Total Grants	500,282
38	Individual Donations		
39		Board	12,000
40		Patrons	75,000
41		<i>Total Individual Donations</i>	<i>87,000</i>
42	In-kind Donations		15,000
43	TOTAL CONTRIBUTED INCOME:		602,282
	TOTAL INCOME		1,250,082

EXPENSE			
1	Personnel		
2	Contract Labor		
3	Instruction		
4		Conservatory	9,500
5		Outreach	17,000
6		Summer	18,000
7		<i>Total Instruction</i>	<i>44,500</i>
8	Productions		
9		Directing/Design/Tech	20,400
10		Performers	53,700
12		<i>Total Productions</i>	<i>74,100</i>
13	Administration		2,500
14	Fund Raising		0
16	<i>Total Contract Labor</i>		<i>121,100</i>
17	Salaries		747,000
18	Health Insurance		55,000
19	Payroll Taxes/Workers Comp		75,000
20	Retirement		20,000
21	<i>Total Personnel</i>		<i>1,018,100</i>
22	Administration/General		
23	Bad Debt Expense		4,000
24	Building Supplies		6,000
25	Business Insurance		15,000
26	Small Equipment		5,000
27	Memberships/Professional Development		10,000
28	Miscellaneous		4,000
29	Office Supplies/Postage		4,000
30	Professional Fees		25,000
31	Repairs/Maintenance		10,000
32	Service Charges		12,000
33	Service/Maintenance Agmts		35,000
34	Utilities/Occupancy		25,000
35	<i>Total Administration/General</i>		<i>155,000</i>
36	Programming		
37	Advertising/Marketing		18,000
38	Costumes		24,375
39	Financial Assistance		36,000
40	Program Supplies		12,000
41	Photography		4,000
42	Printing/Reproduction		8,000
43	Props/Set Materials		14,400
44	Rentals/Royalties		20,000
46	<i>Total Programming</i>		<i>136,775</i>
47	Fundraising		
48	Concessions		6,000
49	Event Expense		10,000
50	Miscellaneous		3,000
51	<i>Total Fundraising</i>		<i>19,000</i>
52	Depreciation		17,000
	TOTAL EXPENSE		1,345,875
	NET INCOME		-95,793.00

LOC Borrowing for 1-time capacity building: 100,000.00

NET: 4,207

07/11/18 Finance Cte. recommendation;
08/02/18 Board approval: Maintain
programmatic momentum while building
organizational capacity through 3-year
fundraising strategic plan as final phase of
leveling up post-merger. Finance Cte. to
meet monthly beginning Sept. to monitor,
including approving any temporary
borrowing and creating/managing plan for
expense reduction if not meeting
fundraising goals - or reasonable
expectation that will meet goals - as set
out in fundraising plan.

1:10 PM

08/24/18

Accrual Basis

Commonwealth Theatre Center

Balance Sheet

As of July 31, 2018

	<u>Jul 31, 18</u>
ASSETS	
Current Assets	
Checking/Savings	
1002.00 · Fifth Third Checking Account	100,838.42
1004.00 · Charitable Gaming Account 8798	100.00
1005.00 · Paypal Account	657.06
1006.00 · PNC Bank NP Checking 3285	595.00
1007.00 · PNC Bank Money Market 3293	4,745.49
1009.00 · Republic Bank 3882	4,946.30
Total Checking/Savings	<u>111,882.27</u>
Accounts Receivable	
1100.00 · Accounts Receivable	7,870.00
Total Accounts Receivable	<u>7,870.00</u>
Other Current Assets	
1008.10 · Box Office Cash Bank	117.00
1501.00 · Pre-Paid Insurance	2,522.88
1502.00 · Prepaid expense	480.00
1503.00 · Undeposited Funds	16,455.08
Total Other Current Assets	<u>19,574.96</u>
Total Current Assets	<u>139,327.23</u>
Fixed Assets	
1700.00 · Building	89,700.00
1701.00 · Building Renovation	147,613.10
1703.00 · Equipment	142,700.61
1704.00 · Furniture and Equipment	68,764.21
1705.00 · Leasehold Improvements	10,148.14
1710.00 · Vehicles	35,699.45
1750.00 · Accumulated Depreciation	-332,956.06
Total Fixed Assets	<u>161,669.45</u>
Other Assets	
1504.00 · Security Deposits	1,100.00
Total Other Assets	<u>1,100.00</u>
TOTAL ASSETS	<u><u>302,096.68</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
2000.00 · Accounts Payable	9,240.61
Total Accounts Payable	<u>9,240.61</u>
Other Current Liabilities	
2200.10 · Accrued Expenses	812.50
2202.00 · Payroll Liabilities	-1,697.60
2401.00 · Deferred Income	2,000.00
2402.00 · Deferred Tuition	15,601.75
2550.00 · KY Sales Tax Payable	604.57
Total Other Current Liabilities	<u>17,321.22</u>
Total Current Liabilities	<u>26,561.83</u>
Total Liabilities	26,561.83

1:10 PM
08/24/18
Accrual Basis

Commonwealth Theatre Center
Balance Sheet
As of July 31, 2018

	<u>Jul 31, 18</u>
Equity	
3001.00 · Retained Earnings	158,263.93
3002.00 · Unrestricted Net Assets	169,036.00
3100.00 · Restricted Net Assets	71,213.00
Net Income	<u>-122,978.08</u>
Total Equity	<u>275,534.85</u>
TOTAL LIABILITIES & EQUITY	<u><u>302,096.68</u></u>

Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt From Income Tax

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

- ▶ Do not enter social security numbers on this form as it may be made public.
- ▶ Information about Form 990 and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2016
Open to Public Inspection

A For the 2016 calendar year, or tax year beginning 08/01/16, and ending 07/31/17

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization <p style="text-align: center;">Commonwealth Theatre Center, Inc.</p> Doing business as Number and street (or P.O. box if mail is not delivered to street address) Room/suite <p>1123 Payne Street</p> City or town, state or province, country, and ZIP or foreign postal code <p>Louisville KY 40204</p>	D Employer identification number <div style="background-color: black; width: 100px; height: 20px;"></div> E Telephone number <p>502-589-0084</p> G Gross receipts\$ 1,078,038
F Name and address of principal officer: <p>Alison Huff</p>		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
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(c) Group exemption number ▶
J Website: ▶ www.commonwealththeatre.org		L Year of formation: 1976
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		M State of legal domicile: KY

Part I Summary

1	Briefly describe the organization's mission or most significant activities: Developing youth and our community through excellence in theatre education and performance.	
2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	
3	Number of voting members of the governing body (Part VI, line 1a)	15
4	Number of independent voting members of the governing body (Part VI, line 1b)	15
5	Total number of individuals employed in calendar year 2016 (Part V, line 2a)	20
6	Total number of volunteers (estimate if necessary)	375
7a	Total unrelated business revenue from Part VIII, column (C), line 12	0
7b	Net unrelated business taxable income from Form 990-T, line 34	0
8	Contributions and grants (Part VIII, line 1h)	493,758
9	Program service revenue (Part VIII, line 2g)	509,166
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	120
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	18,937
12	Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,021,981
13	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0
14	Benefits paid to or for members (Part IX, column (A), line 4)	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	685,683
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 120,269	
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	309,893
18	Total expenses. Add lines 13–17 (must equal Part IX, column (A), line 25)	995,576
19	Revenue less expenses. Subtract line 18 from line 12	26,405
20	Total assets (Part X, line 16)	431,613
21	Total liabilities (Part X, line 26)	48,102
22	Net assets or fund balances. Subtract line 21 from line 20	383,511

Part II Signature Block

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

Sign Here	Signature of officer Alison Huff	Date Managing Director
Paid Preparer Use Only	Print/Type preparer's name Barbara Lasky	Preparer's signature Barbara Lasky
	Firm's name ▶ Baldwin CPAs, PLLC	Date 01/30/18
	Firm's address ▶ 943 S 1st Street Louisville, KY 40203	Check <input type="checkbox"/> if self-emp <input type="checkbox"/> if PTIN <div style="background-color: black; width: 50px; height: 15px;"></div>
		Firm's EIN ▶ <div style="background-color: black; width: 100px; height: 15px;"></div>
		Phone no. 502-584-9793

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

For Paperwork Reduction Act Notice, see the separate instructions.

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission:

Developing youth and our community through excellence in theatre education and performance.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

If "Yes," describe these changes on Schedule O.

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

4a (Code:) (Expenses \$ **868,450** including grants of\$) (Revenue \$ **578,520**)

Provides theatre education to more than 48,000 youth and theatre performances for more than 9,000 audience members annually.

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

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

4d Other program services (Describe in Schedule O.)

(Expenses \$ including grants of\$) (Revenue \$)

4e Total program service expenses ► **868,450**

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

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

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

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

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	15	
1b	Enter the number of voting members included in line 1a, above, who are independent	15	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

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

Section C. Disclosure

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

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) Brad Keeton	1.00									
President	0.00	X		X			0	0	0	
(2) Robert P. Strobo	1.00									
Vice President	0.00	X		X			0	0	0	
(3) Mark Robich	1.00									
Treasurer	0.00	X		X			0	0	0	
(4) Michele Koch	1.00									
Board Member	0.00	X					0	0	0	
(5) David Phillips	1.00									
Board Member	0.00	X					0	0	0	
(6) Patti Clare	1.00									
Board Member	0.00	X					0	0	0	
(7) Susan Osmanski Cohen	1.00									
Board Member	0.00	X					0	0	0	
(8) Tracy Karem	1.00									
Board Member	0.00	X					0	0	0	
(9) Ellen Chumbley	1.00									
Board Member	0.00	X					0	0	0	
(10) Brooke Edge, PhD	1.00									
Board Member	0.00	X					0	0	0	
(11) Mark Gomsak	1.00									
Board Member	0.00	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 dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(12) Matt Kamer	1.00									
Board Member	0.00	X					0	0	0	
(13) Baron Kelly, PhD	1.00									
Board Member	0.00	X					0	0	0	
(14) Greg Simms	1.00									
Board Member	0.00	X					0	0	0	
(15) Katie Stivers	1.00									
Board Member	0.00	X					0	0	0	
(16) Charles Sexton	40.00									
Artistic Director	0.00			X			60,481	0	9,640	
(17) Alison Huff	40.00									
Managing Director	0.00			X			58,971	0	5,402	
1b Sub-total							119,452		15,042	
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)							119,452		15,042	

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

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

Section B. Independent Contractors

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

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

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

Part VIII Statement of Revenue

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns				
	1b Membership dues				
	1c Fundraising events				
	1d Related organizations				
	1e Government grants (contributions)	101,035			
	1f All other contributions, gifts, grants, and similar amounts not included above	378,414			
	g Noncash contributions included in lines 1a-1f: \$	32,606			
	h Total. Add lines 1a-1f	479,449			
Program Service Revenue	2a Tuition	441,490	441,490		
	b Program Fees	127,392	127,392		
	c Miscellaneous	7,538	7,538		
	d Facility rental	2,100	2,100		
	e				
	f All other program service revenue				
	g Total. Add lines 2a-2f	578,520			
	Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)	98		
4 Income from investment of tax-exempt bond proceeds					
5 Royalties					
6a Gross rents					
b Less: rental exps.					
c Rental inc. or (loss)					
d Net rental income or (loss)					
7a Gross amount from sales of assets other than inventory					
b Less: cost or other basis & sales exps.					
c Gain or (loss)					
d Net gain or (loss)					
8a Gross income from fundraising events (not including \$ of contributions reported on line 1c). See Part IV, line 18		5,671			
b Less: direct expenses		1,315			
c Net income or (loss) from fundraising events		4,356			4,356
9a Gross income from gaming activities. See Part IV, line 19		14,300			
b Less: direct expenses	1,000				
c Net income or (loss) from gaming activities	13,300			13,300	
10a Gross sales of inventory, less returns and allowances					
b Less: cost of goods sold					
c Net income or (loss) from sales of inventory					
11a Miscellaneous Revenue					
b					
c					
d All other revenue					
e Total. Add lines 11a-11d					
12 Total revenue. See instructions.	1,075,723	578,520	0	17,754	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21				
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	133,900	77,250	34,505	22,145
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	457,145	355,708	48,023	53,414
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	54,012	39,565	7,542	6,905
10 Payroll taxes	53,496	39,187	7,470	6,839
11 Fees for services (non-employees):				
a Management				
b Legal	13,000			13,000
c Accounting	8,842		8,842	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O.)	144,065	141,025	3,040	
12 Advertising and promotion	26,560	26,560		
13 Office expenses	10,259	8,011	1,194	1,054
14 Information technology				
15 Royalties				
16 Occupancy	31,175	28,058	1,559	1,558
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	24,193	21,774	1,210	1,209
23 Insurance	13,143	10,263	1,530	1,350
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a Supplies & Field Trips	37,603	37,603		
b Scholarship Expense	30,969	30,969		
c Repairs & Maintenance	29,849	26,864	1,492	1,493
d Miscellaneous	21,803	17,024	2,538	2,241
e All other expenses	26,592	8,589	8,942	9,061
25 Total functional expenses. Add lines 1 through 24e	1,116,606	868,450	127,887	120,269
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest bearing	255,623	1	184,589
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	7,355	4	6,165
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	3,833	9	19,813
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 493,076		
	b Less: accumulated depreciation	10b 315,952	164,302	10c 177,124
	11 Investments—publicly traded securities		11	
	12 Investments—other securities. See Part IV, line 11		12	
	13 Investments—program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	500	15	500
16 Total assets. Add lines 1 through 15 (must equal line 34)	431,613	16	388,191	
Liabilities	17 Accounts payable and accrued expenses	26,593	17	19,027
	18 Grants payable		18	
	19 Deferred revenue	21,509	19	26,536
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25	
	26 Total liabilities. Add lines 17 through 25	48,102	26	45,563
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	312,399	27	327,300
	28 Temporarily restricted net assets	71,112	28	15,328
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	383,511	33	342,628	
34 Total liabilities and net assets/fund balances	431,613	34	388,191	

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,075,723
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,116,606
3	Revenue less expenses. Subtract line 2 from line 1	3	-40,883
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	383,511
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	342,628

Part XII Financial Statements and Reporting

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

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

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

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

2016

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990 or Form 990-EZ.

Open to Public
Inspection

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

Name of the organization

Commonwealth Theatre Center, Inc.

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 12, check only one box.)

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

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	206,923	207,427	281,618	493,758	479,449	1,669,175
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	206,923	207,427	281,618	493,758	479,449	1,669,175
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4.						1,669,175

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
7 Amounts from line 4	206,923	207,427	281,618	493,758	479,449	1,669,175
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,800	4,771	2,962	1,460	2,198	14,191
9 Net income from unrelated business activities, whether or not the business is regularly carried on	2,548				1,232	3,780
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)		7,032	6,952	2,182	7,538	23,704
11 Total support. Add lines 7 through 10						1,710,850
12 Gross receipts from related activities, etc. (see instructions)					12	2,055,231
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2016 (line 6, column (f) divided by line 11, column (f))	14	97.56%
15 Public support percentage from 2015 Schedule A, Part II, line 14	15	97.46%
16a 33 1/3% support test—2016. 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—2015. 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—2016. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10%-facts-and-circumstances test—2015. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part VI how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(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) 2012	(b) 2013	(c) 2014	(d) 2015	(e) 2016	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part VI.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2016 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2015 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2016 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2015 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests—2016. 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—2015. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

Part IV Supporting Organizations

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

Section A. All Supporting Organizations

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

Part IV Supporting Organizations (continued)

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

Section B. Type I Supporting Organizations

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

Section C. Type II Supporting Organizations

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

Section D. All Type III Supporting Organizations

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

Section E. Type III Functionally-Integrated Supporting Organizations

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

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

		Yes	No
a	Did substantially all of the organization's activities during the tax year directly further the exempt purposes of the supported organization(s) to which the organization was responsive? If "Yes," then in Part VI identify those supported organizations and explain how these activities directly furthered their exempt purposes, how the organization was responsive to those supported organizations, and how the organization determined that these activities constituted substantially all of its activities.	2a	
b	Did the activities described in (a) constitute activities that, but for the organization's involvement, one or more of the organization's supported organization(s) would have been engaged in? If "Yes," explain in Part VI the reasons for the organization's position that its supported organization(s) would have engaged in these activities but for the organization's involvement.	2b	
3	Parent of Supported Organizations. Answer (a) and (b) below.		
a	Did the organization have the power to regularly appoint or elect a majority of the officers, directors, or trustees of each of the supported organizations? Provide details in Part VI.	3a	
b	Did the organization exercise a substantial degree of direction over the policies, programs, and activities of each of its supported organizations? If "Yes," describe in Part VI the role played by the organization in this regard.	3b	

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

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

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

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

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

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

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

Section D - Distributions		Current Year
1	Amounts paid to supported organizations to accomplish exempt purposes	
2	Amounts paid to perform activity that directly furthers exempt purposes of supported organizations, in excess of income from activity	
3	Administrative expenses paid to accomplish exempt purposes of supported organizations	
4	Amounts paid to acquire exempt-use assets	
5	Qualified set-aside amounts (prior IRS approval required)	
6	Other distributions (describe in Part VI). See instructions.	
7	Total annual distributions. Add lines 1 through 6.	
8	Distributions to attentive supported organizations to which the organization is responsive (provide details in Part VI). See instructions.	
9	Distributable amount for 2016 from Section C, line 6	
10	Line 8 amount divided by Line 9 amount	

Section E - Distribution Allocations (see instructions)		(i) Excess Distributions	(ii) Underdistributions Pre-2016	(iii) Distributable Amount for 2016
1	Distributable amount for 2016 from Section C, line 6			
2	Underdistributions, if any, for years prior to 2016 (reasonable cause required-explain in Part VI). See instructions.			
3	Excess distributions carryover, if any, to 2016:			
a				
b				
c	From 2013			
d	From 2014			
e	From 2015			
f	Total of lines 3a through e			
g	Applied to underdistributions of prior years			
h	Applied to 2016 distributable amount			
i	Carryover from 2011 not applied (see instructions)			
j	Remainder. Subtract lines 3g, 3h, and 3i from 3f.			
4	Distributions for 2016 from Section D, line 7: \$			
a	Applied to underdistributions of prior years			
b	Applied to 2016 distributable amount			
c	Remainder. Subtract lines 4a and 4b from 4.			
5	Remaining underdistributions for years prior to 2016, if any. Subtract lines 3g and 4a from line 2. For result greater than zero, explain in Part VI. See instructions.			
6	Remaining underdistributions for 2016. Subtract lines 3h and 4b from line 1. For result greater than zero, explain in Part VI. See instructions.			
7	Excess distributions carryover to 2017. Add lines 3j and 4c.			
8	Breakdown of line 7:			
a				
b	Excess from 2013			
c	Excess from 2014			
d	Excess from 2015			
e	Excess from 2016			



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

Part II, Line 10 - Other Income Detail

\$ 23,704

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

2016

Open to Public Inspection

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

Name of the organization

Employer identification number

Commonwealth Theatre Center, Inc.

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

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

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

Part II Conservation Easements.

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

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

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

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

Table with 3 columns: Question number, Description, and Amount. Includes questions 1a, 1b, 2, a, b regarding art and historical treasures.

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

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

Part IV Escrow and Custodial Arrangements.

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

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

Part V Endowment Funds.

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

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

- 2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:
- a Board designated or quasi-endowment ▶ %
 - b Permanent endowment ▶ %
 - c Temporarily restricted endowment ▶ %
- The percentages on lines 2a, 2b, and 2c should equal 100%.
- 3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|--|--------|----|
| (i) unrelated organizations | 3a(i) | |
| (ii) related organizations | 3a(ii) | |
| b If "Yes" on line 3a(ii), are the related organizations listed as required on Schedule R? | 3b | |
- 4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		10,000		10,000
b Buildings		234,167	117,744	116,423
c Leasehold improvements				
d Equipment		248,909	198,208	50,701
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10c.) ▶				177,124

Part VII Investments—Other Securities.

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

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

Part VIII Investments—Program Related.

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

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

Part IX Other Assets.

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

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

Part X Other Liabilities.

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

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

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

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

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

1	Total revenue, gains, and other support per audited financial statements		1	1,075,723
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
	a Net unrealized gains (losses) on investments	2a		
	b Donated services and use of facilities	2b		
	c Recoveries of prior year grants	2c		
	d Other (Describe in Part XIII.)	2d		
	e Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	1,075,723
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a		
	b Other (Describe in Part XIII.)	4b		
	c Add lines 4a and 4b		4c	
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)		5	1,075,723

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

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

1	Total expenses and losses per audited financial statements		1	1,116,606
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
	a Donated services and use of facilities	2a		
	b Prior year adjustments	2b		
	c Other losses	2c		
	d Other (Describe in Part XIII.)	2d		
	e Add lines 2a through 2d		2e	
3	Subtract line 2e from line 1		3	1,116,606
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a		
	b Other (Describe in Part XIII.)	4b		
	c Add lines 4a and 4b		4c	
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)		5	1,116,606

Part XIII Supplemental Information.

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

Part X - FIN 48 Footnote

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

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2016

**Open To Public
Inspection**

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

Name of the organization

Commonwealth Theatre Center, Inc.

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art— Works of art				
2 Art— Historical treasures				
3 Art— Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities — Publicly traded				
10 Securities — Closely held stock				
11 Securities — Partnership, LLC, or trust interests				
12 Securities — Miscellaneous				
13 Qualified conservation contribution — Historic structures				
14 Qualified conservation contribution — Other				
15 Real estate — Residential				
16 Real estate — Commercial				
17 Real estate — Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (Equipment)	X	1	17,115	
26 Other ▶ (Posters/Design)	X	1	13,610	
27 Other ▶ (Attorney)	X	1	1,386	
28 Other ▶ (Miscellaneous)	X	1	495	
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

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which isn't 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 nonstandard 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 didn't report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2016

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.

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization

Employer identification number

Commonwealth Theatre Center, Inc.

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

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

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

Governing documents and financial statements are available upon request.

Form 990, Part IX, Line 11g - Other Fees for Services

Description

	Program Service	Mgt & General	Fundraising
--	-----------------	---------------	-------------

Instruction: Outreach

	\$ 31,450	\$ 0	\$ 0
--	-----------	------	------

Productions: Directing/Design

	\$ 41,399	\$ 0	\$ 0
--	-----------	------	------

Instruction: Summer

	\$ 17,423	\$ 0	\$ 0
--	-----------	------	------

Productions: Performance

	\$ 37,088	\$ 0	\$ 0
--	-----------	------	------

Instruction: Conservatory

	\$ 13,665	\$ 0	\$ 0
--	-----------	------	------

Administration

	\$ 0	\$ 3,040	\$ 0
--	------	----------	------

Total

	\$ 141,025	\$ 3,040	\$ 0
--	------------	----------	------



COMMONWEALTH OF KENTUCKY
ALISON LUNDERGAN GRIMES, SECRETARY OF STATE

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

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

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

Walden Theatre Corporation

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

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

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

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

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

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

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

Signature of Officer or Chairman of the Board

Brad Keeton
Printed Name

President
Title

7-12-16
Date

ATTACHMENT "A"

ARTICLE 1

Name

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

RECEIVED & FILED

#16.00

JAN 2 3 04 PM '91

69447

FILED
CLERK
COURT
Chris Clary

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WALDEN THEATRE CORPORATION
#69447.912.

623493

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

WALDEN THEATRE CORPORATION

By *Rebecca J. Schupbach*
Rebecca Schupbach, President

Date: 11/29/90

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

ARTICLE I

Name

The name of the corporation shall be Walden Theatre Corporation.

ARTICLE II

Duration

The duration of the corporation shall be perpetual.

ARTICLE III

Purpose

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

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

ARTICLE IV

Principal Office

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

ARTICLE V

Powers

The corporation is empowered:

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

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

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

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

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

ARTICLE VI

Operations of the Corporation

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

ARTICLE VII

Internal Affairs

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

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

ARTICLE VIII

Members; Board of Directors

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

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

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

ARTICLE IX

Dissolution of the Corporation

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

ARTICLE X

Limitation of Director Liability

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

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

ARTICLE XI

Indemnification

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

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

9999X.30178
75:nb
NA31.178

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

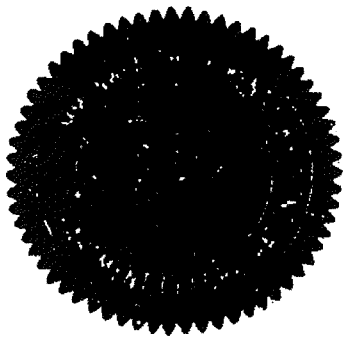
CERTIFICATE OF INCORPORATION OF NON-STOCK, NON-PROFIT CORPORATION

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

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

NANCY N. SEXTON
504 BELLEWOOD ROAD
ANCHORAGE, KENTUCKY
CITY STATE

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



SECRETARY OF STATE

Issued this 30TH day of APRIL, 1976,
at Frankfort, Kentucky.

Drexell R. Davis

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

CR 30 3 70

David A. Davis
SECRETARY OF STATE
DD

ARTICLES OF INCORPORATION
OF
WALDEN THEATRE CORPORATION

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

ARTICLE I

NAME

The name of the corporation shall be Walden Theatre Corporation.

ARTICLE II

DURATION

The period of duration of this corporation shall be perpetual.

64
18133

ARTICLE III

PURPOSE

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

ARTICLE IV

POWERS

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

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

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

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

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

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

ARTICLE V

REGULATION OF AFFAIRS

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

ARTICLE VI

BOARD OF DIRECTORS

- a. There shall be no members of the corporation.
- b. The Board of Directors shall be composed of three (3) persons, all of whom shall have demonstrated their interest in and appreciation of the arts, and

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

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

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

ARTICLE VII

REGISTERED OFFICE AND AGENT

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

ARTICLE VIII

AMENDMENTS

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

ARTICLE IX

INCORPORATOR

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

ARTICLE X

DISSOLUTION

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

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

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

Nancy N. Sexton
NANCY N. SEXTON

STATE OF KENTUCKY)
) SS:
COUNTY OF JEFFERSON)

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

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

My Commission Expires: Sept. 17, 1978

John H. Carroll
Notary Public, by *Robert L. ...*

THIS INSTRUMENT PREPARED BY:

John H. Carroll
JOHN H. CARROLL
Attorney at Law
409 Kentucky Bank Bldg. Building
Lebanon, Kentucky 40027
562-1103

Request for Taxpayer Identification Number and Certification

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

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

Print or type.
See Specific Instructions on page 3.

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

Part I Taxpayer Identification Number (TIN)

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

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

Social security number									
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 25px; height: 25px;"></td> <td style="width: 25px; height: 25px;"></td> <td style="width: 25px; height: 25px;"></td> <td style="width: 25px; height: 25px;"></td> </tr> </table>					<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 25px; height: 25px;"></td> <td style="width: 25px; height: 25px;"></td> <td style="width: 25px; height: 25px;"></td> <td style="width: 25px; height: 25px;"></td> </tr> </table>				

OR

Employer identification number	

Part II Certification

Under penalties of perjury, I certify that:

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

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

Sign Here	Signature of U.S. person ▶ <i>Dorisa Adams</i>	Date ▶ <i>4/3/18</i>
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General Instructions

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

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

Purpose of Form

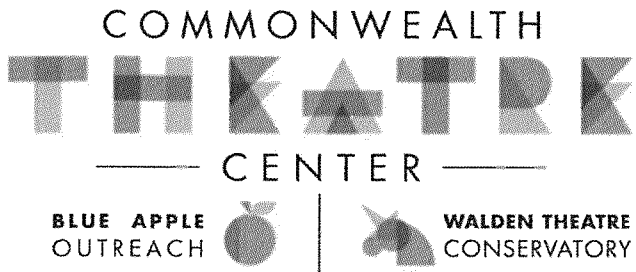
An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number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

- Form 1099-INT (interest earned or paid)

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

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

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



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

1. Name of Performance Site:

2. Grade(s) you teach:

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

4. Your email address:

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

- is a productive use of time
- provides a safe space for students to learn
- celebrates the social and cultural importance of storytelling
- none of the above

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

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

- helps to teach/ reinforce standards
- encourages participation among students
- increases awareness of the arts
- none of the above

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

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

- approaches subject matter in a new way for students
- provides students an opportunity to experience creative expression
- inspires new classroom activities (that continue after the program)
- none of the above

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

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

- participated outside of their comfort zone
- considered new points of view before making judgements
- self-assessed their learning through provided materials (i.e. teacher guide and suggested lesson plan activities)
- none of the above

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

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

- following performance asked questions to further understanding
- unreservedly participated
- gave full attention when others were speaking/ performing
- none of the above

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

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

- enjoyed the performance
- demonstrated ability to engage with performers
- expressed a desire to learn more
- none of the above

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

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

on time and ready to perform/ guide the program

attentive to students

kind and courteous

none of the above

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

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

confidently interacted with students

communicated what is expected of audience members

give helpful answers to questions/ advice for student success

none of the above

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

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

eagerly perform

committed to student engagement

inspire student curiosity and creativity

none of the above

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

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

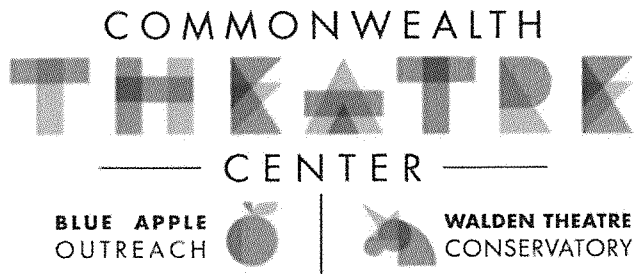
- family take-home activity page
- "I saw a play today..." student stickers
- teacher resource guide
- suggested lesson plan activities
- none of the above

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

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

Metro Council District __
601 W. Jefferson Street
Louisville, KY 40202

15. Final comments:



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

1. For Child to Answer:

Select the school or performance site you saw The Ugly Duckling:

2. For Child to Answer:

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

3. What was your favorite part of the play?

- The story of The Ugly Duckling
- A character (Hedwigg, Federico, Scarecrow, etc.)
- A Song (I'ma Big Frog, Quack, Most Beautiful Ducks, Family of Friends, etc)
- A Dance (Storm, Quack Ballet, etc)
- The costumes
- The set with the picture of the pond

4. For Child to Answer:

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

5. For Child to Answer:

What would you do if you met someone different than you?

6. For Parent/Guardian to Answer:

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

- provides a safe space to learn

- increases awareness of the arts
- generates joy and activates imaginative play
- none of the above

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

7. For Parent/Guardian to Answer:

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

- Yes. We talked about what to do in that situation.
- Yes. We role-played what to do in that situation.
- Not yet, but I intend to discuss the topic later.
- No, and I do not plan to have this discussion.

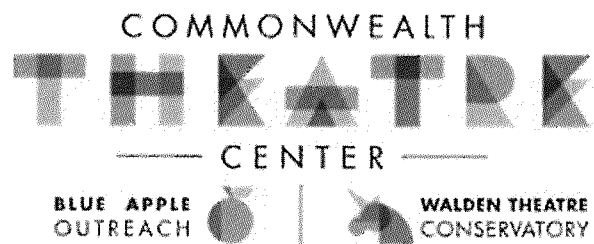
Please provide us with any feedback (i.e. what was your conversation like, what happened in the role-play, why did you chose not to have a conversation). Thank you!

8. For Parent/Guardian to Answer:

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

- I did, they visited my school.
- I was taken to a public performance at the Vogue/Brown or other theatre.
- Never had the opportunity, but I was familiar with the company before.
- I did not, this is the first I have heard of Blue Apple Players or Commonwealth Theatre Center

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



Commonwealth Theatre Center, Inc.

Independent Auditors' Report

And Financial Statements

For the Years Ended

July 31, 2017 and 2016

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Statements of Activities	3
Statements of Functional Expenses	4
Statements of Cash Flows	5
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Independent Auditors' Report

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

We have audited the accompanying financial statements of Commonwealth Theatre Center, Inc. (a not-for-profit organization) which comprise the statements of financial position as of July 31, 2017 and 2016, and the related statements of activities, functional expenses and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Commonwealth Theatre Center, Inc. as of July 31, 2017 and 2016, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Baldwin CPAs, PLLC

Louisville, Kentucky
December 7, 2017

Commonwealth Theatre Center, Inc.
Statements of Financial Position
July 31, 2017 and 2016

	2017	2016
Assets		
Cash	\$ 184,589	\$ 255,623
Accounts receivable	6,165	7,355
Prepaid expenses	19,813	3,833
Security deposits	500	500
Land, building and equipment, net	177,124	164,302
Total assets	\$ 388,191	\$ 431,613
 Liabilities & Net Assets		
Liabilities		
Accounts payable and accrued expenses	\$ 19,027	\$ 26,593
Deferred revenue	26,536	21,509
Total liabilities	45,563	48,102
 Net Assets		
Unrestricted	327,300	312,399
Restricted	15,328	71,112
Total net assets	342,628	383,511
Total liabilities and net assets	\$ 388,191	\$ 431,613

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

Commonwealth Theatre Center, Inc.
Statements of Activities
For the Years Ended July 31, 2017 and 2016

	2017		2016	
	Unrestricted	Temporarily Restricted	Unrestricted	Temporarily Restricted
Revenue and support:				
Contributions and grants	\$ 465,314	\$ 14,135	\$ 422,646	\$ 71,112
Tuition	441,490	-	393,133	-
Program fees	127,392	-	116,033	-
Miscellaneous	9,736	-	3,643	-
Special events	19,971	-	17,526	-
Special events expense	(2,315)	-	(2,112)	-
	<u>1,061,588</u>	<u>14,135</u>	<u>950,869</u>	<u>71,112</u>
		1,075,723		1,021,981
Net assets released from restrictions:				
Restrictions satisfied by payments	69,919	(69,919)	-	-
	<u>1,131,507</u>	<u>(55,784)</u>	<u>950,869</u>	<u>71,112</u>
Total revenue and support		1,075,723		1,021,981
Expenses:				
Program services	868,450	-	761,636	-
Management and general	127,887	-	156,561	-
Fund raising	120,269	-	77,379	-
	<u>1,116,606</u>	<u>-</u>	<u>995,576</u>	<u>-</u>
Total expenses		1,116,606		995,576
Change in net assets	14,901	(55,784)	(44,707)	71,112
Net assets at beginning of year	312,399	71,112	357,106	-
	<u>\$ 327,300</u>	<u>\$ 15,328</u>	<u>\$ 312,399</u>	<u>\$ 71,112</u>
Net assets at end of year		\$ 342,628		\$ 383,511

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

Commonwealth Theatre Center, Inc.
Statements of Functional Expenses
For the Years Ended July 31, 2017 and 2016

	2017			2016				
	Total	Program Services	Management & General	Fund Raising	Total	Program Services	Management & General	Fund Raising
Salaries	\$ 591,045	\$ 432,958	\$ 82,528	\$ 75,559	\$ 569,715	\$ 407,149	\$ 108,481	\$ 54,085
Payroll taxes	53,496	39,187	7,470	6,839	68,666	49,072	13,075	6,519
Benefits	54,012	39,565	7,542	6,905	47,302	33,804	9,007	4,491
Program expenses	37,603	37,603	-	-	33,341	33,341	-	-
Scholarship expense	30,969	30,969	-	-	23,118	23,118	-	-
Contract labor	144,065	141,025	3,040	-	98,691	98,691	-	-
Occupancy	31,175	28,058	1,559	1,558	28,228	25,406	1,411	1,411
Office expense/supplies	10,259	8,011	1,194	1,054	7,551	5,714	1,226	611
Professional fees	21,842	-	8,842	13,000	9,320	-	9,320	-
Advertising	26,560	26,560	-	-	14,756	14,756	-	-
Repairs and maintenance	29,849	26,864	1,492	1,493	24,554	22,098	1,228	1,228
Insurance	13,143	10,263	1,530	1,350	15,854	11,998	2,573	1,283
Printing	4,927	4,677	-	250	6,797	6,547	-	250
Bank fees	8,942	-	8,942	-	6,668	-	6,668	-
Other fund raising	8,811	-	-	8,811	5,224	-	-	5,224
Bad debt expense	3,912	3,912	-	-	100	100	-	-
Miscellaneous	21,803	17,024	2,538	2,241	15,915	12,044	2,583	1,288
Depreciation	24,193	21,774	1,210	1,209	19,776	17,798	989	989
Total expenses	\$ 1,116,606	\$ 868,450	\$ 127,887	\$ 120,269	\$ 995,576	\$ 761,636	\$ 156,561	\$ 77,379

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

Commonwealth Theatre Center, Inc.
Statements of Cash Flows
For the Years Ended July 31, 2017 and 2016

	2017	2016
Cash Flows from Operating Activities		
Change in net assets	\$ (40,883)	\$ 26,405
Adjustments to reconcile change in net assets to net cash provided (used) by operating activities:		
Depreciation	24,193	19,776
(Increase) decrease in operating assets:		
Accounts receivable	1,190	10,046
Prepaid expenses	(15,980)	4,585
Increase (decrease) in operating liabilities:		
Accounts payable and accrued expenses	(7,566)	3,291
Deferred revenue	5,027	5,155
	<u>(34,019)</u>	<u>69,258</u>
Net cash provided (used) by operating activities		
Cash Flows from Investing Activities		
Purchase of equipment	(37,015)	(13,027)
	<u>(37,015)</u>	<u>(13,027)</u>
Net cash provided (used) by investing activities		
Net increase (decrease) in cash	(71,034)	56,231
Cash at beginning of year	255,623	199,392
	<u>255,623</u>	<u>199,392</u>
Cash at end of year	<u>\$ 184,589</u>	<u>\$ 255,623</u>

Commonwealth Theatre Center, Inc.
Notes to Financial Statements
July 31, 2017 and 2016

Note 1 - Summary of Significant Accounting Policies

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

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

Basis of Accounting

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

Basis of Presentation

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

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

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

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

Estimates

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

Cash

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

Commonwealth Theatre Center, Inc.
Notes to Financial Statements - Continued
July 31, 2017 and 2016

Accounts Receivable

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

Land, Building and Equipment

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

Deferred Revenue

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

Contributions

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

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

Donated Services

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

Expense Allocation

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

Advertising

Advertising costs are charged to expense when incurred. Advertising expense for the years ended July 31, 2017 and 2016 was \$26,560 and \$14,756, respectively.

Commonwealth Theatre Center, Inc.
Notes to Financial Statements - Continued
July 31, 2017 and 2016

Income Tax Status

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

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

Note 2 - Concentrations of Credit Risk

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

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

Note 3 - Land, Building and Equipment

At July 31, 2017 and 2016, the cost and accumulated depreciation of land, building and equipment were as follows:

	2017	2016
Land	\$ 10,000	\$ 10,000
Building	79,700	79,700
Building improvements	154,467	154,467
Furniture and equipment	248,909	211,894
Total costs	493,076	456,061
Less accumulated depreciation	(315,952)	(291,759)
Land, building and equipment, net	\$ 177,124	\$ 164,302
Depreciation expense	\$ 24,193	\$ 19,776

Commonwealth Theatre Center, Inc.
Notes to Financial Statements - Continued
July 31, 2017 and 2016

Note 4 - Line of Credit

The Theatre has available a \$40,000 line of credit. Interest is payable monthly at the prime rate of interest (4.25% on July 31, 2017). There was no outstanding balance at July 31, 2017.

Note 5 - Temporarily Restricted Net Assets

Temporarily restricted net assets are available for the following purposes:

	2017	2016
Programs	\$ 14,135	\$ 18,546
Capacity building	1,193	52,566
	\$ 15,328	\$ 71,112

Note 6 - Employee Benefit Plan

The Theatre maintains a defined contribution salary deferral plan covering substantially all employees. Under the plan, the Theatre contributes up to a 3% match on behalf of the employees. The expense to the organization under this plan for the years ended July 31, 2017 and 2016 was \$14,130 and \$9,035, respectively.

Note 7 - Rental Income

Rental income is derived from rent received for use of the Theatre's facilities. Rental income for the years ended July 31, 2017 and 2016 was \$2,100 and \$1,340, respectively, and is included in miscellaneous income on the statement of activities.

Note 8 - In-Kind Donations

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

Contributions of tangible assets are recognized at fair market value when received. The amounts are reflected in the accompanying financial statements as support and are offset by like amounts included in expenses or assets. In-kind donations for the years ended July 31, 2017 and 2016 were \$32,606 and \$6,122, respectively.

Commonwealth Theatre Center, Inc.
Notes to Financial Statements - Continued
July 31, 2017 and 2016

Note 9 - Lease Expense

As of July 31, 2017, Commonwealth Theatre Center, Inc. has a month to month lease, with monthly rent of \$550.

Note 10 - Accounting Standards Updates

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

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

Accounting Standards Update 2016-02, Leases (Topic 842)

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)*, requiring all leases to be recognized on the Organization's balance sheet as a right-of-use asset and a lease liability, unless the lease is a short term lease (generally a lease with a term of twelve months or less). At the commencement date of the lease, the Organization will recognize: 1) a lease liability for Organization's obligation to make payments under the lease agreement, measured on a discounted basis; and 2) a right-of-use asset that represents the Organization's right to use, or control the use of, the specified asset for the lease term. Upon adopting the ASU, the Organization will be required to recognize and measure its leases at the beginning of the earliest period presented using a modified retrospective approach.

ASU 2016-02 will be effective for the Organization for the year ending July 31, 2021, with early adoption permitted. The Organization is currently evaluating the effect that the new standard will have on its combined financial statements.

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

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

Commonwealth Theatre Center, Inc.
Notes to Financial Statements - Continued
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Note 11 Subsequent Events

Management has evaluated subsequent events for recognition or disclosure in the financial statements through December 7, 2017, which was the date at which the financial statements were available to be issued.