

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

Applicant/Program: Walden Theatre Corporation - School Performances

Executive Summary of Request:
Funding will be used for performances of Johnny Appleseed at schools in Jefferson County. Each performance cost \$1500.

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 *[Signature]* \$7000 9-1-15
 District # Council Member Signature Amount Date

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

Approved by:

 Appropriations Committee Chairman Date

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

Applicant/Program: Walden Theatre Corporation - School Performances

Additional Disclosure and Signatures

Additional Council Office Disclosure

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

<u>District #</u>	<u>Council Member Signature</u>	<u>Amount</u>	<u>Date</u>
<u>District #</u>	<u>Council Member Signature</u>	<u>Amount</u>	<u>Date</u>
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<u>District #</u>	<u>Council Member Signature</u>	<u>Amount</u>	<u>Date</u>

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION CHECKLIST

Legal Name of Applicant Organization: Walden Theatre Corporation

Program Name and Request Amount: School Performances - \$70,000

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



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 1 – APPLICANT INFORMATION			
Legal Name of Applicant Organization:		Walden Theatre/Blue Apple Players	
<i>(as listed on: http://www.sos.ky.gov/business/records)</i>			
Main Office Street & Mailing Address: 1123 Payne St. Louisville, KY 40204			
Website: www.waldentheatre.org			
Applicant Contact:	Margaret Phillips	Title:	Grant Writer
Phone:	502-589-0084	Email:	mphilips@waldentheatre.org
Financial Contact:	Donna Adams	Title:	Business Administrator
Phone:	502-589-0084	Email:	dadams@waldentheatre.org
Organization’s Representative who attended NDF Training: Annie Smith and Donna Adams			
GEOGRAPHICAL AREA(S) WHERE PROGRAM ACTIVITIES ARE (WILL BE) PROVIDED			
Program Facility Location(s):	Metro Louisville Schools		
Council District(s):	Attached	Zip Code(s):	Attached
SECTION 2 – PROGRAM REQUEST & FINANCIAL INFORMATION			
PROGRAM/PROJECT NAME: Johnny Appleseed			
Total Request: (\$)	70,000	Total Metro Award (this program) in previous year: (\$)	54,000
Purpose of Request (check all that apply):			
<input type="checkbox"/> Operating Funds (generally cannot exceed 33% of agency’s total operating budget)			
<input checked="" type="checkbox"/> Programming/services/events for direct benefit to community or qualified individuals			
<input type="checkbox"/> Capital Project of the organization (equipment, furnishing, building, etc)			
The Following are Required Attachments:			
<input checked="" type="checkbox"/> IRS Exempt Status Determination Letter <input checked="" type="checkbox"/> Current Year Projected Budget <input checked="" type="checkbox"/> List of Board of Directors (include term & term limits) <input checked="" type="checkbox"/> Current financial statement <input checked="" type="checkbox"/> Most recent IRS Form 990 or 1120-H <input checked="" type="checkbox"/> Articles of Incorporation <input type="checkbox"/> Cost estimates from proposed vendor if request is for capital expense		<input checked="" type="checkbox"/> Signed lease if rent costs are being requested <input checked="" type="checkbox"/> IRS Form W9 <input checked="" type="checkbox"/> Evaluation forms if used in the proposed program <input checked="" type="checkbox"/> Annual audit (if required by organization) <input type="checkbox"/> Faith Based Organization Certification Form, if required <input checked="" type="checkbox"/> Staff including the 3 highest paid staff	
For the current fiscal year ending June 30, list all funds appropriated and/or received from Louisville Metro Government for this or any other program or expense, including funds received through Metro Federal Grants, from any department or Metro Council Appropriation (Neighborhood Development Funds). Attach additional sheet if necessary.			
Source:	External Agency Fund: Science & Culture Through Drama	Amount: (\$)	12,000
Source:	External Agency Fund: Closing the Early Childhood Learning Gap	Amount: (\$)	4,800
Source:	External Agency Fund: Drama for Learning: High Risk Youth	Amount: (\$)	4,000
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:

Walden Theatre/Blue Apple Players (WT/BAP) is guided by its mission to develop youth and our community through excellence in comprehensive theatre education and performance.

Each founded in 1976, Blue Apple Players and Walden Theatre merged (Jan. 2015) nationally acclaimed interactive educational theatre programs that engage youth in creative learning that improves vital academic and developmental skills for youth (PreK-12). We know from decades of research that students involved in theatre show stronger gains in reading, writing, and problem solving, as well as greater empathy & tolerance for others. WT/BAP programs are also fun and engage children of all abilities and backgrounds.

Walden Theatre/Blue Apple Players educates nearly 50,000 youth & 5,000 adults (parents, teachers, etc.) per year, reaching students from 270 area schools including 75% of JCPS Title 1 schools.

Major Theatre-based Education Programs include:

Musicals & Plays created by WT/BAP that are uniquely effective in engaging youth in learning across the curriculum and also in helping address challenges in their lives. Published by top national companies, this Kentucky-created educational material was used by 34 groups in 21 states and Alberta, Canada during the past year.

"My child enjoyed the show very much and was very anxious to tell us about it. This show helped make Michael feel better about his Dad's death." Parent of 1st grader (Johnny Applesseed – an original WT/BAP musical)

Outreach Classes that provide student-centered curricula to improve literacy and other vital academic & developmental skills. Our extensive pre-school curriculum is unmatched by other local arts groups. Often, other groups seek us as partners to teach this age group (National Center for Families Learning, JCPS, KY Center, Community Coordinated Childcare, others).

"Students went from thinking drama is stupid and hating history to finding it exciting and fun. Scores on history tests have never been better." Westport Middle

Conservatory Program that provides in-depth, multi-year classes & 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 & largest youth Shakespeare festival in the nation.

"The confidence, intellectual stimulation, creativity & camaraderie your program provides my daughter brings tears to my eyes. Thanks for being such a positive force in our family's time of struggle." Scholarship Parent, Conservatory Program

Continuing Education for educators, social workers, and other professionals. Projects range from a 10+ year collaboration with Eastern KY University that uses role-playing as part of training social workers in forensic interviewing for child abuse to a program created with Community Coordinated Childcare to train pre-school teachers on drama-based literacy building techniques. Programs engage 150-160 professionals in a year, including JCPS teachers, childcare teachers, Youth Service Workers (Metro Office of Youth Development), social workers, & others.

88% of teachers report using WT/BAP techniques learned from the program in their classroom.



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 4 – PROGRAM/PROJECT NARRATIVE

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

Project Start Date: August 1, 2015 Project End Date: December 31, 2015

Program Summary: Metro Council support will be used to underwrite part of the costs of WT/BAP's educational program that addresses multiple areas of core content such as writing styles, history, science, the environment, creative arts, and other topics. The themes of this program also engage students in an exploration of timeless values such as friendship and helping others. Program includes: (1) In-school performances of award-winning educational musical Johnny Appleseed created by Geraldine Ann Snyder (co-founder of Blue Apple Players); (2) Lesson Plans for teachers to use in the classroom before and following the performance to reinforce Common Core Content, (3) Take home family activity guide to continue learning and links to other local resources for lifelong learning.

Program Dates: During the 2015-2016 School Year. Program schedule includes in-school performances in addition to educational activities in the classroom and for families before and after the WT/BAP performance. Following confirmation of funding, exact dates of each in-school performance will be re-confirmed with schools and Council members notified.

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

"Being able to bring learning alive through theatre is captivating to all students, but especially to those students who sometimes struggle to learn in the more traditional classroom setting." -Watterson Elem.

"My child learned in a different environment that was not just sitting in a desk. He really enjoyed this performance. He is only 5 and really loved it, as did my 5th grade niece." - Parent

B: Describe specifically how the funding will be spent including identification of funding to sub grantees(s):
Itemized budget attached and included in Section 5

No funds will be regranted or used for subgrantees.

Funding will be used for \$1,500 for each in-school performance – a cost of less than \$3 a person. A list of each school performance requested by Council Members/schools & scheduled to date is attached. This support is vital for schools already facing deep budget cuts and more than 70,000 JCPS students whose families live at or below the poverty level.

Metro Council funding will be used to leverage matching funding from private donors for balance of project costs of \$1,500 a performance. This includes a fee of \$100 a performance from each participating school.

Metro funding for in-school performances will save approximately \$1500 a performance in busing costs not needed to transport students to a theatre space and hours of out of school time



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

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

Not Applicable

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

Effective October 24, 2013, reimbursements should not be made unless an emergency can be demonstrated by the primary council sponsor. The funding request is a reimbursement of the following expenditures (attach invoices or proof of payment):

- ✓ Attach a copy of invoices and/or receipts to provide proof of purchase of activities associated with the work plan identified in this application.
- ✓ Attach a copy of cancelled checks to provide proof of payment of the invoices or receipts associated with the work plan identified in this application.

The funding request is a reimbursement of the following expenditures that will probably be incurred after the application date, but prior to the execution of the grant agreement:

- ✓ If selecting this option, the invoice, receipt and payment documentation should not be available as of the date of this application.

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



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

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

WT/BAP has been at the forefront of educational arts evaluation with published studies in national educational journals and successful evaluation techniques used as national models by the prestigious Wallace Foundation and others. We use evaluation to assess outcomes and progress toward goals and to inform improvements in our programs.

Benefits of this program to be measured include:

75% or more of educators report that the program helped teach core content & provide examples

75% or more of educators report the program was a productive use of school-day time
60% or more report students show increased awareness of the value of the arts in the classroom and other areas of their lives

40% of teachers use the lesson plan to reinforce classroom learning

30% of families continue the learning process at home facilitated by WT/BAP take home resources.

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

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.

Theater by its very nature is collaborative. WT/BAP models "working with others" throughout its programming. This enhances quality, addresses community needs, and diversifies financial support. Examples of recent community partnerships are attached. More are currently underway, including partnerships with the National Center for Families Learning, U of L School of Education, and particularly the Center for Early Childhood Education.

This particular project is enhanced through:

Ongoing partnerships with JCPS through the Cultural Consortium and our strong partnerships with schools to ensure that the schedule, the program content, take home material and all facets of the program maximize educational impact and student development. This may mean WT/BAP re-scheduling a performance at the last minute due to testing or other school needs or linking the school to additional resources we are aware.



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 5 – PROGRAM/PROJECT BUDGET SUMMARY

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

Program/Project Expenses	Column 1	Column 2	Column (1+2)=3
	Proposed Metro Funds	Non-Metro Funds	Total Funds
A: Personnel Costs Including Benefits	67,390	146,464	213,854
B: Rent/Utilities	1,050	9,554	10,604
C: Office Supplies	160	1,840	2,000
D: Telephone	200	1,595	1,795
E: In-town Travel		1,500	1,500
F: Client Assistance (Attach Detailed List)			
G: Professional Service Contracts			
H: Program Materials			
I: Community Events & Festivals (Attach Detail List)			
J: Small Equipment			
K: Capital Equipment			
L: Other Expenses (Attach Detail List)	1,200	9,408	10,608
*TOTAL PROGRAM/PROJECT FUNDS	70,000	170,361	240,361
% of Program Budget	29 %	71 %	100%

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

Other State, Federal or Local Government	1,152
United Way	
Private Contributions (do not include individual donor names)	162,589
Fees Collected from Program Participants	5,000
Other (please specify)	1,620 Fund for the Arts general operating support
Total Revenue for Columns 2 Expenses **	170,361

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

**Must equal or exceed total in column 2.

Walden Theatre/Blue Apple Players: Educational Musical – Johnny Appleseed
Budget Detail – Metro NDF
FY2016

Project Expenses	Proposed Metro Funds	Non-Metro Funds	Total Funds
Costumes	\$300.00	\$4146.00	\$4446.00
Sets/Props	\$300.00	\$763.00	\$1063.00
Background Screening	\$100.00	\$50.00	\$150.00
Printing/Reproduction	\$500.00	\$2274.00	\$2774.00
Fuel		\$700.00	\$700.00
Vehicle Maintenance		\$600.00	\$600.00
IT		\$875.00	\$875.00
TOTAL	\$1200.00	\$9408.00	\$10.608



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

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

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

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

Agency Fiscal Year Start Date: August 1 (2015)

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 6 – CERTIFICATIONS & ASSURANCES

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

Standard Assurances

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

Standard Certifications

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

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

Staff member, Annie Smith's mother, Marilyn Givan, is a Louisville Metro Government

SECTION 7 – CERTIFICATIONS & ASSURANCES

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

Signature of Legal Signatory:	Date: 8/01/15	
Legal Signatory: (please print): Alison Huff	Title: Managing Director	
Phone: 502-589-0084	Extension: 304	Email: ahuff@waldentheatre.org

Metro Council District Schools

1 Jessica Green 574-1101 Assistant: Charles Weathers

Wellington Elementary
Crums Lane Elementary
Foster Elementary
Kennedy Montessori Elementary
Maupin Elementary
Carter Traditional
Farnsley Middle
Duvall Education Center
West End School

2 Barbara Shanklin 574-1102 Assistant: Jared Dearing

Slaughter Elementary
Indian Trail Elementary
Mary Ryan Academy
Rangeland Elementary
Price Elementary
Thomas Jefferson Middle
Newburg Middle

3 Mary Woolridge 574-3452 Assistant: Donna Sanders

Schaffner Elementary
Cane Run Elementary
Mill Creek Elementary
Waller Williams

4 David Tandy 574-1104 Assistant: Keidra King

Byck Elementary
Roosevelt Perry Elementary
Brown School
Shelby Elementary
Lincoln Elementary
Breckinridge/Franklin Elementary
Western Middle
Meyzeek Middle
Coleridge Taylor Montessori
Nativity Academy
E.L. Minnis Jr. Academy

5 Cheri Bryant Hamilton 574-1105 Assistant: Myra Friend-Ellis

Young Elementary
King Elementary
Atkinson Elementary
Portland Elementary

ESL Newcomer Academy
Portland Christian
Northside Christian

6 David James 574-1106 Assistant: Wanda Smith

Brandeis Elementary
Engelhard Elementary
Frayser Elementary
Cochran Elementary
Wheatley Elementary
Johnson Traditional Middle
Noe Middle

7 Angela Leet 574-1107 Assistant: Erin Hinson

Walden School
Waldorf School
Wilder Elementary
Bowen Elementary
Kammerer Middle
Westport Traditional Middle
Holy Trinity
St. Albert the Great
Portland Christian School
Islamic School of Louisville

8 Tom Owen 574-1108 Assistant: Terra Long

Bloom Elementary
DePaul Elementary
Hawthorne Elementary
Highland Middle
Jefferson County Traditional Middle
Collegiate
St. James
St. Francis of Assisi
St. Raphael
Hayfield Montessori

9 Bill Hollander 574-1109 Assistant: Kyle Ethridge

Chenoweth Elementary
Field Elementary
KY School for the Blind Elementary
Barret Traditional Middle
St. Leonard
Sacred Heart Model School
Holy Spirit
Our Lady of Lourdes

Christian Academy Rock Creek

10 Steve Magre 574-1110 Assistant: Carrie Peers

Camp Taylor
Audubon Traditional Elementary
Phoenix School of Discovery (grades 4-12)
St. Stephen Martyr
St. Agnes
Holy Family
Brooklawn – USPIRITUS
Caritas Peace Academy

11 Kevin Kramer 574-1111 Assistant: Scott Harrington

Cochrane Elementary
J-Town Elementary
Carrithers Middle
Academy for Individual Excellence

12 Rick Blackwell 574-1112 Assistant: Liz Kennedy

Schacklette Elementary
Kerrick Elementary
Greenwood Elementary
Sanders Elementary
Johnsontown Road Elementary
Conway Middle
Notre Dame Academy
St. Paul

13 Vicki Welch 574-1113 Assistant: Kevin Triplett

Auburndale Elementary
Fairdale Elementary
Minors Lane Elementary
Okolona Elementary
Coral Ridge Elementary
Lassiter Middle
Evangel School Inc.
St. Nicholas Academy South
On Fire Christian Academy

14 Cindi Fowler 574-1114 Assistant: Michael Bowman

Watson Lane Elementary
Medora Elementary
Wilkerson Elementary
Eisenhower Elementary

Dixie Elementary
Frost Middle
Landmark Christian Academy
St. Andrew Academy

15 Marianne Butler 574-1115 Assistant: Susan Hughes

Gutermuth Elementary
Semple Elementary
Jacob Elementary
Hazelwood Elementary
St. Nicholas Academy

16 Kelly Downard 574-1116 Assistant: Debbie Carroll

Dunn Elementary
Norton Elementary
Chance School
Kentucky Country Day
St. Mary Academy

17 Glen Stuckel 574-1117 Assistant: Kip Eatherly

Chancey Elementary
Zachary Taylor Elementary
Anchorage Public School
Montessori School of Louisville

18 Marilyn Parker 574-1118 Assistant: Lisa Chapman

Greathouse/Shryock Traditional Elementary
Lowe Elementary
Ascension Elementary
Kennedy Metro Middle
St. Margaret Mary
Our Savior Lutheran School

19 Julie Denton 574-1119 Assistant: Chanelle Smith

Stopher Elementary
Middletown Elementary
Hite Elementary
Crosby Middle
Summit Academy
Holy Angels Academy Elementary
St. Patrick Elementary
Covenant Classical Academy

20 Stuart Benson 574-1120 Assistant: Angela Webster

Farmer Elementary
Wheeler Elementary

Tully Elementary
Ramsey Middle
St. Edward
St. Michael School
Christian Academy of Louisville #1

21 Dan Johnson 574-1121 Assistant: Bryan Matthews

Gilmore Lane Elementary
Rutherford Elementary
Pitt Academy
Olmstead South
Olmstead North

22 Robin Engel 574-1122 Assistant: Monica Hodge

Watterson Elementary
St. Gabriel Elementary
Bates Elementary
Fern Creek Elementary
Cornerstone Academy
Valor Traditional Academy

23 James Peden 574-1123 Assistant: John Torsky

Laukhuf Elementary
Wilt Elementary
Smyrna Elementary
Luhr Elementary
Moore Traditional
Whitefield Academy
St. Bernard

24 Madonna Flood 574-1124 Assistant: Andrea Derouen

Blake Elementary
Blue Lick Elementary
Hartstern Elementary
Knight Middle
St. Athanasius
St. Rita

25 David Yates 574-1125 Assistant: Brian Boles

Kenwood Elementary
Trunnell Elementary
Layne Elementary
Stonestreet Elementary
Stuart Middle
Christian Academy Southwest

26 Brent Ackerson 574-1126 Assistant: Jeff Noble

St. Matthews Elementary
Klondike Lane Elementary
Goldsmith Elementary
St. Martha
John Paul II Acadmey
Alfred Binet
Friends School
The Brook/Dupont
Torah Academy
Meredith Dunn
Boys Haven

2508
Address any reply to: P.O. Box 475 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•DAB:abm

CIN: EO: 772 25 8



Federal Identification Number:
[REDACTED]

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.

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

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

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

Please keep this determination letter in your permanent records.

Sincerely yours,



District Director

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

Department of the Treasury

Date: MAY 28 2014

Walden Theatre Corporation
1123 Payne Street
Louisville, KY 40204

Employer Identification Number:

Person to Contact - ID Number:

Ms. Wan - 0203399

Contact Telephone Number:

877-829-5500 Toll-Free

Form 990 Required:

Yes



Dear Sir or Madam:

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

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

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

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

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

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

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

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

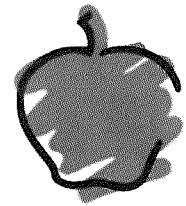
**WALDEN THEATRE /BLUE APPLE PLAYERS
FY2016 BUDGET**

INCOME		
EARNED		
Programming		
	Tuition	407,000.00
	Performance Fees	6,500.00
	Patron Tickets	40,000.00
	Student Matinee Tickets	8,000.00
	Touring Productions	35,000.00
	Outreach Wrkshps/Resdncs	50,000.00
	Total Programming	546,500.00
	Concessions	4,000.00
	Royalties	500.00
	Rental Income	3,000.00
	Program Advertisements	5,000.00
	Miscellaneous	1,500.00
	TOTAL EARNED INCOME:	560,500.00
CONTRIBUTED		
	Special Events	26,000.00
Grants		
	Fund for the Arts	
	Base Allocation (Operating)	51,000.00
	Every Child Initiative (Education)	60,000.00
	Other	22,000.00
	Total Fund for the Arts	133,000.00
	KY Arts Council	20,000.00
	Louisville Metro Govt	70,000.00
	Corporate	40,000.00
	Foundations	90,000.00
	Total Grants	353,000.00
	Individual Donations	76,000.00
	In-kind Donations	4,000.00
	TOTAL CONTRIBUTED INCOME:	459,000.00
	TOTAL INCOME	1,019,500.00
EXPENSE		
Personnel		
	Contract Labor	
	Instruction	50,000.00

	Productions	61,800.00
	Administration	1,000.00
	Fund Raising	31,000.00
	<i>Total Contract Labor</i>	<i>143,800.00</i>
	Salaries	527,000.00
	Health Insurance	52,000.00
	Payroll Taxes/Workers Comp	50,000.00
	Retirement	15,000.00
	Total Personnel	787,800.00
	Administration/General	
	Business Insurance	10,000.00
	Miscellaneous	11,600.00
	Occupancy	46,600.00
	Professional Fees/Service Charges	34,000.00
	Total Administration/General	102,200.00
	Programming	
	Advertising/Marketing	12,000.00
	Printing / Reproduction	10,000.00
	Production Expenses	36,240.00
	Financial Assistance	26,000.00
	Miscellaneous	3,500.00
	Total Programming	87,740.00
	Fundraising	
	Total Fundraising	12,000.00
	Depreciation	15,000.00
	TOTAL EXPENSE	1,004,740.00
	NET INCOME	14,760.00



Walden Theatre Blue Apple Players



FY2015 BOARD OF DIRECTORS

OFFICERS:

Brad Keeton (President)
Stoll Keenon Ogden, Partner

[REDACTED]
O: 568-5439 / [REDACTED]
brad.keeton@skofirm.com
Executive Cte. (Chair) / Finance Cte.

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

[REDACTED]
O: 513-534-4807 / [REDACTED]
mark.robich@53.com
Executive Cte.

Joseph M. Legel, CPA (Treasurer)
DMLO, Director

[REDACTED]
O: 326-2343 / [REDACTED]
jlegel@dmlo.com
Finance Cte. (Chair)

Amy Fitzgerald (Secretary)
Highland Pres., Nursery & Weekday School Director

[REDACTED]
Executive Cte. / Programming Cte.

Michele Koch (Immediate Past President, WT)
Humana, Communications & Diversity Outreach

[REDACTED]
O: 580-2998 / [REDACTED]
mkoch@humana.com
Executive Cte. / Development & Marketing Cte.

J. Tanner Watkins (Immediate Past Chair, BAP)
Dinsmore & Shohl, Attorney

[REDACTED]
O: 581-8027 / [REDACTED]
tanner.watkins@dinsmore.com
Executive Cte.

David Morrison (Past President, WT)
Yum! Brands, Dir. of Total Rewards Innovation

[REDACTED]
O: 874-6033 / [REDACTED]
david.morrison@yum.com
Executive Cte. / Development & Marketing Cte. (Chair)

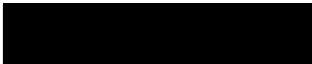
Jackson M. Andrews (Past Chair, BAP)
Spouting Rock Financial, Managing Director

[REDACTED]
O: 812-1363 / [REDACTED]
jandrews@spoutingrock.us
Executive Cte.

DIRECTORS:

Mark Bauman

Olmstead Academy South, STC & Technology Teacher



O: 485-8270 / [REDACTED]
mark.bauman@jefferson.kyschools.us
Development & Marketing Cte.

David Brown

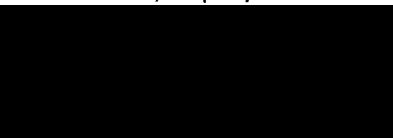
Humana, Data Architect



O: 580-4425 / [REDACTED]
[REDACTED]
Finance Cte.

Patti Clare

Louisville Metro Govt., Dept. Econ. Growth & Innovation, Deputy Dir.



Finance Cte.

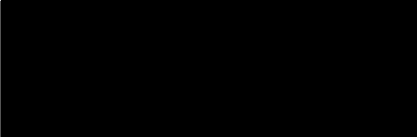
Susan Osmanski Cohen

The Kentucky Center for Performing Arts, Director of Foundation Relations



O: 566-5222 / [REDACTED]
scohen@kentuckycenter.org
Development & Marketing Cte.

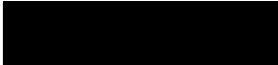
Christy Henderson



Development & Marketing Cte.

Tracy Karem

Louisville Public Media, Corporate Marketing Rep.



O: 814-6524 / [REDACTED]
tkarem@louisvillepublicmedia.org
Development & Marketing Cte.

Patty Loeser

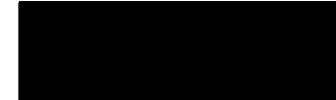
WakeAction.com, Owner



patty@kyboatworks.com
Development & Marketing Cte.

Laura Meyer

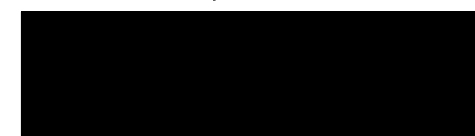
Catering and More, Owner



laura@cateringandmore.biz
Development & Marketing Cte.

Leonard Napolitano

Parchment Inc., Vice President of Sales



Development & Marketing Cte.

Carrie Nath

Kentucky Center Governor's School for the Arts, Executive Director



O: 566-5218 / [REDACTED]
cnath@kentuckycenter.org
Executive Cte. / Programming Cte. (Chair)

Hal Park

Parallel Products, Corporate HR & Communications Mgr.



O: 471-2424 / [REDACTED]
halp@parallelproducts.com
Programming Cte.

David Phillips

SinglePoint Solutions, Senior Account Executive



O: 212-4017 / [REDACTED]
david@sptsolutions.com
Development & Marketing Cte.

Shannon Ragland

Jury Verdict Publications, Publisher

[REDACTED]
O: 339-8794

sragland@juryverdicts.net

Development & Marketing Cte.

Kristen Riddick

Riddick Enterprises, President

[REDACTED]
O: 584-2400 / [REDACTED]

[REDACTED]
Development & Marketing Cte.

Greg Simms

Murphy & Associates, Attorney

[REDACTED]
O: 618-4949 / [REDACTED]

greg@attorneysimms.com

Development & Marketing Cte.

Robert P. Strobo

Republic Bank & Trust, VP & Associate Counsel

[REDACTED]
Finance Cte.

James Voyles

[REDACTED]
Development & Marketing Cte.

Vickie Wesley

RE/MAX Properties East, Realtor

[REDACTED]
Programming Cte.

Walden Theatre / Blue Apple Players Board of Directors - service by term

	Eligible thru:	FY15	FY14
Brad Keeton (President)	FY18		
Mark Robich (Vice President)	FY19		
Joe Legel (Treasurer)	FY16		
Amy Fitzgerald (Secretary)	FY18		
Michele Koch (Past President)	FY17		
Tanner Watkins (Past President)	FY16 (Dec.2015)		
David Morrison (Past President)	FY15		
Jackson Andrews (Past President)	FY15		
Greg Simms (Committee Chair)	FY18		
Carrie Nath (Committee Co-Chair)	FY19		
Hal Park (Committee Co-Chair)	FY15		
Mark Bauman	FY18		
David Brown	FY18		
Patti Clare	FY19		
Susan Cohen	FY18		
Christy Henderson	FY17		
Tracy Karem	FY18		
Patty Loeser	FY18		
Laura Meyer	FY15		
Leonard Napolitano	FY15		
David Phillips	FY19		
Shannon Ragland	FY15		
Kristen Riddick	FY17		
Robby Strobo	FY19		
Jim Voyles	FY15 (agreed to 1-yr term)		
Vickie Wesley	FY18		

Walden Theatre/Blue Apple Players
Balance Sheet
 As of July 31, 2015

Jul 31, 15

ASSETS		
Current Assets		
Checking/Savings		
1002.00 · Walden Theatre Master Account		98,352.63
1005.00 · Paypal Account		1,097.20
1006.00 · PNC Bank NP Checking 3285		100.00
1007.00 · PNC Bank Money Market 3293		100,000.13
Total Checking/Savings		199,549.96
Accounts Receivable		
1015.00 · Alumni Receivable	-348.00	
1016.00 · Miscellaneous	-458.00	
1100.00 · Accounts Receivable	15,108.75	
1118.00 · Tuition Receivable	-1,181.00	
Total Accounts Receivable		13,121.75
Other Current Assets		
1008.10 · Box Office Cash Bank		150.00
1501.00 · Pre-Paid Insurance		6,792.53
1502.00 · Prepaid expense		640.00
1503.00 · Undeposited Funds		689.56
Total Other Current Assets		8,272.09
Total Current Assets		220,943.80
Fixed Assets		
Fixed Asset-Summary		
1700.00 · Building		89,700.00
1701.00 · Building Renovation		139,414.10
1703.00 · Equipment		138,419.09
1710.00 · Vehicles		35,699.45
1750.00 · Accumulated Depreciation	-256,823.31	
Total Fixed Asset-Summary		146,409.33
1704.00 · Furniture and Equipment		31,161.54
1705.00 · Leasehold Improvements		10,148.14
Total Fixed Assets		187,719.01

1:49 PM
08/21/15
Accrual Basis

Walden Theatre/Blue Apple Players
Balance Sheet
As of July 31, 2015

	Jul 31, 15
Other Assets	
1504.00 · Security Deposits	500.00
Total Other Assets	500.00
TOTAL ASSETS	409,162.81
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	11,018.93
2000.00 · Accounts Payable	
Total Accounts Payable	11,018.93
Credit Cards	
2101.00 · US Bank	529.24
Total Credit Cards	529.24
Total Credit Cards	529.24
Other Current Liabilities	
2201.0 · 403(b)	522.18
2202.00 · Payroll Liabilities	
2203.00 · City Withholding	1,369.55
2204.00 · Fed/Fica Withholding	4,781.42
2206.00 · KY Unemployment	115.58
2207.00 · KY Withholding	2,713.86
2208.00 · IN County Tax	3.18
2209.00 · IN Withholding	520.08
2202.00 · Payroll Liabilities - Other	177.20
Total 2202.00 · Payroll Liabilities	9,680.87
2402.00 · Deferred Tuition	3,790.00
Total Other Current Liabilities	13,993.05
Total Current Liabilities	25,541.22
Total Liabilities	25,541.22
Equity	
3001.00 · Retained Earnings	238,883.68
3002.00 · Unrestricted Net Assets	169,036.00
Net Income	-24,298.09
Total Equity	383,621.59
TOTAL LIABILITIES & EQUITY	409,162.81

Form **990**

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

OMB No. 1545-0047

2013

Department of the Treasury
Internal Revenue Service

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

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

Open to Public Inspection

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

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization WALDEN THEATRE CORPORATION		D Employer identification number [REDACTED]
	Doing Business As		E Telephone number 502-589-0084
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	
	1123 PAYNE STREET		G Gross receipts \$ 712,361.
City or town, state or province, country, and ZIP or foreign postal code LOUISVILLE, KY 40204		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
F Name and address of principal officer: ALISON HUFF SAME AS C ABOVE		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		If "No," attach a list. (see instructions)	
J Website: WWW.WALDENTHEATRE.ORG		H(c) Group exemption number ▶	
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 1976 M State of legal domicile: KY	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: PROVIDE OPPORTUNITY FOR YOUNG PEOPLE TO GROW & DEVELOP THROUGH THE STUDY & EXPERIENCE OF THEATRE.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	19
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	19
	5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	9
	6 Total number of volunteers (estimate if necessary)	6	420
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	2,150.
b Net unrelated business taxable income from Form 990-T, line 34	7b	0.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	206,923.	207,427.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	449,524.	475,400.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	125.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	26,567.	27,229.
		683,014.	710,181.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	0.	0.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	370,890.	405,722.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 48,647.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	242,310.	297,686.
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	613,200.	703,408.	
19 Revenue less expenses. Subtract line 18 from line 12	69,814.	6,773.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	360,741.	368,106.
	22 Net assets or fund balances. Subtract line 21 from line 20	29,503.	30,095.
		331,238.	338,011.

Part II Signature Block

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

Sign Here	Signature of officer	Date			
	ALISON HUFF, MANAGING DIRECTOR				
Paid Preparer Use Only	Print/Type preparer's name BARBARA A. LASKY	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	PTIN
	Firm's name ANDERSON, BRYANT, LASKY & WINSLOW, PSC	Firm's EIN	[REDACTED]		
	Firm's address 943 SOUTH FIRST STREET LOUISVILLE, KY 40203	Phone no. (502) 584-9793			

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: TO PROVIDE THE OPPORTUNITY FOR YOUNG PEOPLE TO GROW AND DEVELOP THROUGH THE STUDY AND EXPERIENCE OF THEATRE.

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

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

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 \$ 568,050. including grants of \$) (Revenue \$ 473,250.) TO PROVIDE THEATRE EDUCATION TO OVER 11,500 YOUTH AND THEATRE PRODUCTIONS TO OVER 6,500 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 568,050.

Part IV Checklist of Required Schedules

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

Part IV Checklist of Required Schedules (continued)

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

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Main form table with columns for question number, description, and Yes/No boxes. Includes sections for backup withholding, employee reporting, foreign accounts, and charitable contributions.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, provide a 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 [X]

Section A. Governing Body and Management

Table with 4 columns: Question, 1a, 1b, Yes, No. Rows include: 1a Enter the number of voting members... 19; 1b Enter the number of voting members... 19; 2 Did any officer, director, trustee, or key employee have a family relationship... X; 3 Did the organization delegate control over management duties... X; 4 Did the organization make any significant changes... X; 5 Did the organization become aware during the year... X; 6 Did the organization have members or stockholders... X; 7a Did the organization have members, stockholders, or other persons... X; 7b Are any governance decisions... X; 8a Did the organization contemporaneously document... X; 8b Each committee with authority... X; 9 Is there any officer, director, trustee, or key employee... X

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

Table with 4 columns: Question, Yes, No. Rows include: 10a Did the organization have local chapters... X; 10b If "Yes," did the organization have written policies...; 11a Has the organization provided a complete copy... X; 11b Describe in Schedule O the process...; 12a Did the organization have a written conflict of interest policy... X; 12b Were officers, directors, or trustees...; 12c Did the organization regularly and consistently monitor...; 13 Did the organization have a written whistleblower policy... X; 14 Did the organization have a written document retention... X; 15 Did the process for determining compensation...; 15a The organization's CEO... X; 15b Other officers or key employees... X; 16a Did the organization invest in, contribute assets to, or participate... X; 16b If "Yes," did the organization follow a written policy...

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 [X] Another's website [X] Upon request [] Other (explain in Schedule O)
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ORGANIZATION - 502-589-0084 1123 PAYNE STREET, LOUISVILLE, KY 40204

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) DAVID MORRISON IMMEDIATE PAST PRESIDENT	1.00	X		X				0.	0.	0.
(2) MICHELE KOCH PRESIDENT	1.00	X		X				0.	0.	0.
(3) JOSEPH M. LEGEL TREASURER	1.00	X		X				0.	0.	0.
(4) AMY FITZGERALD SECRETARY	1.00	X						0.	0.	0.
(5) BRAD KEETON BOARD MEMBER	1.00	X						0.	0.	0.
(6) ANITRA ALLEN BOARD MEMBER	1.00	X						0.	0.	0.
(7) MARK BAUMAN BOARD MEMBER	1.00	X						0.	0.	0.
(8) DAVID BROWN BOARD MEMBER	1.00	X						0.	0.	0.
(9) PATTY LOESER BOARD MEMBER	1.00	X						0.	0.	0.
(10) CHRISTY HENDERSON BOARD MEMBER	1.00	X						0.	0.	0.
(11) TRACY KAREM BOARD MEMBER	1.00	X						0.	0.	0.
(12) PATTI CLARE BOARD MEMBER	1.00	X						0.	0.	0.
(13) SANDY KISSLING BOARD MEMBER	1.00	X						0.	0.	0.
(14) GREG SIMMS BOARD MEMBER	1.00	X						0.	0.	0.
(15) HAL PARK BOARD MEMBER	1.00	X						0.	0.	0.
(16) SHANNON RAGLAND BOARD MEMBER	1.00	X						0.	0.	0.
(17) CARRIE NATH BOARD MEMBER	1.00	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) KRISTEN RIDDICK BOARD MEMBER	1.00	X					0.	0.	0.	
(19) DAVID PHILLIPS BOARD MEMBER	1.00	X					0.	0.	0.	
(20) CHARLES SEXTON ARTISTIC DIRECTOR	40.00			X			54,259.	0.	0.	
(21) ALISON HUFF MANAGING DIRECTOR	40.00			X			47,745.	0.	0.	
1b Sub-total							102,004.	0.	0.	
c Total from continuation sheets to Part VII, Section A							0.	0.	0.	
d Total (add lines 1b and 1c)							102,004.	0.	0.	

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

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

Section B. Independent Contractors

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

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

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

Part VIII Statement of Revenue

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

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e	36,063.			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	171,364.			
	g Noncash contributions included in lines 1a-1f: \$					
	h Total. Add lines 1a-1f		207,427.			
Program Service Revenue	2 a TUITION	Business Code 611600	388,646.	388,646.		
	b PROGRAM FEES	611600	86,754.	84,604.	2,150.	
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		475,400.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		125.		125.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real				
		(ii) Personal				
		b Less: rental expenses				
	c Rental income or (loss)					
	d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
		b Less: cost or other basis and sales expenses				
	c Gain or (loss)					
	d Net gain or (loss)					
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a	4,751.			
		b Less: direct expenses	b	2,180.		
c Net income or (loss) from fundraising events			2,571.		2,571.	
9 a Gross income from gaming activities. See Part IV, line 19	a	12,980.				
	b Less: direct expenses	b	0.			
	c Net income or (loss) from gaming activities		12,980.		12,980.	
10 a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold	b				
	c Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code				
11 a MISCELLANEOUS	611600	7,032.			7,032.	
b FACILITY RENTAL	611600	4,646.			4,646.	
c						
d All other revenue						
e Total. Add lines 11a-11d		11,678.				
12 Total revenue. See instructions.		710,181.	473,250.	2,150.	27,354.	

Part IX Statement of Functional Expenses

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

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

	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>				
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	117,787.	68,855.	29,774.	19,158.
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	224,213.	181,451.	28,896.	13,866.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	37,394.	27,368.	6,415.	3,611.
10 Payroll taxes	26,328.	19,269.	4,517.	2,542.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	9,350.		9,350.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	110,372.	110,372.		
12 Advertising and promotion	4,666.	4,666.		
13 Office expenses	3,606.	2,875.	468.	263.
14 Information technology				
15 Royalties				
16 Occupancy	19,984.	17,986.	999.	999.
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	20.		20.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	13,052.	11,746.	653.	653.
23 Insurance	6,571.	5,239.	852.	480.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a SUPPLIES AND FIELD TRIP	59,367.	59,367.		
b REPAIRS AND MAINTENANCE	23,381.	21,043.	1,169.	1,169.
c SCHOLARSHIP EXPENSE	21,258.	21,258.		
d PRINTING	7,166.	6,916.		250.
e All other expenses	18,893.	9,639.	3,598.	5,656.
25 Total functional expenses. Add lines 1 through 24e	703,408.	568,050.	86,711.	48,647.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year	
Assets	1	178,377.	1	140,119.	
	2		2		
	3		3		
	4	12,808.	4	43,742.	
	5		5		
	6		6		
	7		7		
	8		8		
	9	8,508.	9	12,719.	
	10a				
		10a	334,266.		
	b				
		10b	162,740.	10c	171,526.
	11			11	
	12			12	
	13			13	
14			14		
15			15		
16	Total assets. Add lines 1 through 15 (must equal line 34)	360,741.	16	368,106.	
Liabilities	17	9,524.	17	16,520.	
	18		18		
	19	19,979.	19	13,575.	
	20		20		
	21		21		
	22		22		
	23		23		
	24		24		
	25		25		
	26	Total liabilities. Add lines 17 through 25	29,503.	26	30,095.
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	331,238.	27	338,011.	
	28		28		
	29		29		
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30		30		
	31		31		
	32		32		
33	331,238.	33	338,011.		
34	360,741.	34	368,106.		

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	710,181.
2	Total expenses (must equal Part IX, column (A), line 25)	2	703,408.
3	Revenue less expenses. Subtract line 2 from line 1	3	6,773.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	331,238.
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	0.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	338,011.

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?		X
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			
2b	Were the organization's financial statements audited by an independent accountant?	X	
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			
2c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?	X	
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form 990 (2013)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support
Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.
▶ Attach to Form 990 or Form 990-EZ.

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

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization **WALDEN THEATRE CORPORATION** Employer identification number [REDACTED]

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

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

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule A (Form 990 or 990-EZ) 2013

332021 09-25-13

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	121,248.	107,459.	177,411.	206,923.	207,427.	820,468.
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	121,248.	107,459.	177,411.	206,923.	207,427.	820,468.
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.						820,468.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4	121,248.	107,459.	177,411.	206,923.	207,427.	820,468.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	3,847.	3,153.	2,705.	2,800.	4,771.	17,276.
9 Net income from unrelated business activities, whether or not the business is regularly carried on	2,725.	2,005.	2,200.	2,548.		9,478.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)					7,032.	7,032.
11 Total support. Add lines 7 through 10						854,254.
12 Gross receipts from related activities, etc. (see instructions)					12	2,175,626.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	96.04 %
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input checked="" type="checkbox"/>		
b 33 1/3% support test - 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

Schedule A (Form 990 or 990-EZ) 2013

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support. (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

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

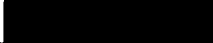
Section D. Computation of Investment Income Percentage

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

19a 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

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



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

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

Lined area for supplemental information.

SCHEDULE D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

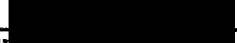
2013 Open to Public Inspection

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

Name of the organization

WALDEN THEATRE CORPORATION

Employer identification number



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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include: 1 Total number at end of year, 2 Aggregate contributions to (during year), 3 Aggregate grants from (during year), 4 Aggregate value at end of year, 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?, 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

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

Form for Part II Conservation Easements. Includes questions 1-9 regarding purpose(s) of conservation easements, total number and acreage, and monitoring expenses. Includes a table for 'Held at the End of the Tax Year' with rows 2a, 2b, 2c, 2d.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

Form for Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Includes questions 1a, 1b, 2, and 3 regarding reporting requirements and amounts for revenues and assets.

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

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

(check all that apply):

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

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

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

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

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

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

	Amount
1c Beginning balance	
1d Additions during the year	
1e Distributions during the year	
1f Ending balance	

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

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

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

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

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

- a Board designated or quasi-endowment %
 - b Permanent endowment %
 - c Temporarily restricted endowment %
- The percentages in lines 2a, 2b, and 2c should equal 100%.

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

	Yes	No
(i) unrelated organizations	<input type="checkbox"/>	<input type="checkbox"/>
(ii) related organizations	<input type="checkbox"/>	<input type="checkbox"/>
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	<input type="checkbox"/>	<input type="checkbox"/>

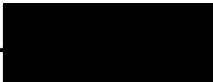
4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		10,000.		10,000.
b Buildings		225,968.	89,411.	136,557.
c Leasehold improvements				
d Equipment		98,298.	73,329.	24,969.
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) 171,526.



Part VII Investments - Other Securities.

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

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

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

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

Part X Other Liabilities.

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

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

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

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

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

1	Total revenue, gains, and other support per audited financial statements		1	710,181.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains on investments	2a		
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d	2e		0.
3	Subtract line 2e from line 1		3	710,181.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)		5	710,181.

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

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

1	Total expenses and losses per audited financial statements		1	703,408.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d	2e		0.
3	Subtract line 2e from line 1		3	703,408.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a		
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)		5	703,408.

Part XIII Supplemental Information.

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

PART X, LINE 2:

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

SCHEDULE G
(Form 990 or 990-EZ)

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

OMB No. 1545-0047

2013

Open To Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization

WALDEN THEATRE CORPORATION

Employer identification number

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

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

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

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

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

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

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

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		MISCELLANEOUS FUNDRAISER (event type)	(event type)	NONE (total number)	
Revenue	1 Gross receipts	4,751.			4,751.
	2 Less: Contributions				
	3 Gross income (line 1 minus line 2)	4,751.			4,751.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages				
	8 Entertainment				
	9 Other direct expenses	2,180.			2,180.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				2,180.
	11 Net income summary. Subtract line 10 from line 3, column (d)				2,571.

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

		(a) Bingo	(b) Pull tabs/instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col. (a) through col. (c))
		1 Gross revenue			12,980.
Direct Expenses	2 Cash prizes				
	3 Noncash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input checked="" type="checkbox"/> No	
7 Direct expense summary. Add lines 2 through 5 in column (d)					
8 Net gaming income summary. Subtract line 7 from line 1, column (d)				12,980.	

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

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

- 11** Does the organization operate gaming activities with nonmembers? Yes No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No
- 13** Indicate the percentage of gaming activity operated in:
- | | | |
|-------------------------------|-----|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name **▶** _____

Address **▶** _____

- 15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No
- b** If "Yes," enter the amount of gaming revenue received by the organization **▶** \$ _____ and the amount of gaming revenue retained by the third party **▶** \$ _____.
- c** If "Yes," enter name and address of the third party:

Name **▶** _____

Address **▶** _____

- 16** Gaming manager information:
- Name **▶** _____
- Gaming manager compensation **▶** \$ _____
- Description of services provided **▶** _____
- _____
- _____
- Director/officer Employee Independent contractor

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

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

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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

Name of the organization

WALDEN THEATRE CORPORATION

Employer identification number

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

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

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

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

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

EXPLANATION: GOVERNING DOCUMENTS AND FINANCIAL STATEMENTS ARE AVAILABLE
UPON REQUEST.

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

INSTRUCTION: OUTREACH:

PROGRAM SERVICE EXPENSES	19,433.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	19,433.

PRODUCTIONS: DIRECTING/DESIGN:

PROGRAM SERVICE EXPENSES	22,650.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	22,650.

INSTRUCTION: SUMMER:

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

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

332211
09-04-13

Name of the organization

WALDEN THEATRE CORPORATION

Employer identification number

PROGRAM SERVICE EXPENSES	20,311.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	20,311.

PRODUCTIONS: PERFORMANCE:

PROGRAM SERVICE EXPENSES	8,569.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	8,569.

ADMINISTRATION:

PROGRAM SERVICE EXPENSES	653.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	653.

SLANT CULTURE FESTIVAL:

PROGRAM SERVICE EXPENSES	10,908.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	10,908.

INSTRUCTION: CONSERVATORY:

PROGRAM SERVICE EXPENSES	26,288.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	26,288.

Name of the organization

WALDEN THEATRE CORPORATION

Employer identification number

PRODUCTIONS: SHOP:

PROGRAM SERVICE EXPENSES	1,560.
MANAGEMENT AND GENERAL EXPENSES	0.
FUNDRAISING EXPENSES	0.
TOTAL EXPENSES	1,560.
TOTAL OTHER FEES ON FORM 990, PART IX, LINE 11G, COL A	110,372.

FORM 990, PART XII, LINE 2C:

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

TAX RETURN FILING INSTRUCTIONS

FORM 990-T

FOR THE YEAR ENDING

July 31, 2014

Prepared for	Walden Theatre Corporation 1123 Payne Street Louisville, KY 40204
Prepared by	Anderson, Bryant, Lasky & Winslow, PSC 943 South First Street Louisville, KY 40203
Amount due or refund	No amount is due.
Make check payable to	No amount is due.
Mail tax return and check (if applicable) to	Department of the Treasury Internal Revenue Service Center Ogden, UT 84201-0027
Return must be mailed on or before	December 15, 2014
Special Instructions	The return should be signed and dated.

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

For calendar year 2013 or other tax year beginning AUG 1, 2013, and ending JUL 31, 2014

2013

Department of the Treasury
Internal Revenue Service

▶ Information about Form 990-T and its instructions is available at www.irs.gov/form990t.

▶ Do not enter SSN numbers on this form as it may be made public if your organization is a 501(c)(3).

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

A <input type="checkbox"/> Check box if address changed	Print or Type	Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.) WALDEN THEATRE CORPORATION	D Employer identification number (Employees' trust, see instructions.) <div style="background-color: black; width: 100px; height: 15px;"></div>
B Exempt under section <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a)		Number, street, and room or suite no. If a P.O. box, see instructions. 1123 PAYNE STREET	E Unrelated business activity codes (See instructions.) 541800
		City or town, state or province, country, and ZIP or foreign postal code LOUISVILLE, KY 40204	

C Book value of all assets at end of year: **368,106.**

F Group exemption number (See instructions.)

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

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

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

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

Part I Unrelated Trade or Business Income	(A) Income	(B) Expenses	(C) Net
1 a Gross receipts or sales			
b Less returns and allowances c Balance ▶	1 c		
2 Cost of goods sold (Schedule A, line 7)	2		
3 Gross profit. Subtract line 2 from line 1c	3		
4 a Capital gain net income (attach Form 8949 and Schedule D)	4 a		
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4 b		
c Capital loss deduction for trusts	4 c		
5 Income (loss) from partnerships and S corporations (attach statement)	5		
6 Rent income (Schedule C)	6		
7 Unrelated debt-financed income (Schedule E)	7		
8 Interest, annuities, royalties, and rents from controlled organizations (Sch. F)	8		
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9		
10 Exploited exempt activity income (Schedule I)	10		
11 Advertising income (Schedule J)	2,150.		2,150.
12 Other income (See instructions; attach schedule.)	12		
13 Total. Combine lines 3 through 12	2,150.		2,150.

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

14 Compensation of officers, directors, and trustees (Schedule K)	14		
15 Salaries and wages	15		
16 Repairs and maintenance	16		
17 Bad debts	17		
18 Interest (attach schedule)	18		
19 Taxes and licenses	19		
20 Charitable contributions (See instructions for limitation rules.)	20		
21 Depreciation (attach Form 4562)	21		
22 Less depreciation claimed on Schedule A and elsewhere on return	22 a		22 b
23 Depletion	23		
24 Contributions to deferred compensation plans	24		
25 Employee benefit programs	25		
26 Excess exempt expenses (Schedule I)	26		
27 Excess readership costs (Schedule J)	27		2,150.
28 Other deductions (attach schedule)	28		
29 Total deductions. Add lines 14 through 28	29		2,150.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30		0.
31 Net operating loss deduction (limited to the amount on line 30)	31		
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32		0.
33 Specific deduction (Generally \$1,000, but see instructions for exceptions.)	33		1,000.
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	34		0.

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here... 36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from: 37 Proxy tax. See instructions 38 Alternative minimum tax 39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) 40b Other credits (see instructions) 40c General business credit. Attach Form 3800 40d Credit for prior year minimum tax (attach Form 8801 or 8827) 40e Total credits. Add lines 40a through 40d 41 Subtract line 40e from line 39 42 Other taxes. Check if from: Form 4255 Form 8611 Form 8697 Form 8866 Other (attach schedule) 43 Total tax. Add lines 41 and 42 44a Payments: A 2012 overpayment credited to 2013 44b 2013 estimated tax payments 44c Tax deposited with Form 8868 44d Foreign organizations: Tax paid or withheld at source (see instructions) 44e Backup withholding (see instructions) 44f Credit for small employer health insurance premiums (Attach Form 8941) 44g Other credits and payments: Form 2439 Other Total 45 Total payments. Add lines 44a through 44g 46 Estimated tax penalty (see instructions). Check if Form 2220 is attached 47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed 48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid 49 Enter the amount of line 48 you want: Credited to 2014 estimated tax Refunded

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

1 At any time during the 2013 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here 2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file. 3 Enter the amount of tax-exempt interest received or accrued during the tax year

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

1 Inventory at beginning of year 2 Purchases 3 Cost of labor 4a Additional section 263A costs (att. schedule) 4b Other costs (attach schedule) 5 Total. Add lines 1 through 4b 6 Inventory at end of year 7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2 8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?

Sign Here Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. Signature of officer MANAGING DIRECTOR Date Title May the IRS discuss this return with the preparer shown below (see instructions)? Yes No Paid Preparer Use Only Print/Type preparer's name BARBARA A. LASKY Preparer's signature Date Check self-employed if PTIN Firm's name ANDERSON, BRYANT, LASKY & WINSLOW, PSC Firm's EIN 943 SOUTH FIRST STREET Phone no. (502) 584-9793 Firm's address LOUISVILLE, KY 40203

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

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

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

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

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

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

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

(see instructions)

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

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

(see instructions)

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

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1) WALDEN THEATRE						
(2) PROGRAM	2,150.	0.		0.	3,854.	
(3)						
(4)						
Totals (carry to Part II, line (5))	2,150.	0.	2,150.		3,854.	2,150.

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

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals from Part I	2,150.	0.				2,150.
Totals, Part II (lines 1-5)	2,150.	0.				2,150.

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

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



FORM 990-T	DESCRIPTION OF ORGANIZATION'S PRIMARY UNRELATED BUSINESS ACTIVITY	STATEMENT	1
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SALE OF ADVERTISING IN WALDEN THEATRE PROGRAMS

TO FORM 990-T, PAGE 1

69447

RECEIVED & FILED
#16.00
Jan 23 04 PM '91

FILED
CLERK
COURT
[Signature]

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
WALDEN THEATRE CORPORATION
#69447-948.

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 Schupbach*
Rebecca Schupbach, President

Date: 11/29/90

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#75:drb
NA15.178

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 wilful misconduct or wanton and reckless disregard for human rights, safety or property in the performance of such director's or officer's duty to the corporation. The corporation shall also advance amounts to a current or former director or officer (and his or her heirs, executors and administrators) to be used in the payment of expenses arising in connection with the defense of any action, suit or proceeding, civil or criminal, in which any director or officer of the corporation is made a party by reason

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

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069447

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



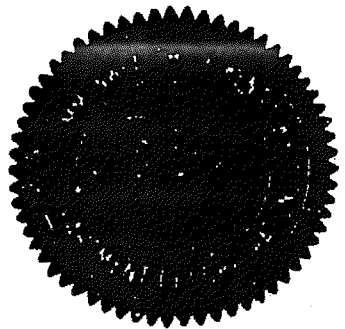
FRANKFORT,
KENTUCKY

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

REC'D 11/20/13

David A. Davis
SECRETARY OF STATE
DD

ARTICLES OF INCORPORATION
OF
WAEDEN THEATRE CORPORATION

The undersigned, acting as sole incorporator of a nonstock, nonprofit corporation under the provisions of Chapter 273 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 Waeden Theatre Corporation.

ARTICLE II

DURATION

The period of duration of this corporation shall be perpetual.

18133

ARTICLE III

PURPOSE

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

ARTICLE IV

POWERS

a. The corporation shall have and may exercise any and all powers set forth in Chapter 273 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.

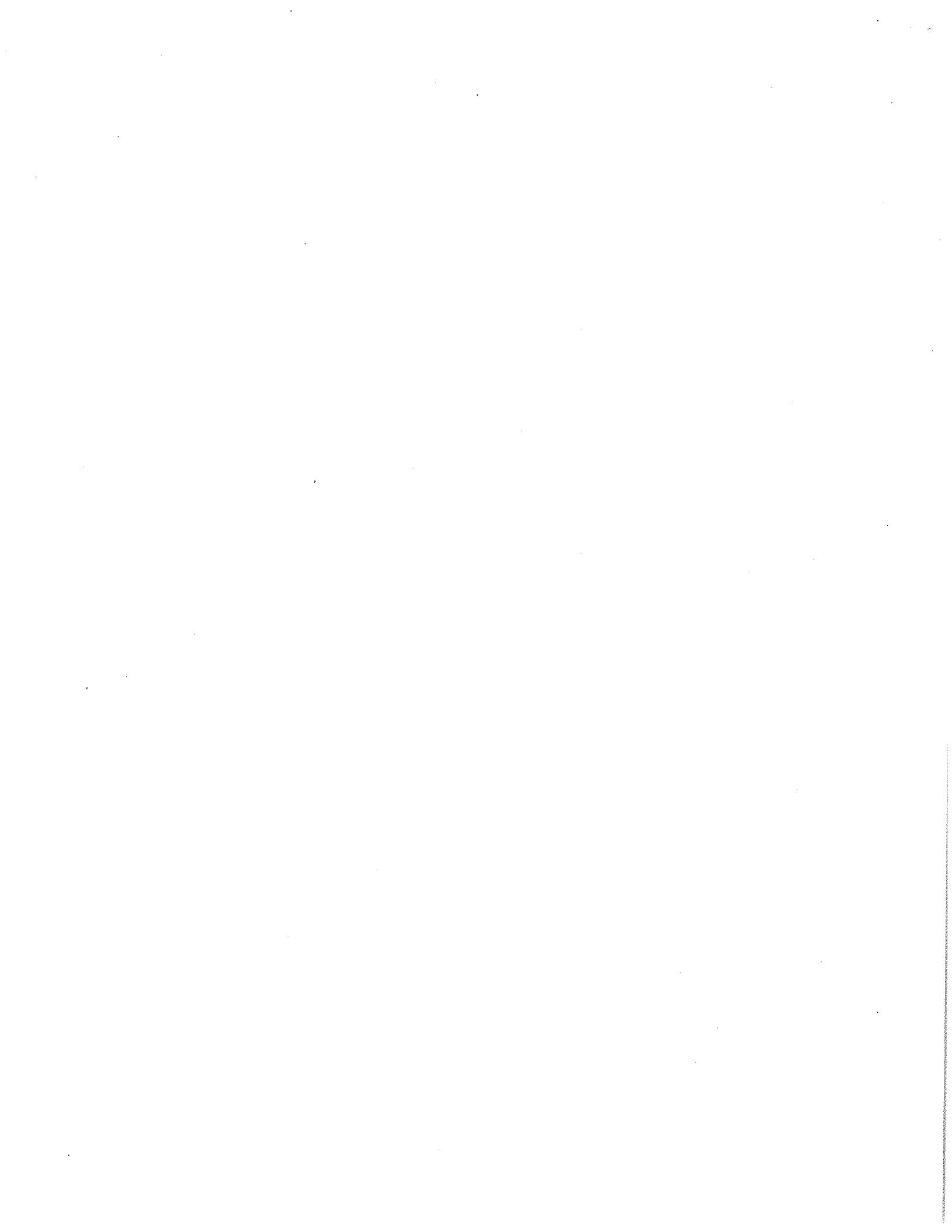
WITNESS my hand and seal this 21st day of April, 1976.

My Commission Expires: Sept 17, 1978

John B. Conall
Notary Public, by *electronic*

THIS INSTRUMENT PREPARED BY:

John B. Carroll
JOHN B. CARROLL
Attorney at Law
209 Kentucky Business Building
Covington, Kentucky 40202
582-1003



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

WALDEN THEATRE CORPORATION

JULY 31, 2014 AND 2013

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of
Walden Theatre Corporation
Louisville, KY

We have audited the accompanying financial statements of Walden Theatre Corporation, (the Theatre)(a not-for-profit organization) which comprise the statements of financial position as of July 31, 2014 and 2013, and the related statements of activities, functional expenses and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

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

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

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

Opinion

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

Anderson, Bryant, Lusk + Winslow, P.S.C.

Louisville, Kentucky
November 3, 2014

**STATEMENTS OF FINANCIAL POSITION
WALDEN THEATRE CORPORATION
JULY 31, 2014 AND 2013**

	<u>2014</u>	<u>2013</u>
ASSETS		
Cash	\$ 140,119	\$ 178,377
Accounts receivable	43,742	12,808
Prepaid expenses	12,719	8,508
Land, building and equipment, net	<u>171,526</u>	<u>161,048</u>
Total assets	<u>\$ 368,106</u>	<u>\$ 360,741</u>
 LIABILITIES AND NET ASSETS		
LIABILITIES		
Accounts payable and accrued expenses	\$ 16,520	\$ 9,524
Deferred revenue	<u>13,575</u>	<u>19,979</u>
Total liabilities	<u>30,095</u>	<u>29,503</u>
 NET ASSETS		
Unrestricted	<u>338,011</u>	<u>331,238</u>
Total net assets	<u>338,011</u>	<u>331,238</u>
Total liabilities and net assets	<u>\$ 368,106</u>	<u>\$ 360,741</u>

The accompanying notes are an integral part of these financial statements

**STATEMENTS OF ACTIVITIES
WALDEN THEATRE CORPORATION
FOR THE YEARS ENDED JULY 31, 2014 AND 2013**

	2014		2013	
	Unrestricted	Temporarily Restricted	Unrestricted	Temporarily Restricted
Revenue and support:				
Contributions and grants	\$ 207,427	\$ -	\$ 206,923	\$ -
Tuition	388,646	-	372,736	-
Program fees	86,754	-	76,788	-
Miscellaneous	11,803	-	9,765	-
Special events	17,731	-	18,959	-
Special events expense	(2,180)	-	(2,157)	-
Total revenue and support	710,181	-	683,014	-
Net assets released from restrictions:				
Restrictions satisfied by payments	-	-	5,000	(5,000)
Total revenue, support and reclassifications	710,181	-	688,014	(5,000)
Expenses:				
Program services	568,050	-	484,339	-
Management and general	86,711	-	77,980	-
Fund raising	48,647	-	50,881	-
Total expenses	703,408	-	613,200	-
Increase (decrease) in net assets	6,773	-	74,814	(5,000)
Net assets at beginning of year	331,238	-	256,424	5,000
Net assets at end of year	\$ 338,011	\$ -	\$ 331,238	\$ -

The accompanying notes are an integral part of these financial statements

**STATEMENTS OF FUNCTIONAL EXPENSES
WALDEN THEATRE CORPORATION
FOR THE YEARS ENDED JULY 31, 2014 AND 2013**

	2014			2013			
	Total	Program Services	Management & General	Fund Raising	Program Services	Management & General	Fund Raising
Salaries and contract labor	\$ 452,372	\$ 360,677	\$ 58,670	\$ 33,025	\$ 381,942	\$ 52,269	\$ 31,853
Payroll taxes	26,328	19,269	4,517	2,542	24,219	4,160	2,535
Benefits	37,394	27,368	6,415	3,611	42,346	7,273	4,432
Program expenses	59,367	59,367	-	-	30,886	-	-
Scholarship expense	21,258	21,258	-	-	29,766	-	-
Occupancy	19,984	17,986	999	999	17,343	867	867
Office expense/supplies	3,606	2,875	468	263	13,964	1,911	1,165
Interest expense	20	-	20	-	196	196	-
Professional fees	9,350	-	9,350	-	5,600	5,200	400
Advertising	4,666	4,666	-	-	7,081	-	-
Repairs and maintenance	23,381	21,043	1,169	1,169	15,748	787	787
Insurance	6,571	5,239	852	480	5,308	4,139	443
Printing	7,166	6,916	-	250	7,739	7,489	250
Bank fees	2,775	-	2,775	-	3,991	3,991	-
Other fund raising	5,192	-	-	5,192	7,549	-	7,549
Bad debt expense	4,582	4,582	-	-	7,526	-	-
Miscellaneous	6,344	5,058	823	463	-	-	-
Depreciation	13,052	11,746	653	653	11,996	600	600
Total expenses	\$ 703,408	\$ 568,050	\$ 86,711	\$ 48,647	\$ 613,200	\$ 77,980	\$ 50,881

The accompanying notes are an integral part of these financial statements

**STATEMENTS OF CASH FLOWS
WALDEN THEATRE CORPORATION
FOR THE YEARS ENDED JULY 31, 2014 AND 2013**

	<u>2014</u>	<u>2013</u>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Change in net assets	\$ 6,773	\$ 69,814
Adjustments to reconcile change in net assets to net cash provided (used) by operating activities:		
Depreciation	13,052	11,996
(Increase) decrease in operating assets:		
Accounts receivable	(30,934)	(2,191)
Prepaid expenses	(4,211)	(2,744)
Increase (decrease) in operating liabilities:		
Accounts payable and accrued expenses	6,996	911
Deferred revenue	<u>(6,404)</u>	<u>5,286</u>
Net cash provided (used) by operating activities	(14,728)	83,072
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of fixed assets	(23,530)	(16,988)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Payments on note payable	<u>-</u>	<u>(8,232)</u>
Net increase (decrease) in cash	(38,258)	57,852
Cash at beginning of year	<u>178,377</u>	<u>120,525</u>
Cash at end of year	<u>\$ 140,119</u>	<u>\$ 178,377</u>
SUPPLEMENTAL DISCLOSURES:		
Interest paid	<u>\$ 20</u>	<u>\$ 196</u>

The accompanying notes are an integral part of these financial statements

**NOTES TO FINANCIAL STATEMENTS
WALDEN THEATRE CORPORATION
JULY 31, 2014 AND 2013**

NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Walden Theatre Corporation (a not-for-profit corporation) (the Theatre) was incorporated in Louisville, Kentucky in 1976 exclusively for charitable, educational and literary purposes; to foster, encourage, promote, and develop appreciation of and participation in the performing arts; to provide means, equipment and facilities to afford young people an opportunity to acquire knowledge of the science of stage craft 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 theaters; to provide instruction in the theatre and the performing arts; and to cultivate, promote, foster, sponsor, and develop an understanding and appreciation of the performing arts. The Theatre is open to students from public, parochial, and private secondary schools without regard to race, color, national origin, age, sex, or disability. The Theatre offers its students instruction in movement, voice, acting, playwriting, improvisation and auditioning, and further provides assistance to its graduating seniors in college selection and placement.

Basis of Accounting

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

Basis of Presentation

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

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

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

NOTES TO FINANCIAL STATEMENTS – CONTINUED

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

Estimates

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

Cash

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

Accounts Receivable

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

Land, Building and Equipment

Land, building and equipment are recorded at cost if purchased and fair market value if donated and depreciated based on the straight-line method over the estimated useful life of the respective assets (5-40 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.

NOTES TO FINANCIAL STATEMENTS – CONTINUED

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

Donated Services

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

Expense Allocation

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

Advertising

Advertising costs are charged to expense when incurred.

Income Tax Status

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

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

NOTES TO FINANCIAL STATEMENTS – CONTINUED

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, 2014 and 2013, the cost and accumulated depreciation of land, building and equipment were as follows:

	<u>2014</u>	<u>2013</u>
Land	\$ 10,000	\$ 10,000
Building	79,700	79,700
Building improvements	146,268	132,456
Furniture and equipment	<u>98,298</u>	<u>88,581</u>
Total costs	334,266	310,737
Less accumulated depreciation	<u>(162,740)</u>	<u>(149,689)</u>
Land, building and equipment, net	<u>\$ 171,526</u>	<u>\$ 161,048</u>
Depreciation expense	<u>\$ 13,052</u>	<u>\$ 11,996</u>

NOTE 4. LINE OF CREDIT

The Theatre has available a \$40,000 line of credit. Interest is payable monthly at a rate of 1 % above prime (4.25% on July 31, 2014). There was no outstanding balance at July 31, 2014.

NOTES TO FINANCIAL STATEMENTS – CONTINUED

NOTE 5. 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, 2014 and 2013 was \$7,583 and \$7,852, respectively.

NOTE 6. RENTAL INCOME

Rental income is derived from rent received for use of the Theatre's facilities. Rental income for the years ended July 31, 2014 and 2013 was \$4,646 and \$2,800, respectively, and is included in miscellaneous income on the statement of activities.

NOTE 7. IN-KIND DONATIONS

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

Contributions of tangible assets are recognized at fair market value when received. The amounts are reflected in the accompanying financial statements as support and are offset by like amounts included in expenses or assets. In-kind donations for the years ended June 30, 2014 and 2013 were \$824 and \$2,744, respectively.

NOTES TO FINANCIAL STATEMENTS – CONTINUED

NOTE 8. SUBSEQUENT EVENTS

Management has evaluated subsequent events for recognition or disclosure in the financial statements through November 3, 2014, which was the date at which the financial statements were available to be issued.

In August, 2014, the Board of Directors of the Theatre approved a merger with Blue Apple Players, a local nonprofit theater company producing original educational musicals and programs that engage young people. The merger of the organizations is expected to be completed by December 31, 2014.

Request for Taxpayer Identification Number and Certification

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

Print or type See Specific Instructions on page 2.	Name (as shown on your income tax return) Walden Theatre Corporation	
	Business name/disregarded entity name, if different from above	
	Check appropriate box for federal tax classification: <input type="checkbox"/> Individual/sole proprietor <input checked="" type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ _____ <input type="checkbox"/> Exempt payee <input type="checkbox"/> Other (see instructions) ▶ _____	
	Address (number, street, and apt. or suite no.) 1123 Payne Street	Requester's name and address (optional)
	City, state, and ZIP code Louisville, KY 40204	
List account number(s) here (optional)		

Part I Taxpayer Identification Number (TIN)																									
Enter your TIN in the appropriate box. The TIN provided must match the name given on the "Name" line to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see <i>How to get a TIN</i> on page 3. Note. If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="text-align: center;">Social security number</td> </tr> <tr> <td style="width: 20px; height: 20px;"> </td> <td style="width: 20px; height: 20px;"> </td> </tr> <tr> <td style="width: 20px; height: 20px;"> </td> <td style="width: 20px; height: 20px;"> </td> </tr> <tr> <td style="width: 20px; height: 20px;"> </td> <td style="width: 20px; height: 20px;"> </td> </tr> <tr> <td style="width: 20px; height: 20px;"> </td> <td style="width: 20px; height: 20px;"> </td> </tr> <tr> <td style="width: 20px; height: 20px;"> </td> <td style="width: 20px; height: 20px;"> </td> </tr> <tr> <td colspan="2" style="text-align: center;">Employer identification number</td> </tr> <tr> <td style="width: 20px; height: 20px;"> </td> <td style="width: 20px; height: 20px;"> </td> </tr> <tr> <td style="width: 20px; height: 20px;"> </td> <td style="width: 20px; height: 20px;"> </td> </tr> <tr> <td style="width: 20px; height: 20px;"> </td> <td style="width: 20px; height: 20px;"> </td> </tr> <tr> <td style="width: 20px; height: 20px;"> </td> <td style="width: 20px; height: 20px;"> </td> </tr> <tr> <td style="width: 20px; height: 20px;"> </td> <td style="width: 20px; height: 20px;"> </td> </tr> </table>	Social security number												Employer identification number											
Social security number																									
Employer identification number																									

Part II Certification
Under penalties of perjury, I certify that:
1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and 2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and 3. I am a U.S. citizen or other U.S. person (defined below).
Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 4.

Sign Here	Signature of U.S. person ▶	<i>Alison Hull</i> Alison Hull, Managing Director	Date ▶ 10/11/12
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General Instructions
 Section references are to the Internal Revenue Code unless otherwise noted.

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

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

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

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

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

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

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

Teacher Evaluation

Walden Theatre/Blue Apple Players: Johnny Appleseed

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

*1. Was the performance of Johnny Appleseed a good use of school day time?

Yes

No

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

*2. Following the educational musical, Johnny Appleseed, did you notice: (please check all that apply)

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

Energized classroom discussion about topics in the musical?

Tell us about it! (Optional)

*3. Do you feel the program helped you with Common Core Standards, Program Review, or other required learning goals?

Yes

No

Please explain

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

Yes

No

I did not receive the lesson plan

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

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

6. Teacher Name and Grades you teach

Teacher Name and Grades you teach

7. Best way to contact you

Best way to contact you

8. School Name and Location

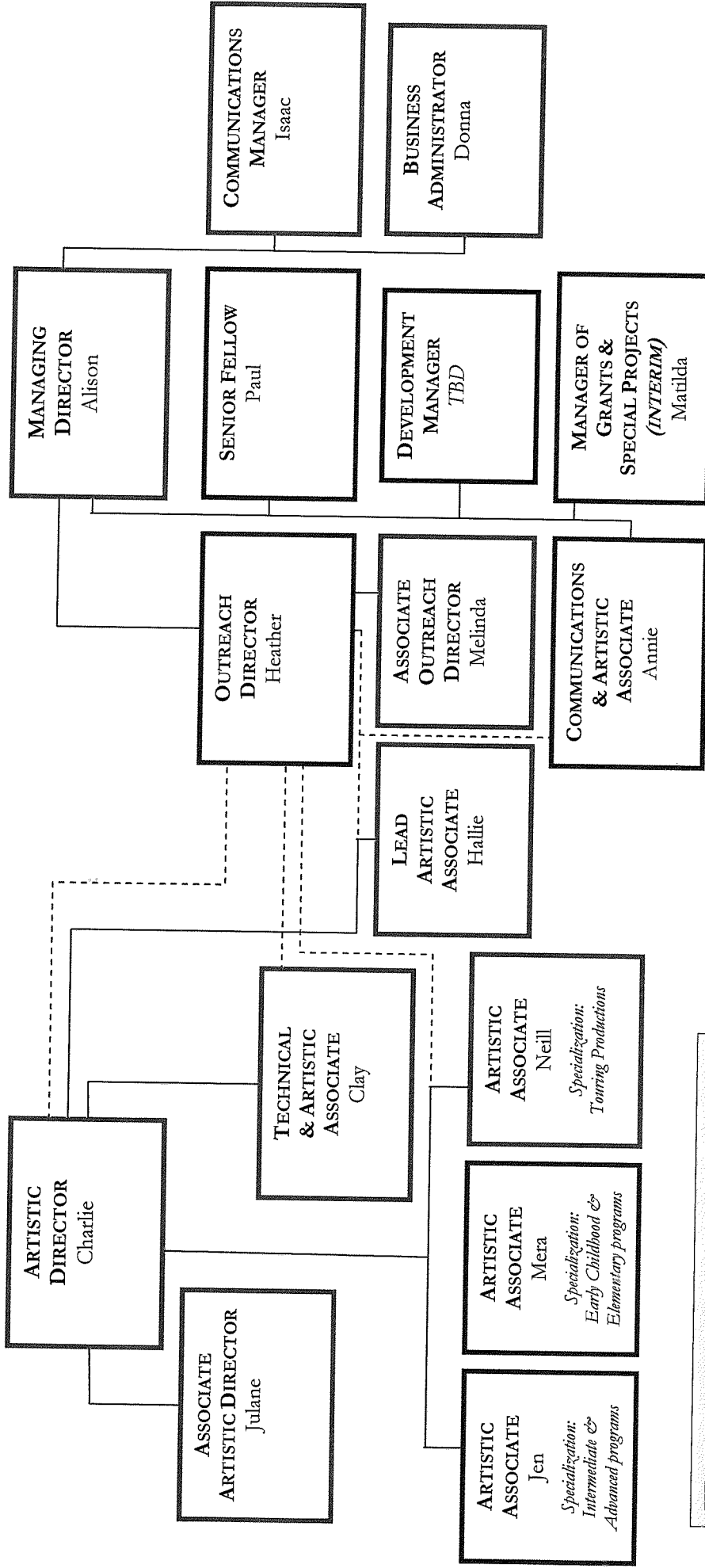
School Name and Location

Done

Powered by **SurveyMonkey**

WALDEN THEATRE/BLUE APPLE PLAYERS

Organizational Chart



KEY CONTRACTORS:

Karen – finance (short-term)
Tim – music director, generalist (short-term)
Meg – teaching artist

Plus other teaching artists, performers, techs, designers (40+)

**Walden Theatre/Blue Apple Players
Employee Salaries**

<u>Employee</u>	<u>Salary</u>
Charles N Sexton	70,000.00
Alison Huff	60,000.00
Paul J Lenzi	45,000.00
Heather A Burns	39,000.00
Donna J Adams	38,110.00
Jason I Spradiin	37,728.00
Hallie K Dizdarevic	29,200.00
Jennifer A Pennington	29,200.00
Melinda C Crecelius	29,200.00
William C Marshall II	27,000.00
Ann E Smith	26,000.00
Charles Neill Robertson (EE)	25,000.00
Margaret Phillips	25,000.00
Mera K Corlett	25,000.00
Sabrina M Spalding	17,200.00
Ben Park	15,000.00
Matilda W Andrews	12,500.00
Lindsay Pike	12,000.00

WALDEN THEATRE CORPORATION**General Information**

Organization Number	0069447
Name	WALDEN THEATRE CORPORATION
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	7/1/2015
Principal Office	1123 PAYNE ST LOUISVILLE, KY 40204
Registered Agent	CHARLES N. SEXTON 1123 PAYNE STREET LOUISVILLE, KY 40204

Current Officers

President	<u>Brad Keeton</u>
Vice President	<u>Mark Robich</u>
Secretary	<u>Amy Fitzgerald</u>
Treasurer	<u>Joseph M. Legel</u>
Director	<u>Hal Park</u>
Director	<u>Mark Bauman</u>
Director	<u>Christy Henderson</u>
Director	<u>Shannon Ragland</u>
Director	<u>David Brown</u>
Director	<u>Patty Loeser</u>
Director	<u>Kristen Riddick</u>
Director	<u>Tracy Karem</u>
Director	<u>Greg Simms</u>
Director	<u>Alison Huff</u>
Director	<u>Patti Clare</u>
Director	<u>Carrie Nath</u>
Director	<u>David Phillips</u>
Director	<u>David Morrison</u>
Director	<u>Michele Koch</u>
Director	<u>J Tanner Watkins</u>
Director	<u>Jackson Andrews</u>
Director	<u>Susan Cohen</u>
Director	<u>Laura Meyer</u>

0069447.09

amcray
SUR

Alison Lundergan Grimes
Kentucky Secretary of State
Received and Filed:
12/24/2014 1:46 PM
Fee Receipt: \$8.00

ARTICLES OF MERGER

BETWEEN

BLUE APPLE PLAYERS, INC.

AND

WALDEN THEATRE CORPORATION

Pursuant to the provisions of Chapter 273, specifically KRS 273.161 through 273.390, known as the Kentucky Nonprofit Corporation Acts, the undersigned nonprofit corporations adopt the following Articles of Merger for the purpose of merging Blue Apple Players, Inc., a Kentucky nonprofit corporation (Organization Number 0218437) into Walden Theatre Corporation, a Kentucky nonprofit corporation (Organization Number 0069447) as the surviving corporation, with its principal office located at 1123 Payne Street, Louisville, Jefferson County, Kentucky 40204.

FIRST: The name of the surviving entity is: Walden Theatre/Blue Apple Players, Inc. The street address of the surviving registered agent is: Alison Huff, 1500 River Shore Drive #304, Louisville, Kentucky 40206.

SECOND: The Plan of Merger (attached hereto as Exhibit A) was approved by a Resolution (attached hereto as Exhibit B) of the majority of the Board of Directors of both Walden Theatre Corporation and Blue Apple Players, Inc., on August 18, 2014. Neither corporation has Members who are entitled to vote.


THIRD: No debt or outstanding liability exists for either corporation, and the surviving corporation is now responsible for all outstanding commitments and obligations of either corporation.

FOURTH: No changes are adopted to the surviving corporation's existing Articles of Incorporation except for the new name, the new registered agent, and the size of the merged Board of Directors, which shall reduce over time after current Board Members complete their term of office.

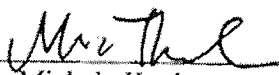
FIFTH: The Merger contemplated by the attached Plan shall take effect on January 1, 2015 at 12:01 A.M., local time.

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

BLUE APPLE PLAYERS, INC.

By: 
Name: J. Tanner Watkins
Title: President

WALDEN THEATRE CORPORATION

By: 
Name: Michele Koch
Title: President

THIS INSTRUMENT PREPARED BY:

LESLIE E. VIDRA, Attorney
ULRICH & VIDRA, LLC
115 E. Spring Street
Suite 100 Elsby Building
New Albany, Indiana 47150
(812) 945-2800
KBA #73070

Walden Theatre / Blue Apple Players: A Plan to Merge
Common Understandings
for Monday, August 18, 2014 Board Meetings

1. Legal Organization & Articles of Incorporation

Walden Theatre, through its current 501(c)(3) non-profit status, will be the legal organization. Steps to file restated Articles of Incorporation with the Kentucky Secretary of State will be completed as quickly as is practical subsequent to the vote to merge.

2. Name of Merged Organization

- a) Walden Theatre/Blue Apple Players will be the initial, temporary name of the organization.
- b) Within 4 months of merger, the newly merged board will lead strategic planning to create a name for the merged organization along with a plan to implement branding and marketing to ensure high visibility among all stakeholders, optimal capacity building, and sustainability of its diverse income streams.

3. Headquarters

- a) The initial corporate headquarters will be the offices of Walden Theatre, 1123 Payne Street, Louisville, Kentucky 40204. All staff will be located at this facility.
- b) Current space rented by Blue Apple Players, 625 East Market Street, Louisville, KY 40202 will be maintained on a month to month basis for transition (\$550/month), and will be used by staffs for overflow as needed.
- c) A facility feasibility plan will be developed during the first year of merger.

4. By-Laws

The By-Laws of Walden Theatre will govern the merged organization.

5. Board of Directors

Implementing merger will require the visionary leadership of the Board of Directors, their significant time, and financial support.

- a) Current Directors on both Boards will be invited to serve as voting members on the merged Board, with the exception of staff, consistent with Walden Theatre By-Laws.
- b) Current terms will be honored. On term expiration, Walden Theatre By-Laws will govern.
- c) Officers: Prior to an annual meeting to be held within 4 months of merger, Walden Theatre's current officers will continue their terms.
- d) Election of Officers: Merged Board. At the Annual Meeting to be held within 4 months of merger, the Board will vote on a slate of officers for the first two years. Officers will reflect an integration of Directors from both Walden Theatre and Blue Apple Players.
- e) Standing Board Committees that members are expected to participate include: Finance Committee, Development & Marketing Committee, Programming Committee.



- f) Board meetings are held at Walden Theatre, on the third Monday of every other month at 6:00pm.

6. Mission & Vision

A new vision and mission statement will be developed and approved by the merged Board of Directors as part of Strategic Planning.

Vision (interim): Building artistic, academic, and social skills for young people through the power of theatre.

Mission (interim): Respecting young people's enormous ability to learn and achieve, our mission is to develop generations of collaborative, empathetic, confident, and creative young people with a lifelong regard for theatre as a mirror on the world.

7. Strategic Plan

A new strategic plan will be developed within 6 months after the merger takes place. This planning process will include, among other tasks:

- a) A new mission and vision will be developed and approved by the members of the merged Board of Directors as part of the Strategic Plan.
- b) A new name will be explored and adopted by the merged Board of Directors as part of the Strategic Plan.
- c) Facility Planning.

8. Capital Campaign

- a) It is expected that a capital campaign will be needed within the early years of merger to address space challenges at Walden Theatre which limit participation and income growth.
- b) Strategic planning by the merged Board will further address facility issues, along with Committees currently exploring options.
- c) The Board will be expected to take leadership roles in this campaign along with key community partners.

9. Programs (see attached overview)

- a) Merged planning will continue to refine and evaluate program offerings – mindful of community needs and partnerships, the marketplace (earned and contributed), and optimal use of staff expertise. Programs will reflect mission and vision and aligned to enhance quality outcomes and support growth.
- b) Building on recommendations of the Program Committee, an overview of initial merged programs is attached. This reflects a strong history of conservatory and community outreach and serves youth (Pre-K to High School) and mission related professional development for adults.

10. Intellectual Properties

- a) Educational musicals created by Blue Apple co-founders Paul Lenzi and Geraldine Ann Snyder will continue to be owned by Lenzi and Snyder. The merged organization will have use of this material at no charge. At their death, as specified in their will(s), this material will be given to the merged organization.
- b) Storytime Theatre and other curriculum material created by Blue Apple educators will become the property of the merged organization.

11. Sets & Costumes

Blue Apple created sets and costumes for the musicals and other programs will become the property of the merged organization.

12. Touring vehicles (2), Sound and related production equipment

Title to Blue Apple vehicles (2) and production equipment will be transferred to the merged organization.

13. Office equipment, files, related material

Blue Apple office equipment and furniture, electronic and paper files, and other material will become the property of the merged organization.

14. Management Structure (organizational chart attached)

- a) The merged organization will be led by Artistic Director Charlie Sexton and Managing Director Alison Huff. As part of succession and transitions, Paul Lenzi will provide support in fund development reporting to Alison Huff. Also as part of succession planning, Matilda Andrews will provide increasingly limited support to facilitate the transition of key donors and grants, reporting also to Alison Huff. A new development position will be filled as part of the merged organization to support grants and other annual development needs. Additional staffing is outlined in the organizational chart.
- b) Although staff compensation is similar additional funds will be needed for parity to transition staff and benefits within a new organizational structure. These costs to even out salaries and benefits are reflected in the transition budget and the projected annual operating budget.
- c) Revised Job Descriptions will be created under the leadership of Alison Huff, Managing Director and Charlie Sexton, Artistic Director.

15. Finances (projected merger budget and Year 1 annual operating budget attached)

- a) Both organizations bring no debt (short or long term) to the merged organization.
- b) The merged Board and staff will be highly engaged in transitioning and building new funding relationships – earned and contributed. A fundraising plan and calendar (deadlines, events, annual asks, etc.) will be created within 3 months of merger by Alison Huff, Managing Director with the Development & Marketing Committee of the Board.
- c) The projected merger budget (one time costs) and projected annual operating budget for the first year of merger are attached.

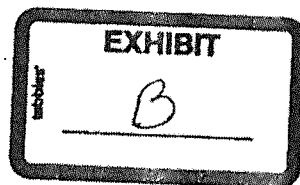
Board Resolution

presented for vote Monday, August 18, 2014

The Walden Theatre / Blue Apples Players Merger Planning Committee makes the following resolution:

After consideration and exploration, we believe the merger of Walden Theatre and Blue Apple Players will advance our respective missions, improve our programs, and enable more children to participate in these programs. The Merger Planning Committee recommends that the Boards of Directors of Walden Theatre and Blue Apple Players approve the merger based on the presented Case for Merger and Common Understandings.

It is further recommended that the Merger Planning Committee, including Chair Persons and Executive Staffs of the respective organizations, be authorized to execute and file all necessary documents to finalize the merger subject to appropriate legal review.



Helton, Jessamyn

From: Peden, James
Sent: Wednesday, September 02, 2015 12:32 PM
To: Helton, Jessamyn
Subject: Walden Theatre

John Torsky has my permission to sign my name to the NDF for Walden Theatre.

Thank you,
James Peden

JAMES PEDEN

METRO COUNCILMAN, DISTRICT 23

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