

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

Applicant/Program: Kentucjyy Shakespeare Festival, Inc. /Programming at PRP High School

Executive Summary of Request:

Kentucky Shakespear proposes to serve District 12 students at PRP High School with a six session drama program. This will be a residency in which Kentucky Shakespeare Professional work with students to focus on elements of performance as well as a career and practical education to prepare students for a career in the arts. Additionally, 1000 students will have the opportunity to view a professional staging of Romeo and Juliet at their school.

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

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

<u>12</u> District #	 Council Member Signature	<u>\$2115</u> Amount	<u>12-3-15</u> Date
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Primary Sponsor Disclosure

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

Approved by:

_____ Date

Appropriations Committee Chairman

Clerk's Office Only:

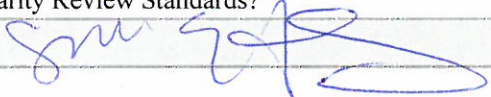
Request Amount: _____ Committee Amended Appropriation: _____

Original Appropriation: _____ Council Amended Appropriation: _____

LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION CHECKLIST

Legal Name of Applicant Organization: Kentucky Shakespeare Festival, Inc.

Program Name and Request Amount: \$2115

	Yes/No/NA
Is the NDF Transmittal Sheet Signed by all Council Member(s) Appropriating Funding?	<input type="checkbox"/> Yes
Is the funding proposed by Council Member(s) less than or equal to the request amount?	<input type="checkbox"/> Yes
Is the proposed public purpose of the program viable and well-documented?	<input type="checkbox"/> Yes
Will all of the funding go to programs specific to Louisville/Jefferson County?	<input type="checkbox"/> Yes
Has Council or Staff relationship to the Agency been adequately disclosed on the cover sheet?	<input type="checkbox"/> Yes
Has prior Metro Funds committed/granted been disclosed?	<input type="checkbox"/> Yes
Is the application properly signed and dated by authorized signatory?	<input type="checkbox"/> Yes
Is proof of Tax Exempt status of 501(c) 3, 4, 6, 19, 1120-H included?	<input type="checkbox"/> Yes
If Metro funding is for a separate taxing district is the funding appropriated for a program outside the legal responsibility of that taxing district?	<input type="checkbox"/> N/A
Is the entity in good standing with: <ul style="list-style-type: none"> • Kentucky Secretary of State? • Louisville Metro Revenue Commission? • Louisville Metro Government? • Internal Revenue Service? • Louisville Metro Human Relations Commission? 	<input type="checkbox"/> Yes
Is the current Fiscal Year Budget included?	<input type="checkbox"/> Yes
Is the entity's board member list (with term length/term limits) included?	<input type="checkbox"/> Yes
Is recommended funding less than 33% of total agency operating budget?	<input type="checkbox"/> Yes
Does the application budget reflect only the revenue and expenses of the project/program?	<input type="checkbox"/> Yes
Is the cost estimate(s) from proposed vendor (if request is for capital expense) included?	<input type="checkbox"/> N/A
Is the most recent annual audit (if required by organization) included?	<input type="checkbox"/> Yes
Is a copy of Signed Lease (if rent costs are requested) included?	<input type="checkbox"/> N/A
Is the Supplemental Questionnaire for churches/religious organizations (if requesting organization is faith-based) included?	<input type="checkbox"/> N/A
Are the Articles of Incorporation of the Agency included?	<input type="checkbox"/> Yes
Is the IRS Form W-9 included?	<input type="checkbox"/> Yes
Is the IRS Form 990 included?	<input type="checkbox"/> Yes
Are the evaluation forms (if program participants are given evaluation forms) included?	<input type="checkbox"/> N/A
Affirmative Action/Equal Employment Opportunity plan and/or policy statement included (if required to do so)?	<input type="checkbox"/> N/A
Has the Agency agreed to participate in the BBB Charity review program? If so, has the applicant met the BBB Charity Review Standards?	<input type="checkbox"/> N/A
Prepared by: 	Date: 11/23/15



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

SECTION 1 – APPLICANT INFORMATION			
Legal Name of Applicant Organization: Kentucky Shakespeare Festival, Inc. <i>(as listed on: http://www.sos.ky.gov/business/records)</i>			
Main Office Street & Mailing Address: 323 West Broadway, Suite 401, Louisville, KY 40202			
Website: www.kyshakespeare.com			
Applicant Contact:	Matt Wallace	Title:	Producing Artistic Director
Phone:	502-574-9900	Email:	matt@kyshakespeare.com
Financial Contact:	Matt Wallace	Title:	Producing Artistic Director
Phone:	502-574-9900	Email:	matt@kyshakespeare.com
Organization's Representative who attended NDF Training: Matt Wallace, Kyle Ware			
GEOGRAPHICAL AREA(S) WHERE PROGRAM ACTIVITIES ARE (WILL BE) PROVIDED			
Program Facility Location(s): Pleasure Ridge Park High School, Riverview Park			
Council District(s):	12	Zip Code(s):	40258
SECTION 2 – PROGRAM REQUEST & FINANCIAL INFORMATION			
PROGRAM/PROJECT NAME: Kentucky Shakespeare Programming at PRP High School			
Total Request: (\$)	\$2,115	Total Metro Award (this program) in previous year: (\$)	\$3,765
Purpose of Request (check all that apply):			
<input type="checkbox"/> Operating Funds (generally cannot exceed 33% of agency's total operating budget) <input checked="" type="checkbox"/> Programming/services/events for direct benefit to community or qualified individuals <input type="checkbox"/> Capital Project of the organization (equipment, furnishing, building, etc)			
The Following are Required Attachments:			
<input checked="" type="checkbox"/> IRS Exempt Status Determination Letter <input checked="" type="checkbox"/> Current Year Projected Budget <input checked="" type="checkbox"/> List of Board of Directors (include term & term limits) <input checked="" type="checkbox"/> Current financial statement <input checked="" type="checkbox"/> Most recent IRS Form 990 or 1120-H <input checked="" type="checkbox"/> Articles of Incorporation <input type="checkbox"/> Cost estimates from proposed vendor if request is for capital expense		<input type="checkbox"/> Signed lease if rent costs are being requested <input checked="" type="checkbox"/> IRS Form W9 <input type="checkbox"/> Evaluation forms if used in the proposed program <input 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:	Metro EAF Grant	Amount: (\$)	\$13,300
Source:	NDF - James -Central Par	Amount: (\$)	\$10,000
Source:		Amount: (\$)	
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:

Grounded in the works of Shakespeare, we enrich our community by presenting accessible, professional theatre experiences that educate, inspire and entertain people of all ages.

Kentucky Shakespeare, designated as the Official Shakespeare Company of the Commonwealth of Kentucky, is a non-profit, professional theatre company founded in 1949 and incorporated in 1963. It is our mission to enhance community life through accessible, professional theatre experiences that educate, inspire and entertain people of all ages.

Kentucky Shakespeare is the oldest free Shakespeare festival in the country and serves over 80,000 people per year.

Kentucky Shakespeare travels the state presenting education outreach programs for youth serving over 50,000 students per year as the largest in-state touring arts provider in Kentucky.



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.):

Kentucky Shakespeare proposes to serve district 12 students at Pleasure Ridge Park High School with a six session drama program. The theatre intensive will be a residency in which Kentucky Shakespeare theatre professionals work with students focusing on elements of performance, preparation, and analysis, as well as career and practical education to prepare students for a career in the arts.

As a culmination of the residency, 1000 students will have the opportunity to view the professional actors perform ROMEO AND JULIET at their school.

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

DRAMA PROGRAM

January-April - Pleasure Ridge Park High School -
Six one-hour sessions.

Personnel residency cost: \$1,115 total

SCHOOL PERFORMANCE

Spring 2016

Personnel performance cost: \$1,000

TOTAL: \$2,115



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

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

Not applicable. This event is not a fundraiser. It's a free, event/program for students.

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: Kentucky Shakespeare will serve at least 330 students with 8 hours of programming/ classes in addition to providing the opportunity for the entire student body, teachers, and staff to experience the full production of ROMEO AND JULIET.

Teacher and student surveys and demographic surveys will be collected and tabulated.

To measure attendance, gauge participation and demographics, Kentucky Shakespeare will have a voluntary survey for participants/attendees to assess the event, demographics, and their experience. The data will be compiled and used to build Kentucky Shakespeare and improve future events and outreach activities.

Engagement in the arts and exposure to the arts have proven to encourage tolerance, safe emotional discharge, empathy, and improved self-esteem. The event will aid in strengthening family and community bonds, welcoming them to this positive event in the park. The targeted population is all members of the districts. As the programs are presented free of charge, there is no cost barrier.

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. Kentucky Shakespeare is working directly with PRP High School to implement this program.

We have been working with Louisville Metro Parks to take this historic step and branch out into multiple Metro Parks that last two years.

We experienced an unprecedented level of community collaboration last season. Each of our 56 performances featured a different community group performing a pre-show before the main stage performance. These groups included Down Syndrome of Louisville, the Kentucky Governor's School for the Arts, dance studios, choral groups, bands, comedians, and improvisation groups.



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	2115	500	
B: Rent/Utilities			
C: Office Supplies		125	
D: Telephone			
E: In-town Travel			
F: Client Assistance (Attach Detailed List)			
G: Professional Service Contracts			
H: Program Materials		65	
I: Community Events & Festivals (Attach Detail List)			
J: Small Equipment			
K: Capital Equipment			
L: Other Expenses (Attach Detail List)			
*TOTAL PROGRAM/PROJECT FUNDS	2115	690	2,805
% of Program Budget	75 %	25 %	100%

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

Other State, Federal or Local Government	
United Way	
Private Contributions (do not include individual donor names)	
Fees Collected from Program Participants	
Other (please specify)	\$690(foundation)
Total Revenue for Columns 2 Expenses **	\$690

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

**Must equal or exceed total in column 2.



LOUISVILLE METRO COUNCIL NEIGHBORHOOD DEVELOPMENT FUND APPLICATION

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

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

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

Agency Fiscal Year Start Date: 09/1/14

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

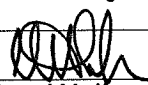
1. The Agency certifies it will not use Louisville Metro Government funds for any religious, political or fraternal Activities.
2. The Agency has a written Affirmative Action/Equal Opportunity Policy.
3. The Agency does not discriminate in employment or in provision of any service/program/activity/event 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.

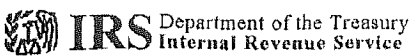
Relationship Disclosure: List below any relationship you or any member of your Board of Directors or employees has with any Councilperson, Councilperson's family, Councilperson's staff or any Louisville Metro Government employee.

Councilman David James is a member of the KY Shakespeare Board of Directors

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:	11/19/15
Legal Signatory: (please print):	Matt Wallace	Title:	Producing Artistic D
Phone:	502-574-9900	Extension:	
Email:	matt@kyshakespeare.com		



Department of the Treasury
Internal Revenue Service

P.O. Box 2508
Cincinnati OH 45201

In reply refer to: 0752857510
Nov. 17, 2014 LTR 4168C 0
[REDACTED] 201312 67

00021617
BODC: TE

KENTUCKY SHAKESPEARE FESTIVAL INC
323 W BROADWAY STE 401
LOUISVILLE KY 40202-2476

Employer Identification Number: [REDACTED]
Person to Contact: TAX EXEMPT & GOVERNMENT
Toll Free Telephone Number: 1-877-829-5500

Dear Taxpayer:

This is in response to your Nov. 05, 2014, request for information regarding your tax-exempt status.

Our records indicate that you were recognized as exempt under section 501(c)(3) of the Internal Revenue Code in a determination letter issued in JULY 1965.

Our records also indicate that you are not a private foundation within the meaning of section 509(a) of the Code because you are described in section(s) 509(a)(1) and 170(b)(1)(A)(vi).

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.

Please refer to our website www.irs.gov/eo for information regarding filing requirements. Specifically, section 6033(j) of the Code provides that failure to file an annual information return for three consecutive years results in revocation of tax-exempt status as of the filing due date of the third return for organizations required to file. We will publish a list of organizations whose tax-exempt status was revoked under section 6033(j) of the Code on our website beginning in early 2011.

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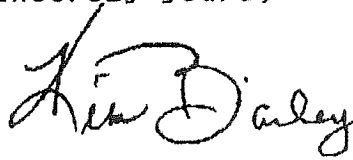


0752857510
Nov. 17, 2014 LTR 4168C 0
[REDACTED] 201312 67
00021618

KENTUCKY SHAKESPEARE FESTIVAL INC
323 W BROADWAY STE 401
LOUISVILLE KY 40202-2476

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely yours,

A handwritten signature in cursive script that reads "Kim D. Bailey". The signature is written in black ink and is positioned above the typed name and title.

Kim D. Bailey
Operations Manager, AM Operations 3

Kentucky Shakespeare 2015-2016 Budget

INCOME

BUDGET

CONTRIBUTED INCOME

Corporate

Restricted	\$5,000
Unrestricted	\$45,000

Total Corporate \$50,000

Foundation

Restricted	\$60,000
Unrestricted	\$180,000

Total Foundation \$240,000

Government

Restricted	\$80,000
Unrestricted	\$10,000

Total Government \$90,000

Individuals

Barreling	\$48,000
Board	\$25,000
Patrons - Restricted	\$20,000
Patron - Unrestricted	\$80,000

Total Individuals \$173,000

Total Contributed Income \$553,000

EARNED INCOME

Production

Ticket Sales	\$60,000
Bar	\$45,000
Concessions	\$9,000
Merchandise	\$16,000

Total Production \$130,000

Programs

Touring Shows	\$245,000
Youth Tuition	\$30,000

Total Programs Fees \$275,000

Other Earned Income and Special Events

Miscellaneous Income	\$2,000
Bar	\$0
Concessions	\$0
Events	\$7,000
Merchandise	\$1,500

Sponsorships	\$8,000
Ticket Sales	\$15,000
Total Other Earned Income	\$33,500
Discount	\$25,000

Total Earned Income **\$463,500**

TOTAL INCOME **\$1,016,500**

EXPENSE

BUDGET

ADMINISTRATION

Communications	\$5,000
Conferences & Staff Development	\$8,000
Equipment leases	\$1,000
Marketing	
Merchandise	\$1,500
Printing - Collateral Materials	\$2,000
Total Marketing	\$3,500
Membership and Dues	\$3,600
Miscellaneous	\$800
Office Supplies	
Miscellaneous	\$500
Postage	\$1,000
Supplies	\$4,000
Other	\$500
Total Office Supplies	\$6,000
Permits/Licenses	\$3,500
Professional Fees	
Accounting Fees	\$1,200
Audit Fees	\$8,500
IT/Computer	\$2,000
Legal	\$5,000
Other	\$250
Total Professional Fees	\$16,950
Rent	
Office	\$4,668
Parking	\$7,200
Warehouse	\$13,405
Other	\$500
Total Rent	\$25,773
Salaries	
IRA Company Match	\$150
Bonus	\$5,000

Payroll Tax Expense	\$60,000
Regular Earnings-Salary	\$150,000
Reimbursement	\$2,000
Total Salaries	\$217,150

Service Fees and Charges

Bank	\$500
International Conversion Fee	\$0
Intuit - Payroll	\$900
PayPal	\$700
Software	\$1,000
Square	\$3,000
Other	\$500

Total Service Fees and Charges	\$6,600
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Shipping Freight Charges	\$100
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Sponsorships	\$550
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Subscriptions and Publications	\$249
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Adminstration - Other	\$500
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Total Administration	\$299,272
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Contract Services	\$1,500
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Depreciation Expense	\$50,000
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DEVELOPMENT

BUDGET

Marketing

Broadcast-Radio/TV	\$500
Digital	\$1,000
Miscellaneous	\$100
Printing - Collateral Materials	\$1,500
Marketing - Other	\$50

Total Marketing	\$3,150
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Postage	\$1,500
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Special Event

Audio/Visual Equipment	\$200
Event Rentals	\$500
Food and Catering	\$1,800
Labor	\$5,000
Vendors	\$300
Venue	\$6,000
Special Event - Other	\$700
Development - Other	\$150

Total Development	\$17,800
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EDUCATION

Administration

Housing	\$2,000
Postage	\$3,000

Total Administration	\$5,000
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	Tax - other	\$42,000
Total Other Types of Expenses		\$113,100
Printing		\$500

PRODUCTION - SUMMER

Administration		\$500
Equipment Rental		\$2,500
Facility Improvements		
Benches		\$0
Truss/Trailer		\$8,000
Total Facility Improvements		\$8,000
Front of House Expense		
Bar		\$14,000
Merchandise		\$8,000
Other		\$2,000
Total Front of House Expense		\$24,000
Fuel and Maintenance		\$300
Production Labor		
Actors		\$70,000
Choreographers		\$2,000
Content Development		\$500
Crew		\$65,000
Designers		\$20,000
Directors		\$5,500
FOH		\$6,000
Labor - Other		\$4,700
Total Production Labor		\$173,700
Marketing		
Broadcast - Radio/TV		\$7,000
Digital		\$1,000
Misc.		\$500
Postage		\$2,000
Printing - Collateral Materials		\$2,500
Publications		\$3,000
Total Marketing		\$16,000
Production Materials		
Costumes		\$14,000
Lighting		\$5,000
Production Management		\$500
Properties		\$1,500
Set		\$14,000
Sound		\$1,500
Stage Management		\$500
Production Materials - other		\$500
Total Production Materials		\$37,500

Production - Other	\$1,000
Total Production - Summer	\$263,500

PRODUCTION - INDOOR

Production Labor	
Actors	\$14,900
Crew	\$1,200
Designers	\$5,500
Total Production Labor	\$21,600
Kentucky Center fees	\$29,741
Production Materials	
Costumes	\$2,000
Properties	\$400
Set	\$1,000
Total Production Materials	\$3,400
Total Production - Indoor	\$54,741
Total Expense	\$948,513
Net Income	\$67,987

Kentucky Shakespeare Board of Directors
2 year terms/10 year term limit

Chair

Phillip Allen, General Counsel
21C Hotels
700 W. Main Street, Louisville, KY 40202
pallen@21chotels.com
(502) 582-6300

Treasurer

Andy Parker, Senior Vice President
Wilson & Muir Bank & Trust Co.
130 St. Matthews Ave., Louisville, KY 40207
aparker@wisonmuirbank.com
(502) 762-5149

Secretary

Amanda Gregory, Assistant United State Attorney,
U.S. Dept. of Justice United States Attorney's Office
717 W. Broadway, Louisville, KY 40202
[REDACTED]
(310) 869-7503

Mera Corlett, Community Liaison
8102 Limehouse Lane, Louisville, KY 40220
meeoughta@insightbb.com
(502) 432-3481

John Darr, President
John Darr Public Relations
1503 Shelby Pl, New Albany, IN 47150
johnd@jd-pr.com
(502) 475-9637

Amy Eisenback, Education Liaison
[REDACTED]
[REDACTED] 9
[REDACTED]

Culver Halliday, Attorney
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PNC Plaza, Louisville, KY 40202
culver.halliday@skofirm.com
(502) 568-5707

Shannon Harris, ASAP & FOQA Supervisor
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shannonmharris@ups.com
(502) 851-8589

Lane Denali Hettich, Strategic Account Executive
Assured Neace Lukens
2305 River Road, Louisville, KY 40206
lane.hettich@neacelukens.com
(502) 259-9211

Thaddeus Hoover, Developer
White Clay
1515 Story Avenue, Louisville, KY 40206
ted@whiteclay.com
(502) 417-9860

David James, Councilman
Metro Council District 6
601 West Jefferson Street, Louisville, KY 40202
djamesmetro6@aol.com
(502) 751-8484

Emily Pagorski, Attorney, Stoll Keenon Ogden
500 West Jefferson Street, 2000,
PNC Plaza, Louisville, KY 40202
emily.pagorski@skofirm.com
(502) 568-5763

Jennifer Hammond Platt, Learning Excellence Manager,
KFC, Yum! Brands, Inc.
1441 Gardiner Lane, Louisville, KY 40213
[REDACTED]
(502) 386-6007

Elizabeth Cherry Siebert, Sr. Communications Specialist,
Corporate Communications
LG&E and KU Energy LLC
220 West Main Street, Louisville, KY 40232
Elizabeth.siebert@lge-ku.com
(502) 262-7111

Dr. Peter Tanguay, University of Louisville
1129 Cardinal Drive, Louisville, KY 40213
[REDACTED]
(502) 636-3851

Kerry Wang, Technology Director
Humana
43 Worthing Court, Louisville, KY 40245
kwang@humana.com
(502) 500-1803

Kentucky Shakespeare

Balance Sheet

As of October 27, 2015

	Oct 27, 15
ASSETS	
Current Assets	
Checking/Savings	
Fifth Third	28,557.96
Fifth Third - Savings	11.83
Total Checking/Savings	28,569.79
Accounts Receivable	
Accounts Receivable	99,332.52
Total Accounts Receivable	99,332.52
Total Current Assets	127,902.31
Fixed Assets	
Furniture and Equipment	
1400 Property & Equipment	14,738.06
1410 KSF Equipment	128,313.12
1411 Vehicles	37,471.80
1412 Accum Deprec. Vehicles	-32,546.41
1413 Lighting & Sound Equipment	55,754.00
1420 Accum Deprec. Equipment	-120,682.18
1421 Accum Deprec. Furn/Fix	-912.10
1430 Leasehold Improvements	321,237.87
1440 Accum Deprec. Leaseholds	-277,452.18
1450 Furniture & Fixtures	2,653.86
Total Furniture and Equipment	126,574.94
Total Fixed Assets	126,574.94
TOTAL ASSETS	254,477.25
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
Payroll Liabilities	
Federal Income Tax/941	1,823.79
KY State Income Tax/K-1	1,919.86
Local Income Tax/W1	1,125.40
Medicare	
Company	-1,274.65
Employee	277.82
Total Medicare	-997.83
Social Security	
Company	-4,611.51
Employee	1,185.40
Social Security - Other	-833.42
Total Social Security	-4,264.53
Payroll Liabilities - Other	-371.25
Total Payroll Liabilities	-754.46
Retirement Account	
403B Company Match	-164.74
403B Employee Contribution	106.55
Total Retirement Account	-77.19
Total Other Current Liabilities	-841.65
Total Current Liabilities	-841.65

3:00 PM
10/27/15
Accrual Basis

Kentucky Shakespeare
Balance Sheet
As of October 27, 2015

	Oct 27, 15
Long Term Liabilities	
Other Liabilities	
Chrysler Town & Country - 7434	5,722.64
Prior Years - Federal	33,360.39
Prior Years - KY Unemployment	12,860.82
Total Other Liabilities	<u>111,943.85</u>
Total Long Term Liabilities	<u>111,943.85</u>
Total Liabilities	111,102.20
Equity	
Opening Balance Equity	74,236.84
Unrestricted Net Assets	82,014.38
Net Income	<u>-10,876.17</u>
Total Equity	<u>145,375.05</u>
TOTAL LIABILITIES & EQUITY	<u><u>256,477.25</u></u>

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)

2013

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

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

A For the 2013 calendar year, or tax year beginning **SEP 1, 2013** and ending **AUG 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 KENTUCKY SHAKESPEARE FESTIVAL, INC.		D Employer identification number
	Doing Business As		
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	E Telephone number
	323 W. BROADWAY	401	(502) 574-9900
	City or town, state or province, country, and ZIP or foreign postal code LOUISVILLE, KY 40202		G Gross receipts \$ 726,485.
F Name and address of principal officer: MATT WALLACE 323 W. BROADWAY, SUITE 401, LOUISVILLE, KY		H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)() (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No	
J Website: WWW.KYSHAKESPEARE.COM		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: 1960 M State of legal domicile: KY	

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: THE KENTUCKY SHAKESPEARE FESTIVAL PRODUCES A SEASON OF WILLIAM SHAKESPEARE PLAYS EACH SUMMER.		
	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	19
	6 Total number of volunteers (estimate if necessary)	6	20
	7 a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0.
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)	593,142.	372,490.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	195,086.	243,404.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0.	0.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	96,853.	101,813.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	885,081.	717,707.
	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)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	369,648.	240,601.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 4,529.	0.	0.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	462,241.	333,830.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	831,889.	574,431.
19 Revenue less expenses. Subtract line 18 from line 12	53,192.	143,276.	
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)	261,301.	290,378.
	22 Net assets or fund balances. Subtract line 21 from line 20	293,963.	179,764.
		<32,662.>	110,614.

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
	MATT WALLACE, PRODUCING ARTISTIC DIRECTOR		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date
	CHRISTINE N. KOENIG		
	Firm's name ▶ DEMING MALONE LIVESAY & OSTROFF PSC	Firm's EIN ▶	Check if self-employed <input type="checkbox"/>
Firm's address ▶ 9300 SHELBYVILLE RD STE 1100 LOUISVILLE, KY 40222-5187		Phone no. (502) 426-9660	

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: GROUNDED IN THE WORKS OF SHAKESPEARE, WE ENRICH OUR COMMUNITY BY PRESENTING ACCESSIBLE PROFESSIONAL THEATRE EXPERIENCES THAT EDUCATE, INSPIRE AND ENTERTAIN PEOPLE OF ALL AGES.

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 \$ 280,248 including grants of \$) (Revenue \$ 53,563.) THE KENTUCKY SHAKESPEARE FESTIVAL PRODUCES A SEASON OF WILLIAM SHAKESPEARE PLAYS EACH SUMMER. EACH PRODUCTION IS PERFORMED BY PROFESSIONAL ACTORS AND IS FREE TO THE PUBLIC.

4b (Code:) (Expenses \$ 216,079 including grants of \$) (Revenue \$ 217,941.) THE ORGANIZATION ALSO OPERATES AN EDUCATIONAL OUTREACH PROGRAM THAT IS OFFERED THROUGHOUT THE KENTUCKIANA AREA.

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 496,327.

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 Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <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?		
Note. All Form 990 filers are required to complete Schedule O	X	

Form 990 (2013)

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 body containing questions 1a through 14b with input fields and Yes/No columns.

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

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

Section A. Governing Body and Management

Table with columns for line numbers (1a, 1b, 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9) and columns for Yes/No responses. Includes questions about voting members, family relationships, and governance documents.

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

Table with columns for line numbers (10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b) and columns for Yes/No responses. Includes questions about local chapters, conflict of interest policies, and whistleblower policies.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed KY
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection.
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: KENTUCKY SHAKESPEARE FESTIVAL, INC. - (502) 574-9900 323 W. BROADWAY, SUITE 401, LOUISVILLE, KY 40202

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) PETER TANGUAY BOARD MEMBER	2.00	X						0.	0.	0.
(2) KAREN TAYLOR-RICHARDSON PRESIDENT	2.00	X		X				0.	0.	0.
(3) PHILLIP ALLEN VICE PRESIDENT	2.00	X		X				0.	0.	0.
(4) JOHN DARR BOARD MEMBER	2.00	X						0.	0.	0.
(5) CULVER HALLIDAY BOARD MEMBER	2.00	X						0.	0.	0.
(6) DAVID JAMES BOARD MEMBER	2.00	X						0.	0.	0.
(7) ANDY PARKER TREASURER	2.00	X		X				0.	0.	0.
(8) AMANDA GREGORY SECRETARY	2.00	X		X				0.	0.	0.
(9) AMY EISENBACK BOARD MEMBER	2.00	X						0.	0.	0.
(10) THADDEUS HOOVER BOARD MEMBER	2.00	X						0.	0.	0.
(11) EMILY PAGORSKI BOARD MEMBER	2.00	X						0.	0.	0.
(12) ELIZABETH CHERRY SIEBERT BOARD MEMBER	2.00	X						0.	0.	0.
(13) AMANDA BLEDSOE BOARD MEMBER	2.00	X						0.	0.	0.
(14) MERA CORLETT BOARD MEMBER	2.00	X						0.	0.	0.
(15) KERRY WANG BOARD MEMBER	2.00	X						0.	0.	0.
(16) WAYNE JONES BOARD MEMBER	2.00	X						0.	0.	0.
(17) KAREN NEWMAN BOARD MEMBER	2.00	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) ALI TURNER BOARD MEMBER	2.00	X						0.	0.	0.
(19) ALLEN HARRIS BOARD MEMBER	2.00	X						0.	0.	0.
(20) MATT WALLACE PRODUCING ARTISTIC DIRECTOR	40.00			X				23,077.	0.	1,676.
1b Sub-total								23,077.	0.	1,676.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								23,077.	0.	1,676.

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	3	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	4	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	5	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 17,524.				
	d Related organizations	1d				
	e Government grants (contributions)	1e 34,486.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 320,480.				
	g Noncash contributions included in lines 1a-1f: \$					
	h Total. Add lines 1a-1f	▶ 372,490.				
	Program Service Revenue	2 a EDUCATION PROGRAMS	Business Code 711190	195,385.	195,385.	
b PRODUCTIONS		711190	48,019.	48,019.		
c						
d						
e						
f All other program service revenue						
g Total. Add lines 2a-2f		▶ 243,404.				
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)	▶				
	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 \$ 17,524. of contributions reported on line 1c). See Part IV, line 18	a 5,838.				
	b Less: direct expenses	b 8,778.				
c Net income or (loss) from fundraising events	▶ <2,940.>			<2,940.>		
9 a Gross income from gaming activities. See Part IV, line 19	a					
b Less: direct expenses	b					
c Net income or (loss) from gaming activities	▶					
10 a Gross sales of inventory, less returns and allowances	a					
b Less: cost of goods sold	b					
c Net income or (loss) from sales of inventory	▶					
Miscellaneous Revenue		Business Code				
11 a GAIN ON INVOLUNTARY CO	711190	76,653.			76,653.	
b FORGIVENESS OF DEBT	711190	23,184.	23,184.			
c OTHER INCOME	711190	4,916.	4,916.			
d All other revenue						
e Total. Add lines 11a-11d	▶ 104,753.					
12 Total revenue. See instructions.	▶ 717,707.	271,504.	0.	73,713.		

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to 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	66,586.	59,927.	6,659.	
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	153,862.	149,401.	4,461.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9 Other employee benefits	5,538.	5,448.	90.	
10 Payroll taxes	14,615.	13,890.	725.	
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	7,250.		7,250.	
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.)	945.		945.	
12 Advertising and promotion	17,974.	16,940.	684.	350.
13 Office expenses	26,309.	5,497.	18,696.	2,116.
14 Information technology				
15 Royalties				
16 Occupancy	8,721.	3,725.	4,296.	700.
17 Travel	5,060.	4,240.	820.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	6,937.		6,937.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	38,369.	34,532.	3,837.	
23 Insurance	15,008.	13,507.	1,501.	
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 ACTORS CONTRACTS	112,270.	112,270.		
b PRODUCTION EXPENSE	58,640.	58,640.		
c EDUCATION EXPENSE	17,439.	17,439.		
d PAYROLL TAX PENALTIES	10,299.		10,299.	
e All other expenses	8,609.	871.	6,375.	1,363.
25 Total functional expenses. Add lines 1 through 24e	574,431.	496,327.	73,575.	4,529.
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	Cash - non-interest-bearing	8,359.	1	42,729.
	2	Savings and temporary cash investments		2	
	3	Pledges and grants receivable, net	96,064.	3	83,875.
	4	Accounts receivable, net	4,358.	4	4,428.
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges		9	
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 543,933.		
	b	Less: accumulated depreciation	10b 389,587.	10c 151,920.	154,346.
	11	Investments - publicly traded securities		11	
	12	Investments - other securities. See Part IV, line 11		12	
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11	600.	15	5,000.
16	Total assets. Add lines 1 through 15 (must equal line 34)	261,301.	16	290,378.	
Liabilities	17	Accounts payable and accrued expenses	265,163.	17	169,068.
	18	Grants payable		18	
	19	Deferred revenue		19	
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	28,800.	25	10,696.
	26	Total liabilities. Add lines 17 through 25	293,963.	26	179,764.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	<95,662.>	27	100,867.
	28	Temporarily restricted net assets	63,000.	28	9,747.
	29	Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances	<32,662.>	33	110,614.	
34	Total liabilities and net assets/fund balances	261,301.	34	290,378.	

Form 990 (2013)

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	717,707.
2	Total expenses (must equal Part IX, column (A), line 25)	2	574,431.
3	Revenue less expenses. Subtract line 2 from line 1	3	143,276.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	<32,662.>
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	110,614.

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

Form 990 (2013)

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	364,809.	379,441.	491,562.	593,142.	372,490.	2201444.
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	364,809.	379,441.	491,562.	593,142.	372,490.	2201444.
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)						287,536.
6 Public support. Subtract line 5 from line 4.						1913908.

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	364,809.	379,441.	491,562.	593,142.	372,490.	2201444.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	2,066.	554.				2,620.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	33,270.	3,440.	9,730.	50,542.	104,753.	201,735.
11 Total support. Add lines 7 through 10						2405799.
12 Gross receipts from related activities, etc. (see instructions)					12	1,963,601.

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

Section C. Computation of Public Support Percentage

14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	14	79.55 %
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	84.15 %

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

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

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

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

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

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

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

Section A. Public Support

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

Section B. Total Support

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

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

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

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

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

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

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 B

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2013

Name of the organization

KENTUCKY SHAKESPEARE FESTIVAL, INC.

Employer identification number



Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

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

Name of organization

Employer identification number

KENTUCKY SHAKESPEARE FESTIVAL, INC.



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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1		\$ 40,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2		\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3		\$ 17,832.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
4		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
5		\$ 20,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
6		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization

Employer identification number

KENTUCKY SHAKESPEARE FESTIVAL, INC.



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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7		\$ 19,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
8		\$ 11,252.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization **KENTUCKY SHAKESPEARE FESTIVAL, INC.** Employer identification number 

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	<u>RENTAL SPACE</u>	\$ <u>17,832.</u>	<u>08/31/14</u>
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization

Employer identification number

KENTUCKY SHAKESPEARE FESTIVAL, INC.



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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No. 1545-0047

2013

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

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

Name of the organization KENTUCKY SHAKESPEARE FESTIVAL, INC.

Employer identification number 6 [REDACTED]

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

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows include Total number at end of year, Aggregate contributions, Aggregate grants, Aggregate value, and two Yes/No questions about donor advisement.

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

Form with multiple sections: Purpose(s) of conservation easements, Number of conservation easements (2a-2d), Number of modified easements, Monitoring and enforcement questions, and description of reporting.

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 with questions 1a, 1b, 2a, 2b regarding reporting of art and historical treasures.

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

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

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

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

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

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

Part VI Land, Buildings, and Equipment.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		321,238.	268,533.	52,705.
d Equipment		222,695.	121,054.	101,641.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				154,346.

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) CAPITAL LEASE OBLIGATIONS	10,696.
(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	738,479.
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	17,832.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	2,940.
e	Add lines 2a through 2d	2e	20,772.
3	Subtract line 2e from line 1	3	717,707.
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	717,707.

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	595,203.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	17,832.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	2,940.
e	Add lines 2a through 2d	2e	20,772.
3	Subtract line 2e from line 1	3	574,431.
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	574,431.

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:

THE ORGANIZATION IS EXEMPT FROM FEDERAL, STATE AND LOCAL

INCOME TAXES AS A NOT-FOR-PROFIT ORGANIZATION AS DESCRIBED UNDER SECTION

501(C)(3) OF THE INTERNAL REVENUE CODE. THE ORGANIZATION FILES AN

INFORMATIONAL TAX RETURN IN THE U.S. FEDERAL JURISDICTION. HOWEVER,

INCOME FROM CERTAIN ACTIVITIES NOT DIRECTLY RELATED TO THE ORGANIZATION'S

TAX-EXEMPT PURPOSE MAY BE SUBJECT TO TAXATION AS UNRELATED BUSINESS

INCOME.

AS OF AUGUST 31, 2014, THE ORGANIZATION DID NOT HAVE ANY ACCRUED INTEREST

OR PENALTIES RELATED TO INCOME TAX LIABILITIES, AND NO INTEREST OR

PENALTIES HAVE BEEN CHARGED TO OPERATIONS FOR THE YEAR THEN ENDED. TAX

Part XIII Supplemental information (continued)

YEARS ENDING ON OR AFTER AUGUST 31, 2011, REMAIN SUBJECT TO IRS REVIEW AND CHANGE. TAX YEARS STILL OPEN UNDER STATE STATUTE OF LIMITATIONS REMAIN SUBJECT TO REVIEW AND CHANGE.

PART XII AND XIII, LINE 2D:

DIRECT EXPENSES INCLUDED IN SPECIAL EVENT EXPENSE ON FINANCIAL STATEMENTS WHICH ARE INCLUDED IN FUNDRAISING EVENT NET INCOME ON FORM 990.

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))
		SHAKESPEARE IN LOVE (event type)	(event type)	NONE (total number)	
Revenue	1	Gross receipts	23,362.		23,362.
	2	Less: Contributions	17,524.		17,524.
	3	Gross income (line 1 minus line 2)	5,838.		5,838.
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs			
	7	Food and beverages	5,838.		5,838.
	8	Entertainment	1,270.		1,270.
	9	Other direct expenses	1,670.		1,670.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			8,778.
11	Net income summary. Subtract line 10 from line 3, column (d)			<2,940.>	

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

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

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

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

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

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

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

KENTUCKY SHAKESPEARE FESTIVAL, INC.

Employer identification number

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

EACH PRODUCTION IS PERFORMED BY PROFESSIONAL ACTORS AND IS FREE TO THE
PUBLIC. THE ORGANIZATION ALSO OPERATES AN EDUCATIONAL OUTREACH PROGRAM
THAT IS OFFERED THROUGHOUT THE KENTUCKIANA AREA.

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

FORM 990 IS REVIEWED BY MANAGEMENT AND AGREED TO AUDITED
FINANCIAL STATEMENTS.

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

THE PRODUCING ARTISTIC DIRECTOR'S COMPENSATION IS PER AN
EMPLOYMENT AGREEMENT APPROVED BY THE BOARD OF DIRECTORS.

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

THESE DOCUMENTS ARE NOT MADE AVAILABLE TO THE PUBLIC.

FORM 990, PART XII, LINE 2C:

THE ORGANIZATION'S BOARD OF DIRECTORS ASSUMES
RESPONSIBILITY FOR THE SELECTION OF THE INDEPENDENT ACCOUNTANTS AND
OVERSIGHT OF THE AUDIT OF THE FINANCIAL STATEMENTS.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

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

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

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

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

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

Type or print	Name of exempt organization or other filer, see instructions. KENTUCKY SHAKESPEARE FESTIVAL, INC.	Enter filer's identifying number Employer identification number (EIN) or
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 323 W. BROADWAY, NO. 401	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOUISVILLE, KY 40202	

Enter the Return code for the return that this application is for (file a separate application for each return) 011

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

KENTUCKY SHAKESPEARE FESTIVAL, INC.

• The books are in the care of ▶ **323 W. BROADWAY, SUITE 401 - LOUISVILLE, KY 40202**
Telephone No. ▶ **(502) 574-9900** Fax No. ▶ _____

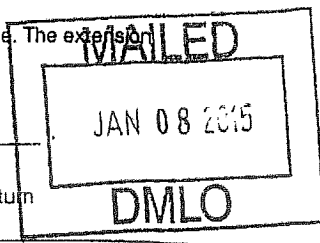
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **APRIL 15, 2015**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year _____ or
▶ tax year beginning **SEP 1, 2013**, and ending **AUG 31, 2014**

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

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



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

RESTATED ARTICLES OF INCORPORATION
OF
THE KENTUCKY SHAKESPEARE FESTIVAL, INC.
A NOT FOR PROFIT CORPORATION

* * * * *

Pursuant to the provisions of KRS 273 et seq., the undersigned persons do hereby certify that the above corporation has restated its Articles of Incorporation.

The foregoing articles are accurate, supersede any previous articles, and were adopted by a majority vote of the Board of Directors.

The undersigned further certifies that Articles I, II, III, IV, V, VII, and VIII are amended articles and that except for these amendments, these Restated Articles of Incorporation set forth without change corresponding provisions of the Articles and that they supersede said Articles of Incorporation as amended:

ARTICLE I

The name of the corporation will be: Kentucky Shakespeare Festival, Inc., and shall do business as Kentucky Shakespeare Festival. The corporation was previously listed as The Committee for Shakespeare in Central Park, Inc.

ARTICLE II

The principal office of the corporation will be at 1114 S. Third St.,
Louisville, Kentucky 40208.

ARTICLE III

The agent for service of process upon the corporation will be Curt L.
Tofteland, whose mailing address is the principal office of the corporation above.

ARTICLE IV

The purpose of the corporation will be to foster, aid, and encourage the
production of the plays of William Shakespeare for the educational values to be
derived thereof by young and old alike from viewing or participating in the
staging and interpretation of this great and continuing contribution to our culture.
The corporation is organized for any lawful purpose and is irrevocably dedicated
and operating exclusively for non-profit purposes.

The corporation is further organized and operated exclusively under the
provisions of Section 501 (C) (3) of the Internal Revenue Code and is
organized and operated exclusively for any religious, charitable, scientific testing for
public safety, literary or educational purposes. The organization is expressly
prohibited from devoting more than an insubstantial part of its activities in an
attempt to influence legislation, directly or indirectly participating in any political
campaign on behalf of, or in opposition to any candidate for public office, or
having objectives and engaging in activities which characterize it as an "action"
organization.

Further, the organization is not a foundation, etc., pursuant to Section 509 (a) of the Internal Revenue Code.

ARTICLE V

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation, in such manner, or to such organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code (or corresponding provisions of any later Federal tax laws), as the Board of Directors shall determine.

The remaining assets, if any, shall be disposed of by the Circuit Court of the County in which the principal office for the Corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine are organized and operated exclusively for such purposes.

ARTICLE VI

The duration of the life of the corporation shall be perpetual or until terminate by its own action.

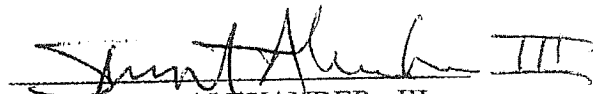
ARTICLE VII

No Director of the corporation shall be liable for monetary damages for breach of his or her duty as a Director except in the manner provided under KRS 273.248.

The above Restated Articles of Incorporation were adopted by resolution of the Board of Directors and submitted to a vote of the Directors at a special meeting. A written notice of which setting forth the proposed amendments was given to the Directors and that the above amendments were approved by a majority of the membership.

ARTICLE VIII

The corporation shall be governed by its By-laws.


STUART E. ALEXANDER, III
CO-CHAIR STRATEGIC PLANNING
KENTUCKY SHAKESPEARE FEST.
BOARD OF DIRECTORS

Request for Taxpayer Identification Number and Certification

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

Print or type See Specific Instructions on page 2.	1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank. Kentucky Shakespeare Festival, Inc.		
	2 Business name/disregarded entity name, if different from above		
	3 Check appropriate box for federal tax classification; check only one of the following seven boxes: <input type="checkbox"/> Individual/sole proprietor or single-member LLC <input type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ _____ Note. For a single-member LLC that is disregarded, do not check LLC; check the appropriate box in the line above for the tax classification of the single-member owner. <input checked="" type="checkbox"/> Other (see instructions) ▶ 502c3 non-profit		4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3): Exempt payee code (if any) _____ Exemption from FATCA reporting code (if any) _____ <i>(Applies to accounts maintained outside the U.S.)</i>
	5 Address (number, street, and apt. or suite no.) 323 W. Broadway, Suite 401		Requester's name and address (optional)
	6 City, state, and ZIP code Louisville, KY 40202		
	7 List account number(s) here (optional)		

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I Instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

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

Social security number									
<table border="1" style="width: 100%; height: 20px;"> <tr> <td style="width: 25%;"></td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> </tr> </table>					<table border="1" style="width: 100%; height: 20px;"> <tr> <td style="width: 25%;"></td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> </tr> </table>				
or									
Employer identification number									
<table border="1" style="width: 100%; height: 20px;"> <tr> <td style="width: 25%;"></td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> <td style="width: 25%;"></td> </tr> </table>									

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); and
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

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

Sign Here	Signature of U.S. person ▶	Date ▶ 9/29/15
------------------	----------------------------	-----------------------

General Instructions

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

Future developments. Information about developments affecting Form W-9 (such as legislation enacted after we release it) is at www.irs.gov/fw9.

Purpose of Form

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

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

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

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

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

By signing the filled-out form, you:

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, and
4. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct. See *What is FATCA reporting?* on page 2 for further information.

THE KENTUCKY SHAKESPEARE FESTIVAL, INC.

FINANCIAL STATEMENTS

Years Ended August 31, 2014 and 2013

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Financial Statements	
Statements of financial position	3
Statements of activities	4
Statements of functional expenses	5
Statements of cash flows	6
Notes to financial statements	7-13



Independent Auditors' Report

To the Board of Directors
The Kentucky Shakespeare Festival, Inc.
Louisville, Kentucky

We have audited the accompanying financial statements of The Kentucky Shakespeare Festival, Inc. (a not-for-profit organization), which comprise the statements of financial position as of August 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.

Auditors' Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' 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 The Kentucky Shakespeare Festival, Inc. as of August 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.

Deming, Malone, Linsay & Petroff

Louisville, Kentucky
January 20, 2015

THE KENTUCKY SHAKESPEARE FESTIVAL, INC.

STATEMENTS OF FINANCIAL POSITION

August 31, 2014 and 2013

Assets	<u>2014</u>	<u>2013</u>
Current Assets		
Cash and cash equivalents	\$ 42,729	\$ 8,359
Grants receivable	83,875	96,064
Other receivables	4,428	4,358
Deposits	<u>5,000</u>	<u>600</u>
Total current assets	<u>136,032</u>	<u>109,381</u>
Property and Equipment		
Leasehold improvements	321,238	321,238
Vehicles	37,472	46,357
Equipment	182,943	348,814
Furniture and fixtures	<u>2,280</u>	<u>2,280</u>
	543,933	718,689
Less accumulated depreciation	<u>389,587</u>	<u>566,769</u>
	<u>154,346</u>	<u>151,920</u>
Total assets	<u><u>\$ 290,378</u></u>	<u><u>\$ 261,301</u></u>

See Notes to Financial Statements.

Liabilities and Net Assets (Deficit)	<u>2014</u>	<u>2013</u>
Current Liabilities		
Current maturities of capital leases	\$ 4,166	\$ 16,596
Checks issued in excess of deposits		3,356
Accounts payable	40,120	93,601
Accrued expenses	<u>128,948</u>	<u>168,206</u>
Total current liabilities	173,234	281,759
Long-Term Liabilities		
Capital leases, less current maturities	<u>6,530</u>	<u>12,204</u>
Total liabilities	<u>179,764</u>	<u>293,963</u>
Net Assets (Deficit)		
Unrestricted	100,867	(95,662)
Temporarily restricted	<u>9,747</u>	<u>63,000</u>
Total net assets (deficit)	<u>110,614</u>	<u>(32,662)</u>
Total liabilities and net assets (deficit)	<u>\$ 290,378</u>	<u>\$ 261,301</u>

THE KENTUCKY SHAKESPEARE FESTIVAL, INC.

STATEMENTS OF ACTIVITIES
Years Ended August 31, 2014 and 2013

	2014		
	Unrestricted	Temporarily Restricted	Total
Revenues and Other Support			
Grants	\$ 205,387	\$ 27,000	\$ 232,387
Contributions	122,579		122,579
Gifts in kind and contributed services	17,832		17,832
Education programs	195,385		195,385
Productions	48,019		48,019
Special events (net of cost of direct benefits to donors of \$5,838 for 2014)	17,524		17,524
Charitable gaming, net			
Forgiveness of debt	23,184		23,184
Gain on involuntary conversion	76,653		76,653
Other income	4,916		4,916
	<u>711,479</u>	<u>27,000</u>	<u>738,479</u>
Net assets released from restrictions	<u>80,253</u>	<u>(80,253)</u>	<u></u>
Total revenues and other support	<u>791,732</u>	<u>(53,253)</u>	<u>738,479</u>
Expenses			
Program services	496,327		496,327
Management and general	88,732		88,732
Fund-raising	10,144		10,144
Total expenses	<u>595,203</u>	<u></u>	<u>595,203</u>
Net decrease (increase) in total net deficit	196,529	(53,253)	143,276
Net assets (deficit), beginning of year	<u>(95,662)</u>	<u>63,000</u>	<u>(32,662)</u>
Net assets (deficit), end of year	<u>\$ 100,867</u>	<u>\$ 9,747</u>	<u>\$ 110,614</u>

See Notes to Financial Statements.

2013

<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Total</u>
\$ 181,734	\$ 57,000	\$238,734
342,408	12,000	354,408
36,322		36,322
165,106		165,106
29,980		29,980
46,311		46,311
48,005		48,005
<u>2,537</u>		<u>2,537</u>
852,403	69,000	921,403
<u>29,897</u>	<u>(29,897)</u>	
<u>882,300</u>	<u>39,103</u>	<u>921,403</u>
648,689		648,689
168,336		168,336
<u>51,186</u>		<u>51,186</u>
<u>868,211</u>		<u>868,211</u>
14,089	39,103	53,192
<u>(109,751)</u>	<u>23,897</u>	<u>(85,854)</u>
<u>\$ (95,662)</u>	<u>\$ 63,000</u>	<u>\$ (32,662)</u>

THE KENTUCKY SHAKESPEARE FESTIVAL, INC.

STATEMENTS OF FUNCTIONAL EXPENSES

Years Ended August 31, 2014 and 2013

	2014					Total
	Productions	Education	Total Program Services	Management and General	Fund- Raising	
Salaries	\$ 51,141	\$ 154,896	\$ 206,037	\$ 10,754		\$ 216,791
Actors contracts	112,270		112,270			112,270
Production expense	32,281		32,281			32,281
Rent	2,906	819	3,725	19,453	\$ 3,375	26,553
Advertising	12,794	4,146	16,940	684	350	17,974
Merchandise and concessions	17,443		17,443			17,443
Housing	5,139	10,300	15,439			15,439
Insurance	9,005	4,502	13,507	1,501		15,008
Payroll taxes	3,448	10,442	13,890	725		14,615
Office supplies				9,492	1,793	11,285
Payroll tax penalties				10,299		10,299
Employee benefits	2,169	6,570	8,739	456		9,195
Equipment rental and expense	3,777	2,450	6,227	2,367		8,594
Professional fees				8,195		8,195
Interest expense				6,937		6,937
Telephone	3,557	1,940	5,497	647	323	6,467
Miscellaneous expense				6,375		6,375
Travel	605	3,635	4,240	820		5,060
Education expense		4,689	4,689			4,689
Development					3,780	3,780
Dues and subscriptions				3,218		3,218
Bank charges				2,972		2,972
Meals and entertainment	692	179	871		523	1,394
Total expenses before depreciation	257,227	204,568	461,795	84,895	10,144	556,834
Depreciation	23,021	11,511	34,532	3,837		38,369
Total	<u>\$ 280,248</u>	<u>\$ 216,079</u>	<u>\$ 496,327</u>	<u>\$ 88,732</u>	<u>\$ 10,144</u>	<u>\$ 595,203</u>

See Notes to Financial Statements.

2013

<u>Productions</u>	<u>Education</u>	<u>Total Program Services</u>	<u>Management and General</u>	<u>Fund- Raising</u>	<u>Total</u>
\$ 91,143	\$ 205,601	\$ 296,744	\$ 13,838	\$ 9,393	\$ 319,975
86,960		86,960			86,960
48,574		48,574			48,574
4,200	1,063	5,263	19,550	3,375	28,188
4,246	16,141	20,387	6,693	1,679	28,759
16,692		16,692			16,692
26,956	8,847	35,803			35,803
8,997	4,498	13,495	1,499		14,994
7,763	17,512	25,275	1,179	800	27,254
			15,066	7,590	22,656
			21,751		21,751
6,386	14,405	20,791	970	658	22,419
4,702	780	5,482	6,646		12,128
			33,463	19,400	52,863
			20,724		20,724
5,948	3,244	9,192	1,081	541	10,814
			2,073		2,073
7,564	11,827	19,391	3,977	1,036	24,404
	8,720	8,720			8,720
				4,873	4,873
			3,136		3,136
			7,253		7,253
<u>1,992</u>	<u>521</u>	<u>2,513</u>	<u>5,725</u>	<u>1,841</u>	<u>10,079</u>
322,123	293,159	615,282	164,624	51,186	831,092
<u>22,271</u>	<u>11,136</u>	<u>33,407</u>	<u>3,712</u>		<u>37,119</u>
<u>\$ 344,394</u>	<u>\$ 304,295</u>	<u>\$ 648,689</u>	<u>\$ 168,336</u>	<u>\$ 51,186</u>	<u>\$ 868,211</u>

THE KENTUCKY SHAKESPEARE FESTIVAL, INC.

STATEMENTS OF CASH FLOWS
Years Ended August 31, 2014 and 2013

	<u>2014</u>	<u>2013</u>
Cash Flows from Operating Activities		
Cash received from grants and contributions	\$ 367,085	\$ 582,389
Cash received from productions, education and other sources	271,682	200,010
Cash received from charitable gaming, net		46,311
Cash paid to suppliers and employees	(610,214)	(715,410)
Interest paid	<u>(6,937)</u>	<u>(20,724)</u>
Net cash provided by operating activities	<u>21,616</u>	<u>92,576</u>
Cash Flows from Investing Activities		
Expenditures for property and equipment	(51,130)	(17,252)
Deposit on property and equipment	(5,000)	
Proceeds from involuntary conversion	<u>86,988</u>	<u> </u>
Net cash provided by (used in) investing activities	<u>30,858</u>	<u>(17,252)</u>
Cash Flows from Financing Activities		
Payments on borrowings - related party		(10,000)
Net payments on line of credit		(18,000)
Principal payments on note payable		(25,971)
Principal payments under capital leases	<u>(18,104)</u>	<u>(14,479)</u>
Net cash used in financing activities	<u>(18,104)</u>	<u>(68,450)</u>
Net increase in cash and cash equivalents	34,370	6,874
Cash and cash equivalents, beginning of year	<u>8,359</u>	<u>1,485</u>
Cash and cash equivalents, end of year	<u><u>\$ 42,729</u></u>	<u><u>\$ 8,359</u></u>

See Notes to Financial Statements.

	<u>2014</u>	<u>2013</u>
Reconciliation of Net Decrease in Total Net Deficit to Net Cash Provided by Operating Activities		
Net decrease in total net deficit	<u>\$143,276</u>	<u>\$ 53,192</u>
Adjustments to reconcile net decrease in total net deficit to net cash provided by operating activities:		
Depreciation	38,369	37,119
Loss on disposal of property and equipment		1,187
Gain on involuntary conversion	(76,653)	
Contribution - conversion of note payable - related party		(12,000)
Change in assets and liabilities:		
(Increase) decrease in:		
Grants receivable	12,189	(894)
Other receivables	(70)	2,141
Deposits	600	1,200
Increase (decrease) in:		
Checks issued in excess of cash on deposit	(3,356)	3,356
Accounts payable	(53,481)	(37,437)
Accrued expenses	<u>(39,258)</u>	<u>44,712</u>
Total adjustments	<u>(121,660)</u>	<u>39,384</u>
Net cash provided by operating activities	<u>\$ 21,616</u>	<u>\$ 92,576</u>

THE KENTUCKY SHAKESPEARE FESTIVAL, INC.

NOTES TO FINANCIAL STATEMENTS

Note 1. Nature of Operations and Summary of Significant Accounting Policies

Nature of operations:

The Kentucky Shakespeare Festival, Inc. (Organization) is a not-for-profit organization which locally produces plays by William Shakespeare that are performed free to the public at Central Park's C. Douglas Ramey Amphitheater in Louisville, Kentucky. The stage and seating at the amphitheater are the property of the Organization, and the land is the property of Louisville Metro Parks. The plays are performed during the summer months using professional actors, summer interns, and high school apprentices. The plays are also performed in various schools, community centers, corporations, prisons and juvenile centers in Kentucky and surrounding states. Through the Education Outreach Program, the Organization provides theater classes for children and adults, workshops in performing arts, and cultural opportunities to introduce children in Kentucky and the surrounding states to theater.

Summary of significant accounting policies:

This summary of significant accounting policies of the Organization is presented to assist in understanding the Organization's financial statements. The financial statements and notes are representations of the Organization's management who is responsible for the integrity and objectivity of the financial statements. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the financial statements.

Basis of presentation:

The accompanying financial statements of the Organization have been prepared on the accrual basis of accounting. The Organization is required to report information regarding its financial position and activities according to the three classes of net assets: unrestricted, temporarily restricted, and permanently restricted.

NOTES TO FINANCIAL STATEMENTS

Use of estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and cash equivalents:

For purposes of the statement of cash flows, the Organization considers only undesignated cash and investments with original maturities of three months or less to be cash and cash equivalents.

Grants receivable:

The valuation of grants receivable is based upon historical experience and management's evaluation of the current status of receivables. Receivables are considered uncollectible if payment is not received in accordance with the contractual terms. The allowance account is maintained equal to the estimated uncollectible portion of receivables. It is the Organization's policy to charge off uncollectible receivables to the allowance account when management determines they will not be collected. As of August 31, 2014 and 2013, there is no allowance recorded as balances are considered fully collectible.

Property, equipment and depreciation:

Property and equipment are recorded at cost, if purchased, or fair market value as of the date of donation, if donated. The Organization's policy is to capitalize asset purchases in excess of \$700. Depreciation of property and equipment is computed on the straight-line method over their estimated useful lives:

Leasehold improvements	5-40 years
Vehicles	5 years
Equipment	5-10 years
Furniture and fixtures	5-7 years

NOTES TO FINANCIAL STATEMENTS

Contributions:

Contributions received that are designated for future periods or restricted by the donor for specific purposes are reported as temporarily restricted. Contributions, excluding grants, that are restricted by the donor are reported as increases in unrestricted net assets if the restrictions expire in the reporting period in which the revenue is recognized. When a temporary restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

Donations other than cash are recorded at their fair market value as of the date of the donation. Donated services must meet the specific expertise requirements and would normally have been purchased before they are recorded. Donations of long-lived assets with explicit restrictions that specify how the assets are to be used and donations of cash or other assets that must be used to acquire long-lived assets are reported as temporarily restricted support. Absent explicit donor stipulations about how long those long-lived assets must be maintained, the Organization reports expirations of donor restrictions when the donated or acquired long-lived assets are placed in service.

A summary of in-kind donations and contributed services for the years ended August 31, 2014 and 2013 is as follows:

	<u>2014</u>	<u>2013</u>
Rent	\$17,832	\$21,722
Financial consultant	<u> </u>	<u>14,600</u>
	<u>\$17,832</u>	<u>\$36,322</u>

A portion of the rent expense for the administrative office building was donated. The donation is reported at its fair market value and is included in the financial statements as gifts in kind and contributed services and corresponding rent expense of \$17,832 and \$21,722 for the years ended August 31, 2014 and 2013, respectively.

The financial consultant's services were utilized within the management and general operations of the Organization to assist with financial analysis.

NOTES TO FINANCIAL STATEMENTS

Advertising:

The Organization's policy is to expense advertising costs as the costs are incurred. Advertising cost for the years ended August 31, 2014 and 2013 was \$17,974 and \$28,759, respectively.

Income taxes:

The Organization is exempt from federal, state and local income taxes as a not-for-profit organization as described under Section 501(c)(3) of the Internal Revenue Code. The Organization files an informational tax return in the U.S. federal jurisdiction. However, income from certain activities not directly related to the Organization's tax-exempt purpose may be subject to taxation as unrelated business income.

As of August 31, 2014 and 2013, the Organization did not have any accrued interest or penalties related to income tax liabilities, and no interest or penalties have been charged to operations for the years then ended. Tax years ending on or after August 31, 2011, remain subject to IRS review and change. Tax years still open under state statute of limitations remain subject to review and change.

Subsequent events:

Subsequent events have been evaluated through January 20, 2015, which is the date the financial statements were available to be issued.

Note 2. Grants Receivable

Grants receivable consist of the following as of August 31, 2014 and 2013:

	<u>2014</u>	<u>2013</u>
Fund for the Arts	\$83,332	\$29,222
Kentucky Arts Council	543	9,842
Gheens Foundation		50,000
Louisville/Jefferson County Metro Government	_____	<u>7,000</u>
Total grants receivable	<u>\$83,875</u>	<u>\$96,064</u>

NOTES TO FINANCIAL STATEMENTS

Note 3. Obligations Under Capital Leases

The Organization has lease agreements for equipment and vehicles that meet the requirements of a capital lease according to accounting principles generally accepted in the United States of America.

The following is an analysis of the leased assets at August 31, 2014 and 2013:

	<u>2014</u>	<u>2013</u>
Vehicles	\$ 19,975	\$ 37,472
Equipment	<u> </u>	<u>23,565</u>
Total	19,975	61,037
Less accumulated depreciation	<u>(10,320)</u>	<u>(29,054)</u>
	<u>\$ 9,655</u>	<u>\$ 31,983</u>

Amortization of the assets held under capital lease is included with depreciation expense. Future financial obligations under these leases are as follows:

<u>Year Ending August 31,</u>	Required Annual Minimum Payments	Amounts Representing Interest	Amounts Representing Principal
2015	\$ 4,905	\$ 739	\$ 4,166
2016	4,905	376	4,529
2017	<u>2,044</u>	<u>43</u>	<u>2,001</u>
	<u>\$11,854</u>	<u>\$1,158</u>	<u>\$10,696</u>

NOTES TO FINANCIAL STATEMENTS

Note 4. Changes in Temporarily Restricted Net Assets

Changes in temporarily restricted net assets for the years ended August 31, 2014 and 2013 were as follows:

<u>Purpose</u>	<u>Balance 8-31-13</u>	<u>Contributions and Grants</u>	<u>Released from Restrictions</u>	<u>Balance 8-31-14</u>
Saturday in the Park	\$ 7,000	\$ 7,500	\$(14,500)	
Destination Festival model	50,000		(50,000)	
Stratford Society	6,000		(6,000)	
Marketing and Promotion	<u> </u>	<u>19,500</u>	<u>(9,753)</u>	<u>\$ 9,747</u>
	<u>\$63,000</u>	<u>\$27,000</u>	<u>\$(80,253)</u>	<u>\$ 9,747</u>

<u>Purpose</u>	<u>Balance 8-31-12</u>	<u>Contributions and Grants</u>	<u>Released from Restrictions</u>	<u>Balance 8-31-13</u>
Saturday in the Park	\$ 8,000	\$ 7,000	\$ (8,000)	\$ 7,000
Destination Festival model		50,000		50,000
Stratford Society		12,000	(6,000)	6,000
Business consultant	<u>15,897</u>	<u> </u>	<u>(15,897)</u>	<u> </u>
	<u>\$23,897</u>	<u>\$69,000</u>	<u>\$(29,897)</u>	<u>\$63,000</u>

Note 5. Charitable Gaming

The Organization participated in charitable gaming activities consisting of bingo, pull-tab games and raffle ticket sales to raise funds during the year ended August 31, 2013. Following are the results of these activities for the year ended August 31, 2013:

Gross revenue	\$865,954
Less: expenses	<u>819,643</u>
Net revenues from charitable gaming	<u>\$ 46,311</u>

The charitable gaming activities were ceased by the Organization in July 2013.

Note 6. Involuntary Conversion

During the year ended August 31, 2014, lighting and sound equipment was stolen from the Organization. The Organization recorded a gain on involuntary conversion of \$76,653 for the difference between the net book value of the equipment stolen and the amount of insurance proceeds received.

NOTES TO FINANCIAL STATEMENTS

Note 7. Concentrations and Contingencies

The Organization receives a significant portion of its revenues from Fund for the Arts and an individual donor. Revenues from Fund for the Arts represented 16% and 15% of net revenues during the years ended August 31, 2014 and 2013, respectively. The receivable due from Fund for the Arts as of August 31, 2014 and 2013 was \$83,332 and \$29,222, respectively. Revenues from the individual donor represented 21% of net revenues during the year ended August 31, 2013. There was no concentration of revenues from this donor during the year ended August 31, 2014. Changes in the future allocation of funding from these donors could have a significant impact on the Organization's operations.

The Organization had approximately 16% of its actors (both employees and independent contractors) subject to collective bargaining agreements at August 31, 2013. There was no such concentration at August 31, 2014.

The Organization is a party to various legal actions arising in the ordinary course of its business. In management's opinion, the Organization has sufficient contract rights and/or adequate legal defenses respecting each of these actions and does not believe that they will materially affect the Organization's operations or financial position.

Note 8. Retirement Plan

The Organization sponsors a 403(b) plan which covers substantially all employees who meet certain eligibility requirements as to age and length of service. The Organization did not contribute to the retirement plan for the years ended August 31, 2014 and 2013.

Note 9. Operations

As of August 31, 2014, the Organization's current liabilities exceeded its current assets by \$37,202. This factor creates uncertainty about the Organization's ability to continue as a going concern. The Organization is working to restructure and pay off debts, reduce expenses, and obtain additional grant funding. During the year ended August 31, 2014, the Organization entered into an agreement with the Internal Revenue Service to repay outstanding payroll taxes of approximately \$103,000 by making \$350 monthly payments. The Organization is also monitoring cash flow on a daily basis to meet current cash flow needs. The budget is being monitored to ensure expenses are in line with revenues. The current and budgeted cash flow will be utilized to support operations through the year ending August 31, 2015.

Kentucky Shakespeare Festival, Inc.

Full-time staff

NAME	TITLE	ANNUAL SALARY
Matt Wallace	Producing Artistic Director	\$63,600
Robert Silverthorn III	Director of Operations and Marketing	\$54,450
Kyle Ware	Director of Education	\$38,500
Hannah Pruitt	Education Programs Manager	\$31,900

THE KENTUCKY SHAKESPEARE FESTIVAL, INC.

General Information

Organization Number	0010680
Name	THE KENTUCKY SHAKESPEARE FESTIVAL, INC.
Profit or Non-Profit	N - Non-profit
Company Type	KCO - Kentucky Corporation
Status	A - Active
Standing	G - Good
State	KY
File Date	5/8/1963
Organization Date	5/8/1963
Last Annual Report	1/5/2015
Principal Office	323 WEST BROADWAY STE. 401 LOUISVILLE, KY 40202
Registered Agent	MATT WALLACE 323 WEST BROADWAY SUITE 401 LOUISVILLE, KY 40202

Current Officers

President	<u>KAREN RICHARDSON</u>
Vice President	<u>PHILLIP ALLEN</u>
Treasurer	<u>ANDY PARKER</u>
Director	<u>ELIZABETH CHERRY SIEBERT</u>
Director	<u>KAREN RICHARDSON</u>
Director	<u>PHILLIP ALLEN</u>

Individuals / Entities listed at time of formation

Director	<u>STUART R PAINE</u>
Director	<u>MARTIN R AYERS</u>
Director	<u>C DOUGLAS RAMEY</u>
Director	<u>EURELIA M SALYERS</u>
Director	<u>GEORGE A HENDON</u>
Incorporator	<u>STUART R PAINE</u>
Incorporator	<u>C DOUGLAS RAMEY</u>
Incorporator	<u>ELIZABETH HOERTH</u>

Images available online

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

Name Renewal

6/2/2015 9:05:29 AM 1 page

PDF

Annual Report	1/5/2015	1 page	PDF	
Registered Agent name/address change	2/10/2014 11:16:28 AM	1 page	PDF	
Annual Report	2/10/2014	1 page	PDF	
Annual Report	3/5/2013	1 page	PDF	
Annual Report	6/28/2012	1 page	tiff	PDF
Principal Office Address Change	11/10/2011	1 page	tiff	PDF
Registered Agent name/address change	11/10/2011	1 page	tiff	PDF
Reinstatement Certificate of Existence	10/7/2011 12:49:58 PM	2 pages	PDF	
Reinstatement	10/7/2011 12:47:11 PM	4 pages	PDF	
Reinstatement Approval Letter Revenue	10/7/2011 12:44:47 PM	1 page	PDF	
Administrative Dissolution Return	9/28/2011	1 page	tiff	PDF
Administrative Dissolution Sixty Day Notice Return	9/10/2011	1 page	PDF	
Certificate of Assumed Name	7/20/2011	2 pages	tiff	PDF
Certificate of Assumed Name	11/4/2010	1 page	tiff	PDF
Annual Report	4/1/2010	1 page	tiff	PDF
Annual Report	9/15/2009	2 pages	tiff	PDF
Registered Agent name/address change	9/15/2009	1 page	tiff	PDF
Articles of Organization (LLC)	6/17/2008	1 page	tiff	PDF
Annual Report	3/11/2008	1 page	tiff	PDF
Annual Report	3/7/2007	1 page	tiff	PDF
Annual Report	3/6/2006	3 pages	tiff	PDF
Statement of Change	7/14/2005	1 page	tiff	PDF
Annual Report	6/30/2005	2 pages	tiff	PDF
Annual Report	6/3/2003	1 page	tiff	PDF
Name Renewal	2/6/2003	1 page	tiff	PDF
Annual Report	9/24/2002	1 page	tiff	PDF
Annual Report	9/11/2001	1 page	tiff	PDF
Annual Report	6/13/2000	1 page	tiff	PDF
Annual Report	8/13/1999	1 page	tiff	PDF
Annual Report	5/11/1998	4 pages	tiff	PDF
Annual Report	7/1/1997	1 page	tiff	PDF
Annual Report	7/1/1996	5 pages	tiff	PDF
Annual Report	7/1/1995	6 pages	tiff	PDF
Annual Report	7/1/1994	6 pages	tiff	PDF
Statement of Change	5/5/1994	1 page	tiff	PDF
Annual Report	3/24/1993	2 pages	tiff	PDF
Annual Report	3/19/1992	2 pages	tiff	PDF
Annual Report	7/1/1991	2 pages	tiff	PDF
Amendment	3/28/1991	4 pages	tiff	PDF
Statement of Change	3/28/1991	1 page	tiff	PDF
Annual Report	7/1/1990	4 pages	tiff	PDF

