

Internal Revenue Service

Department of the Treasury

District
Director

P.O. Box 2508, Cincinnati, OH 45201

Louisville Childrens Theater, Inc.
Stage One
721 West Main St.
Louisville, KY 40202

Person to Contact:
Dale Pepper
Telephone Number:
(513) 684-3578
Refer Reply to:
EP/EO
Date:
SEP 18 1986

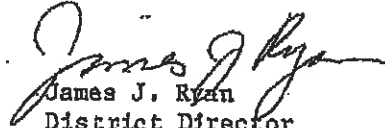
Dear Sir or Madam:

This is in response to your letter of September 4, 1986.

Our records show that you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code. Also, you are not a private foundation because you are described in section 170(b)(1)(A)(vi) of the Code. Contributions to you are deductible by the donor as provided in section 170 of the Code.

Please call the person whose name and telephone number appear above if you have any questions on this matter.

Sincerely yours,


James J. Ryan
District Director

tax id



StageOne Family Theatre
Statement of Financial Position

| | as of 5/31/13 | as of 4/30/14 | as of 5/31/14 | Monthly Variance | Prior Year Variance |
|---|------------------|------------------|------------------|---------------------|------------------------|
| <i>(Unaudited)</i> | | | | | |
| Assets | | | | | |
| Cash-Operating | \$43,708 | \$49,164 | \$29,637 | (\$19,527) | (\$14,071) |
| Petty Cash-Variou | 684 | 2,072 | 2,072 | - | 1,388 |
| Accounts Receivable | 23,379 | 16,467 | 33,901 | 17,434 | 10,522 |
| Pledges Receivable | 83,640 | 128,650 | 490,422 | 361,772 | 406,782 |
| Prepaid Expenses and Other Investments | 34,684 | 87,630 | 34,485 | (53,145) | (199) |
| Property & Equipment, Net | 25,936 | 10,614 | 10,797 | 183 | (15,139) |
| | 42,355 | 32,291 | 40,842 | 8,551 | (1,513) |
| Total Assets | \$254,386 | \$326,888 | \$642,156 | \$315,268 | \$387,770 |
| Liabilities | | | | | |
| Accounts Payable | \$159,658 | \$84,264 | \$150,185 | \$65,921 | (\$9,473) |
| Notes Payable | 328,417 | 309,984 | 308,304 | (1,680) | (20,113) |
| Deferred Ticket Sales & Camps | 36,009 | 76,041 | 41,707 | (34,334) | 5,698 |
| Deferred Fund for the Arts | - | 34,224 | - | (34,224) | - |
| Deferred Other Contributions | 308,506 | 100,168 | 438,308 | 338,140 | 129,802 |
| | \$832,590 | \$604,681 | \$938,504 | \$333,823 | \$105,914 |
| Net Assets | (578,204) | (277,793) | (296,348) | (18,555) | 281,856 |
| Total Liabilities and Net Assets | \$254,386 | \$326,888 | \$642,156 | \$315,268 | \$387,770 |

**StageOne Family Theatre
Statement of Activities
Summary**

UNAUDITED

| | FY 13 | | FY 14 | | FY 14 | | FY 14 | | FY 16 | FY 15 |
|-------------------------------------|----------------|--------|----------------|----------------|-----------------|--------|--------------------|-------------------------|-----------------|------------------|
| | 5/31/2013 | ACTUAL | 5/31/2014 | ACTUAL | 5/31/2014 | BUDGET | Variance to Budget | 12 Months Ended 5/31/14 | BUDGET | APPROVED BUDGET |
| | | | | | | | | ACTUAL | BUDGET | |
| REVENUE | | | | | | | | | | |
| EARNED REVENUE | | | | | | | | | | |
| TICKET SALES | | | | | | | | | | |
| Season Subscriptions | 1,087 | | 871 | 1,000 | (128) | | 3,613 | 8,000 | (4,387) | 2,400 |
| Single Tickets | 13,478 | | 5,904 | 15,310 | (9,406) | | 46,495 | 68,325 | (21,830) | 78,000 |
| Student Matinee Sales | 98,805 | | 68,899 | 114,750 | (45,851) | | 162,957 | 213,125 | (50,168) | 246,000 |
| Group Sales | 2,572 | | - | - | - | | - | - | - | 0 |
| Ticket Handling | 5 | | 48 | 60 | (14) | | 193 | 240 | (47) | 200 |
| Sales Commission & Discounts | 0 | | - | - | - | | - | - | - | 0 |
| TOTAL TICKET SALES | 115,947 | | 75,720 | 131,120 | (55,400) | | 213,258 | 289,690 | (76,432) | 323,600 |
| OTHER EARNED REVENUE | | | | | | | | | | |
| Education Program Fees | 11,786 | | 18,700 | 4,000 | 14,700 | | 117,044 | 68,500 | 48,544 | 91,000 |
| Rental Income | 580 | | 189 | 1,000 | (811) | | 1,793 | 1,000 | 793 | 2,500 |
| Concession & Novelty Sales (net) | 66 | | 361 | 125 | 236 | | 525 | 400 | 125 | 400 |
| Other Earned Income | 7,718 | | 11,881 | 5,360 | 6,521 | | 19,150 | 5,860 | 13,290 | 1,000 |
| TOTAL OTHER EARNED REVENUE | 20,150 | | 31,131 | 10,485 | 20,646 | | 138,512 | 75,760 | 62,752 | 94,900 |
| TOTAL EARNED REVENUE | 136,105 | | 106,851 | 141,605 | (34,754) | | 351,770 | 365,450 | (13,680) | 418,500 |
| CONTRIBUTED REVENUE | | | | | | | | | | |
| Board Contributions | 6,283 | | 2,014 | - | 2,014 | | 59,586 | 75,000 | (16,314) | 75,000 |
| Individual Contributions | 8,389 | | 19,850 | 350 | 19,480 | | 153,224 | 25,000 | 128,224 | 85,000 |
| Corporate Contributions | 6,328 | | 17,386 | 16,663 | 723 | | 355,916 | 410,000 | (54,084) | 425,000 |
| Foundations | 14,200 | | 45,000 | 15,000 | 30,000 | | 441,250 | 125,000 | 316,250 | 190,000 |
| Non-Government Agency | 0 | | - | - | - | | 15,000 | 15,000 | - | 15,000 |
| Government Support | 0 | | 13,804 | - | 13,804 | | 70,788 | 75,000 | (4,212) | 60,000 |
| Fund for the Arts (allocations) | 54,545 | | 36,364 | 54,550 | (18,186) | | 400,000 | 600,000 | (200,000) | 400,000 |
| Fund for the Arts (matching gifts) | 175 | | 2,990 | 3,300 | (310) | | 22,490 | 15,000 | 7,490 | 15,000 |
| Fund Raising Events (net) and Other | 7 | | (1,889) | 10,000 | (11,889) | | 20,565 | 37,500 | (16,915) | 28,000 |
| In-Kind Revenue | 457 | | 350 | 833 | (483) | | 5,079 | 10,000 | (4,921) | 7,000 |
| TOTAL CONTRIBUTIONS | 90,402 | | 135,849 | 100,696 | 35,153 | | 1,543,918 | 1,387,500 | 156,518 | 1,280,000 |
| TOTAL REVENUE | 226,507 | | 242,700 | 242,301 | 389 | | 1,894,788 | 1,752,950 | 141,838 | 1,678,500 |

Prepared for: StageOne's Finance Committee
Prepared by: Tonya McSorley on 7/17/2014

**StageOne Family Theatre
Statement of Activities
Summary**
UNAUDITED

| | Current Period | | | Year-to-Date | | | | |
|---|------------------------------|------------------------------|-----------------------|---|---|-----------------------|---------------------------|-----------------------------|
| | FY 14 5/31/2014 ACTUAL | FY 14 5/31/2014 BUDGET | Variance to Budget | FY 14 12 Months Ended 5/31/14 ACTUAL | FY 14 12 Months Ended 5/31/14 BUDGET | Variance to Budget | FY 14 ANNUAL BUDGET | FY 15 APPROVED BUDGET |
| EXPENDITURES | | | | | | | | |
| Production - overhead | 16,387 | 31,915 | 19,156 | 313,333 | 284,403 | 18,930 | 284,403 | 312,489 |
| Productions - direct costs | 121,006 | 126,391 | (23,096) | 400,602 | 481,472 | (60,870) | 461,472 | 414,702 |
| Education - overhead | 17,287 | 18,291 | (506) | 149,260 | 144,679 | 4,581 | 144,679 | 144,032 |
| Education Programs - direct costs | 2,570 | 1,425 | (836) | 25,351 | 22,000 | 3,351 | 22,000 | 22,900 |
| Marketing & Patron Services | 18,180 | 16,761 | (1,063) | 134,111 | 143,867 | (9,756) | 143,867 | 153,378 |
| Development | 22,150 | 14,820 | 6,461 | 187,835 | 185,346 | 2,589 | 185,346 | 120,064 |
| Finance & Administrative | 46,305 | 40,563 | 11,234 | 402,501 | 388,330 | 14,171 | 388,330 | 388,197 |
| TOTAL EXPENDITURES | 243,885 | 250,166 | 11,250 | 1,613,093 | 1,640,087 | (27,004) | 1,640,087 | 1,555,742 |
| SUBTOTAL REVENUE OVER (UNDER) EXPENDITURES | (17,378) | (7,865) | (10,851) | 281,895 | 112,853 | 168,842 | 112,853 | 122,758 |
| NON-RECURRING ITEMS | 22,825 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| TOTAL REVENUE OVER (UNDER) EXPENDITURES | 5,447 | (7,865) | (10,851) | 281,896 | 112,853 | 168,842 | 112,853 | 122,758 |
| Income from/and Change in Fair Value of Endowment Investments | (175) | 181 | | 161 | | | | |

**StageOne Family Theatre
Statement of Activities
Summary
UNAUDITED**

| | FY 14 ANNUAL ACTUAL | FY 14 ANNUAL BUDGET | Variance to Budget | FY 15 APPROVED BUDGET |
|--|---------------------------|---------------------------|-----------------------|-----------------------------|
|--|---------------------------|---------------------------|-----------------------|-----------------------------|

REVENUE

EARNED REVENUE

| | | | | |
|-----------------------------|----------------|----------------|-----------------|----------------|
| Ticket Sales | 213,258 | 289,690 | (76,432) | 323,600 |
| Education Programs | 117,044 | 68,500 | 48,544 | 91,000 |
| Other Earned Income | 21,468 | 7,260 | 14,208 | 3,900 |
| TOTAL EARNED REVENUE | 351,770 | 365,450 | (13,680) | 418,500 |

CONTRIBUTED REVENUE

| | | | | |
|-------------------------------------|------------------|------------------|----------------|------------------|
| Board of Directors | 58,686 | 75,000 | (16,314) | 75,000 |
| Individual, Corporate & Foundations | 965,390 | 575,000 | 390,390 | 675,000 |
| Government & Other Grants | 70,788 | 75,000 | (4,212) | 60,000 |
| Fund for the Arts (allocations) | 400,000 | 600,000 | (200,000) | 400,000 |
| Fund for the Arts (matching gifts) | 22,490 | 15,000 | 7,490 | 15,000 |
| Fund Raising Events (net) and Other | 20,585 | 37,500 | (16,915) | 28,000 |
| In-Kind Revenue | 5,079 | 10,000 | (4,921) | 7,000 |
| TOTAL CONTRIBUTIONS | 1,543,018 | 1,387,500 | 155,518 | 1,260,000 |

TOTAL REVENUE

| | | | |
|------------------|------------------|----------------|------------------|
| 1,894,788 | 1,752,950 | 141,838 | 1,678,500 |
|------------------|------------------|----------------|------------------|

EXPENDITURES

| | | | | |
|-----------------------------------|------------------|------------------|-----------------|------------------|
| Production - overhead | 313,333 | 294,403 | 18,930 | 312,469 |
| Productions - direct costs | 400,602 | 461,472 | (60,870) | 414,702 |
| Education - overhead | 149,260 | 144,679 | 4,581 | 144,032 |
| Education Programs - direct costs | 25,351 | 22,000 | 3,351 | 22,900 |
| Marketing & Patron Services | 134,111 | 143,867 | (9,756) | 153,378 |
| Development | 187,935 | 185,346 | 2,589 | 120,064 |
| Finance & Administrative | 402,501 | 388,330 | 14,171 | 388,197 |
| TOTAL EXPENDITURES | 1,613,093 | 1,640,097 | (27,004) | 1,555,742 |

TOTAL REVENUE OVER (UNDER) EXPENDITURES

| | | | |
|----------------|----------------|----------------|----------------|
| 281,695 | 112,853 | 168,842 | 122,758 |
|----------------|----------------|----------------|----------------|

Income from/and Change in Fair Value of Endowment Investments

| |
|-----|
| 161 |
|-----|

**StageOne Family Theatre
Operating Budget, FY12-16
OVERVIEW**

| | 11-Months FY12 Audited | 12-Months FY13 Audited | FY14 Audited | FY15 Budget | FY15 Forecast | FY16 Budget |
|---|---------------------------------------|---------------------------------------|-------------------------|------------------------|--------------------------|------------------------|
| Revenue: | | | | | | |
| Earned Revenue: | | | | | | |
| Ticket sales | 369,281 | 344,303 | 213,258 | 323,200 | 308,410 | 319,280 |
| Education program fees | 86,837 | 87,925 | 117,044 | 91,000 | 106,985 | 85,000 |
| Other | 15,723 | 16,381 | 21,468 | 5,300 | 4,984 | 5,212 |
| Total Earned Revenue | 471,841 | 448,609 | 351,770 | 419,500 | 420,379 | 409,492 |
| Contributed Income: | | | | | | |
| Individuals, Corporate & Foundations | 333,340 | 529,467 | 1,024,076 | 750,000 | 788,995 | 805,000 |
| Government & Other Grants | 90,250 | 77,514 | 70,788 | 60,000 | 84,579 | 57,500 |
| Fund for the Arts allocation - regular | 301,123 | 450,000 | 400,000 | 400,000 | 400,000 | 400,000 |
| Fund for the Arts allocation - special | 6,673 | 11,382 | 22,490 | 15,000 | 42,000 | 15,000 |
| Fund Raising events (net) | 6,770 | 15,574 | 20,585 | 28,000 | 26,887 | 25,000 |
| In-Kind Contributions | 14,305 | 5,089 | 5,079 | 7,000 | 25,504 | 7,000 |
| Total Contributed Income | 752,461 | 1,089,026 | 1,543,018 | 1,260,000 | 1,367,965 | 1,309,500 |
| Total Revenue | 1,224,302 | 1,537,635 | 1,894,788 | 1,679,500 | 1,788,344 | 1,718,992 |
| Expenses: | | | | | | |
| Productions - direct costs | 763,969 | 602,182 | 400,602 | 414,702 | 414,681 | 407,563 |
| Production - overhead | 135,852 | 149,306 | 313,331 | 312,469 | 347,488 | 338,299 |
| Education | 148,106 | 152,925 | 174,611 | 169,932 | 170,684 | 175,526 |
| Marketing and Patron Services | 126,094 | 146,375 | 134,111 | 153,378 | 163,130 | 164,069 |
| Development | 74,797 | 136,180 | 187,935 | 120,064 | 120,639 | 124,939 |
| Finance & Administration | 347,955 | 386,957 | 402,504 | 388,197 | 395,839 | 379,066 |
| Total Expenses | 1,596,773 | 1,573,925 | 1,613,094 | 1,558,742 | 1,612,462 | 1,589,462 |
| Income (loss) before Non-Recurring Items | (372,471) | (36,290) | 281,694 | 120,758 | 175,882 | 129,530 |
| Non-Recurring Items | 26,399 | 40,737 | 0 | 0 | 0 | 0 |
| Net Income (Loss) | (346,072) | 4,447 | 281,694 | 120,758 | 175,882 | 129,530 |
| EBITDA: | | | | | | |
| Net income (loss) above | (346,072) | 4,447 | 281,694 | 120,758 | 175,882 | 129,530 |
| Depreciation and amortization | 18,163 | 19,340 | 20,993 | 19,400 | 19,400 | 19,660 |
| Interest expense | 13,318 | 14,800 | 14,911 | 12,400 | 12,400 | 12,500 |
| EBITDA | (314,591) | 38,587 | 317,598 | 152,558 | 207,682 | 161,690 |

StageOne

FAMILY THEATRE

2015-2016

Board of Directors

Merrick, Michael C.- Board Chairman
Partner
Dinsmore & Shohl LLP

Benson, Eric
Senior Manager
Deloitte & Touche LLP

Broughton, Jessie
Medical Sales Distributor
Black Lab Medical

Butler, Ashley
Executive Director
Lift a Life Foundation

Byrd, Kristen
Vice President – Senior Banking Advisor
PNC Wealth Management

Calzi, David
Managing Partner
Ernst & Young LLP

Goff, Lea
Partner
Stoll Keenon Ogden PLLC

Heit, Michelle Hawk
Ar-Hale Family Foundation

Helson, Jan
Co-Founder and Chairman of the Board
Global Game Changers

Kaplan, Elizabeth
Senior Vice President
Hilliard Lyons

Krug, Peggy
Compliance and Corporate Services Manager
Glenview Trust Company

Lambert, Carol
Community Volunteer

Nasim, Sabeen

Assistant Principal-Hartstem Elem.
Jefferson County Public Schools

Paradis, Jamie
Community Volunteer

Reno-Weber, Ben
Executive Director
Kentucky YMCA Youth Association

Rorer, Mark
Plant Engineering Manager
UPS Airlines

Schulz, Leisa
Superintendent of Schools,
Archdiocese of Louisville

Thomas, Carl
President/Treasurer
The Gheens Foundation

Thomas-Ross, Breck
Corporate Communications
Humana

Thome, Glenda
Community Volunteer

Ubelhart, Stephanie
Development Coordinator
Children's Hospital Foundation
Norton Healthcare Foundation

Wright, Suzanne
Director- Curriculum Management
Jefferson County Public Schools

Holloway, Peter (Ex Officio)
Producing Artistic Director

Hargens, Donna Ed.D (honorary)
Superintendent
Jefferson County Public School

Barnum, Laura Melillo (honorary)
V.P., Community Relations and Executive Director, Yum!
Brands Foundation

Berry, Mike (honorary)
President & CEO
Kentucky Derby Festival

Chand, Chuck (honorary)
Managing Partner
Samos Capital, LLC

Ellis, Stephen B. (honorary)
Assistant Professor
Hanover College

Ording, Tom (honorary)
Community Volunteer

ARTICLES OF INCORPORATION
OF
LOUISVILLE CHILDREN'S THEATER, INC.

ORIGINAL
1948

We, the undersigned, in order to form a corporation for the purposes hereinafter stated under provisions of Chapter 273, Kentucky Revised Statutes, relating to religious, charitable and educational societies, do hereby certify as follows:

A. The name of the corporation is Louisville Children's Theater, Inc.

B. The purpose for which this corporation is organized is to educate children in the public and private schools of the City of Louisville and environs by presenting educational plays and theatrical performances. Emphasis will be placed on the presentation of such plays and theatrical performances tending not only to educate children, but to inspire their patriotism. The corporation and its purposes and operations shall not involve or produce any private pecuniary gain or profit.

In order to more conveniently carry out the above, it shall have the power to buy, sell, mortgage, lease and convey real and personal property necessary or incidental to the purposes set out above; to promote, manage, advertise, direct and operate theaters for the production of theatrical performances for children; to have a corporate seal and alter it at pleasure; to sue and be sued in its corporate name; to contract and be contracted with; to make by-laws not inconsistent with law; to promote the purposes for which it is formed in this State and elsewhere as may be permitted by law; to accept gifts and to carry out any terms, requests or conditions prescribed or made by the donor thereof; to become a member of any other religious, charitable or educational corporation organized under the laws of this State, or to become affiliated with other organizations of like character existing under the laws of this or another State. and any other powers necessary or incident to the

accomplishment of the purposes set out hereinabove.

C. The corporation shall have the right to incur such amount of indebtedness as its Board of Trustees may from time to time deem proper.

D. Any conveyance of real estate by the corporation shall be by deed under its corporate seal and shall be signed by the President and the Secretary of the Board of Trustees at the time of such transfer.

E. The duration of the corporation shall be perpetual, unless sooner dissolved according to law.

F. The principal office of the corporation is to be located in the City of Louisville, Jefferson County, Kentucky, and the name and address of its resident agent for service of process is:

Henning Hilliard
419 W. Jefferson Street
Louisville 2, Ky.

G. The governing authority of this corporation shall be a Board of Trustees consisting of not less than 3 nor more than 25 members who shall have the power, among other things, to adopt rules for the government and operation of the corporation; to employ and fix the compensation of agents for the conduct of the business of the corporation, and to select from among their number an executive committee consisting of not less than 3, nor more than 7 members for the normal administration of the business of the corporation.

H. The names and addresses of the trustees who are to serve until the election of their successors are as follows:

H. S. Wilder
Route 1, Brownsboro Road
Louisville, Ky.

Mrs. Harold Brigham
428 So. First St.
Louisville, Ky.

Mrs. J. H. Simpson, Jr.
Route 1, Brownsboro Road
Louisville, Ky.

I. The members and the trustees of this corporation shall not be personally liable for any debt or obligation of the corporation solely by a reason of being members or trustees.

IN TESTIMONY WHEREOF, Witness our signatures this 7th day of ^{Aug.} ~~July~~, 1948.

N. S. Wilder
Mrs J. H. Simpson Jr. Al T. Simpson
Mrs. Harold H. Brigham Aime Gordon Brigham

STATE OF KENTUCKY
COUNTY OF JEFFERSON

I, Henning Hilliard, a Notary Public, in and for the County and State aforesaid, do hereby certify that the foregoing Articles of Incorporation were this day produced to me by N. S. Wilder, Mrs. Harold H. Brigham and Mrs. J. H. Simpson, Jr., each of whom acknowledged same to be his or her act and deed for the purposes specified therein and consented that the same might be recorded.

IN TESTIMONY WHEREOF, I have hereunder set my hand and seal this 7th day of ^{Aug.} ~~July~~, 1948.

My commission expires Oct. 17, 1949.



Henning Hilliard
Notary Public, Jefferson County, Ky.

ORIGINAL COPY
FILED AND RECORDED
DATE AUG 10 1948

George Henry Wheeler
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY
BY S. de Lyane
DEPUTY

STATE OF KENTUCKY)
:
COUNTY OF JEFFERSON)

I, a Notary Public, in and for the county and state aforesaid, hereby certify that H. Sheppard Musson, President of STAGE ONE: The Louisville Children's Theatre (formerly The Louisville Children's Theatre, Inc.) appeared before me, was sworn under oath and executed the above document in my presence, this 2nd day of January, 1980.

My commission expires: 8/12/81.


Notary Public

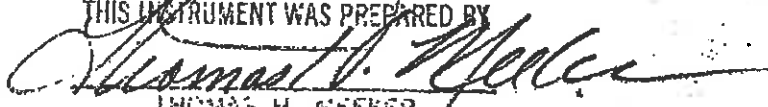
STATE OF KENTUCKY)
:
COUNTY OF JEFFERSON)

I, a Notary Public, in and for the county and state aforesaid, hereby certify that Mimi Middleton, Secretary of STAGE ONE: The Louisville Children's Theatre (formerly The Louisville Children's Theatre, Inc.) appeared before me, was sworn under oath and executed the above document in my presence, this 0² day of January, 1980.

My commission expires: 8/12/81


Notary Public

THIS INSTRUMENT WAS PREPARED BY



THOMAS H. MEEKER
WYATT, GRAFTON, & BLOSS
TWENTY-EIGHT FLOOR CITIES PLAZA
LOUISVILLE, KY. 40202

SECRETARY OF STATE
RECEIVED

FEB 11 1980

ca 400

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
THE LOUISVILLE CHILDREN'S THEATRE, INC. COMMONWEALTH OF KENTUCKY

H. Sheppard Musson, President, and Mimi Middleton,
Secretary of the Louisville Children's Theatre, Inc., a
Kentucky non-profit corporation, with its principal office
located in Louisville, Kentucky, do hereby certify that the
following amendments to the Articles of Incorporation were
adopted by a consent in writing as signed by all members of **161525**
the Board of Directors entitled to vote with respect thereto.

Section A of the Articles of Incorporation was amended
to read as follows:

The name of the corporation is STAGE ONE: The Louisville
Children's Theatre ~~Inc.~~.

~~Section F of the Articles of Incorporation was amended
to read as follows:~~

~~The principal office of the corporation is to be located
in the City of Louisville, Jefferson County, Kentucky, and
the name and address of its resident agent for service of
process is:~~

~~H. Sheppard Musson
187 Westwind Road
Louisville, Kentucky 40207~~

IN WITNESS WHEREOF, said H. Sheppard Musson, President, and
Mimi Middleton, Secretary of STAGE ONE: The Louisville Children's
Theatre (formerly The Louisville Children's Theatre, Inc.),
acting for and on behalf of said corporation, have hereunto
subscribed their names this 7th day of January, 1980.

ORIGINAL COPY
FILED

SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

FEB 11 1980

Francis James Miller
SECRETARY OF STATE

H. Sheppard Musson
H. Sheppard Musson
President

Mimi Middleton
Mimi Middleton
Secretary

Staff Bios
StageOne Family Theatre
Kentucky Arts Council KAP Grant

Mr. Peter Holloway. Mr. Holloway is in his eighth season as producing artistic director for StageOne Family Theatre. Under his leadership, StageOne has seen a complete rework of the organization's business model, shifting the emphasis from a fixed cost to a variable cost model, and the continued growth of the innovative Play it Forward program. This ticket underwriting program is the region's most inclusive arts program, providing students in grades kindergarten through sixth the opportunity to see a StageOne show at zero ticket cost. Since its inception in 2010, Play it Forward has welcomed over 200,000 students, many of which would not have been able to attend otherwise. Mr. Holloway has also overseen a reworking of the company's board of directors. This overhaul has included welcoming community leaders such as Gheens Foundation President and CEO Carl Thomas as board chair, and restructuring committees to be more effective in serving the company's mission. Other accomplishments include working with key staff members to continue StageOne's new play development program. StageOne is currently preparing for its world premiere production of "And In This Corner...Cassius clay" by nationally-known playwright Idris Goodwin, and has begun work on a world premiere adaptation of Harold and the Purple Crayon.

Mr. Andrew D. Harris. Andrew D. Harris is the associate artistic director/education for StageOne Family Theatre. His primary responsibilities include assisting with season selection, casting for all StageOne productions, serving as resident director, as well as leading the StageOne new play development program and overseeing all education programs. He has been working in the field of theatre education for the last nineteen years as an actor, director, theatre instructor for students in grades preK-12 and as a teacher trainer for pre-service and in-service teachers. Prior to joining StageOne, Andrew was involved in professional development as the Theatre Training Specialist at the Southeast Center for Education in the Arts, housed at The University of Tennessee at Chattanooga. There he was responsible for planning, and the implementation of K-12 professional development services including week-long institutes in Comprehensive Theatre Education, demonstration classes with children, and computer technology sessions.

Mr. Mike Brooks. Mr. Brooks is a recognized theatre practitioner and experienced arts administrator. Before joining StageOne, he served three years as grants manager for the Kentucky Arts Council, where he managed grant application systems, processes and data, as well as overseeing records retention and special projects for the agency. Prior to his time with the arts council, Mike spent 10 years at Actors Theatre of Louisville, where he served in many roles including coordinator of the Humana Festival of New American Plays and special events, co-founding producer and emcee of the Late Seating, and manager of foundation and government relations. He also co-founded and serves as co-artistic director of Theatre [502], a small company based in Louisville presenting regional premieres of contemporary American plays.

Mr. Gil D. Reyes. Gil Reyes just completed his first year as Director of Development at StageOne where he oversees all fundraising efforts including gifts from individuals, foundations, corporations, and government sources. He stewards those relationships and builds new ones while working closely with StageOne leadership, including the Board of Directors to establish fundraising goals and strategic initiatives. Gil is also the Co-Artistic Director of Theatre [502] and a Co-Coordinator for the Fairness Campaign's leadership Council. Before he came to StageOne, Gil worked as a Congressional Aide for Congressman Yarmuth where responsibilities included grants and the arts.

Mr. Corey Harrison. Mr. Harrison is responsible for the oversight of all production aspects of the company. Corey's work has been seen in all the continental United States and many of the provinces of Canada. He has worked with such prestigious companies as Actors Theatre of Louisville, the Louisville Ballet, Williamstown Theatre Festival, Steppenwolf Theatre Company, The Second City, and more.

Mrs. Hannah Wemitt. Hannah Wemitt joined the company in February 2007. Hannah serves as the Director of Marketing/PR and Patron Services for StageOne Family Theatre; where she coordinates all marketing, social media and publicity efforts as well as all ticketing and student matinee sales. She also serves as company photographer. Hannah received a double Bachelor of Arts Degree in both Theater Performance and Technical Set Design from the College of Charleston in Charleston, SC and has done design work for various regional theaters as well as national accounts including Louisiana State University Opera House and Maker's Mark Corporation.

Mr. Lucas W. Adams. Lucas has worked with StageOne for over six years, starting as Education Associate before transitioning to Development three years ago. Lucas assists with StageOne annual fund campaign, grant writing, and event planning. Lucas serves as a director for the company and acts and directs with companies throughout Louisville.

Ms. Talleri McRae. Talleri McRae is the Associate Education Director at StageOne Family Theatre, Louisville's professional theatre for young people. At StageOne, Talleri collaborates to design and implement a wide range of dramatic arts programming for students ages 4-18 within school and recreational environments. Over the last 10 years, she has collaborated with theatre artists and educators in California, Texas, Alaska, Kentucky, and Illinois. During her graduate studies, Talleri researched how casting choices apply to perceptions of theatre and disability with young people. Now, as a contractor with the Kennedy Center for the Performing Arts, she is proud to extend her research into conversations about disability with artists nationwide. Talleri holds a BS from Northwestern University and an MFA from the University of Texas at Austin.

Mrs. Tracy Schwab. Tracy Schwab joined StageOne as Company Stage Manager in August 2012. A member of Actors' Equity Association, Tracy serves as the Stage Manager for all productions, supervising rehearsals and performances throughout the StageOne season. Tracy works with the Production Manager and Associate Artistic Director to coordinate auditions and facilitate the casting process, coordinates travel & housing for guest artists, and serves as the liaison for guest artists while they are in residence. Tracy holds a BFA in Theatre from Western Kentucky University, and previously served as Resident Stage Manager for Cumberland County Playhouse (Crossville, TN) and Off Square Theatre Company (Jackson, WY). Tracy is thrilled to be a part of a company that provides excellent theatre and education opportunities to youth and families.

Ms. Linsey Gessner. Linsey Gessner, a Louisville native, has been studying theatre arts since age 10. She attended The Youth Performing Arts High School in Louisville KY, and went on to earn a BFA in theatre performance at The Chicago College of Performing Arts School. Linsey began working with StageOne during the summer of 2011, and discovered her true love of teaching young people and inspiring their creativity. She joined as a full time staff member in May of 2012. As a full-time education associate, Linsey combines her creativity with performance and customer service experience—she develops, writes, and teaches lessons alongside classroom teachers in order to nurture students' unique creativity. She also creates engaging educational materials, and customizes the content to meet individual needs.

Linsey's passion for teaching drama extends after business hours when she works as a private acting coach.

Return of Organization Exempt From Income Tax

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

Department of the Treasury
Internal Revenue Service

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

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

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

| | | |
|--|---|--|
| B Check if applicable: <input checked="" 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 STAGE ONE: THE LOUISVILLE CHILDREN'S THEATRE, INC. Doing Business As STAGE ONE Number and street (or P.O. box if mail is not delivered to street address) Room/suite 315 W. MARKET STREET 2S City or town, state or province, country, and ZIP or foreign postal code LOUISVILLE, KY 40202 F Name and address of principal officer: PETER HOLLOWAY SAME AS C ABOVE | D Employer identification number [REDACTED] E Telephone number 502-589-4060 G Gross receipts \$ 2,027,338. H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number |
| I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)() (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 | | |
| J Website: WWW.STAGEONE.ORG | | |
| K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other | | |
| | | L Year of formation: 1948 M State of legal domicile: KY |

Part I Summary

| | | | | |
|-----------------------------|------------|--|---------------------------|--------------|
| | 1 | Briefly describe the organization's mission or most significant activities: TO SERVE THE LOUISVILLE, KENTUCKY REGION'S CHILDREN, TEACHERS AND FAMILIES BY PROVIDING HIGH | | |
| Activities & Governance | 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 | 22 |
| | 4 | Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 22 |
| | 5 | Total number of individuals employed in calendar year 2013 (Part V, line 2a) | 5 | 53 |
| | 6 | Total number of volunteers (estimate if necessary) | 6 | 25 |
| | 7a | 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) | 1,087,908. | 1,667,220. |
| | 10 | Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 433,540. | 331,855. |
| | 11 | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 35. | -4,491. |
| | 12 | Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 1,588,173. | 2,022,273. |
| Expenses | 13 | Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 0. | 0. |
| | 14 | Benefits paid to or for members (Part IX, column (A), line 4) | 0. | 0. |
| | 15 | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | 991,301. | 969,129. |
| | 16a | Professional fundraising fees (Part IX, column (A), line 11e) | 15,000. | 69,533. |
| | b | Total fundraising expenses (Part IX, column (D), line 25) | 194,288. | |
| | 17 | Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | 562,575. | 573,225. |
| | 18 | Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) | 1,568,876. | 1,611,887. |
| Net Assets or Fund Balances | 19 | Revenue less expenses. Subtract line 18 from line 12 | 19,297. | 410,386. |
| | 20 | Total assets (Part X, line 16) | Beginning of Current Year | End of Year |
| | 21 | Total liabilities (Part X, line 26) | 254,386. | 645,650. |
| | 22 | Net assets or fund balances. Subtract line 21 from line 20 | 524,087. | 504,804. |
| | | | -269,701. | 140,846. |

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 PETER HOLLOWAY, PRODUCING ARTISTIC DIRECTOR Type or print name and title | Date |
|------------------|---|------|

| | | | | | |
|-------------------------------|--|----------------------|--------------------------|---|-------------------|
| Paid Preparer Use Only | Print/Type preparer's name REBECCA L. PHILLIPS, CPA | Preparer's signature | Date | Check if self-employed <input type="checkbox"/> | PTIN P00024055 |
| | Firm's name MOUNTJOY CHILTON MEDLEY LLP | Firm's EIN | | [REDACTED] | |
| | Firm's address 462 S. FOURTH ST., SUITE 2600 LOUISVILLE, KY 40202-3445 | | Phone no. (502) 749-1900 | | |

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: STAGEONE FAMILY THEATRE INSPIRES AND EDUCATES CHILDREN AND FAMILIES BY OPENING THE DOORS TO IMAGINATION, OPPORTUNITY AND EMPATHY. THE ORGANIZATION SERVES THE REGION'S CHILDREN, TEACHERS AND FAMILIES BY PROVIDING HIGH QUALITY, ENTERTAINING, AND PROFESSIONAL THEATER FOR

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 [X] No If "Yes," describe these new services on Schedule O.

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

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

4a (Code:) (Expenses \$ 844,742. including grants of \$) (Revenue \$ 214,600.) SUPPORTING CHILDREN'S AND FAMILY THEATRE IN LOUISVILLE, KENTUCKY. APPROXIMATELY 75,000 SCHOOL CHILDREN ATTENDED THEATRICAL PRODUCTIONS.

4b (Code:) (Expenses \$ 174,509. including grants of \$) (Revenue \$ 117,780.) APPROXIMATELY 6,500 PEOPLE WERE SERVED THROUGH EDUCATIONAL WORKSHOPS AND CLASSES.

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 1,019,251.

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 If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? | | |

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

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

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

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

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

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

Section A. Governing Body and Management

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

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

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

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed KY
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization:
 THE ORGANIZATION - 502-589-4060
 315 W. MARKET ST. SUITE 2S, 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) CARL THOMAS CHAIRMAN | 4.00 | X | | X | | | | 0. | 0. | 0. |
| (2) DAVID CALZI EXECUTIVE COMMITTEE | 2.00 | X | | X | | | | 0. | 0. | 0. |
| (3) LEA GOFF EXECUTIVE COMMITTEE | 2.00 | X | | X | | | | 0. | 0. | 0. |
| (4) LAURA MELILLO BARNUM BOARD MEMBER | 1.00 | X | | | | | | 0. | 0. | 0. |
| (5) ERIC BENSON BOARD MEMBER | 1.00 | X | | | | | | 0. | 0. | 0. |
| (6) ASHLEY BUTLER BOARD MEMBER | 1.00 | X | | | | | | 0. | 0. | 0. |
| (7) KRISTEN BYRD BOARD MEMBER | 1.00 | X | | | | | | 0. | 0. | 0. |
| (8) TOM DUNBAR BOARD MEMBER | 1.00 | X | | | | | | 0. | 0. | 0. |
| (9) STEVE ELLIS BOARD MEMBER | 1.00 | X | | | | | | 0. | 0. | 0. |
| (10) VIRGINIA FERGUSON BOARD MEMBER | 1.00 | X | | | | | | 0. | 0. | 0. |
| (11) MICHELLE HEIT BOARD MEMBER | 1.00 | X | | | | | | 0. | 0. | 0. |
| (12) ELIZABETH KAPLAN BOARD MEMBER | 1.00 | X | | | | | | 0. | 0. | 0. |
| (13) PEGGY KRUG BOARD MEMBER | 1.00 | X | | | | | | 0. | 0. | 0. |
| (14) CAROL LAMBERT BOARD MEMBER | 1.00 | X | | | | | | 0. | 0. | 0. |
| (15) MELISSA LOWE BOARD MEMBER | 1.00 | X | | | | | | 0. | 0. | 0. |
| (16) TESS MCNAIR BOARD MEMBER | 1.00 | X | | | | | | 0. | 0. | 0. |
| (17) MICHAEL MERRICK BOARD MEMBER | 1.00 | X | | | | | | 0. | 0. | 0. |

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

| (A) Name and title | (B) Average hours per week (list any hours for related organizations below line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|---|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (18) BEN RENO-WEBER BOARD MEMBER | 1.00 | X | | | | | | 0. | 0. | 0. |
| (19) LEISA SCHULZ BOARD MEMBER | 1.00 | X | | | | | | 0. | 0. | 0. |
| (20) DAVID SMITH BOARD MEMBER | 1.00 | X | | | | | | 0. | 0. | 0. |
| (21) JENNIFER TUVLIN BOARD MEMBER | 1.00 | X | | | | | | 0. | 0. | 0. |
| (22) SUZANNE WRIGHT BOARD MEMBER | 1.00 | X | | | | | | 0. | 0. | 0. |
| (23) PETER HOLLOWAY PROD ARTISTIC DIRECTOR | 50.00 1.00 | | | X | | | | 125,008. | 0. | 10,332. |
| 1b Sub-total | | | | | | | | 125,008. | 0. | 10,332. |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | 0. | 0. | 0. |
| d Total (add lines 1b and 1c) | | | | | | | | 125,008. | 0. | 10,332. |

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 1

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

Section B. Independent Contractors

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

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

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

Part VIII Statement of Revenue

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

| | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512-514 | |
|---|--|--|---|---|--|-----|
| Contributions, Gifts, Grants and Other Similar Amounts | 1 a Federated campaigns | 422,490. | | | | |
| | b Membership dues | | | | | |
| | c Fundraising events | | | | | |
| | d Related organizations | | | | | |
| | e Government grants (contributions) | 70,788. | | | | |
| | f All other contributions, gifts, grants, and similar amounts not included above | 1,173,942. | | | | |
| | g Noncash contributions included in lines 1a-1f: \$ | 879. | | | | |
| | h Total. Add lines 1a-1f | 1,667,220. | | | | |
| | Program Service Revenue | 2 a PRODUCTIONS | 900099 | 213,256. | 213,256. | |
| b EDUCATIONAL PROGRAMS | | 900099 | 117,042. | 117,042. | | |
| c PROP RENTALS | | 900099 | 1,557. | 1,557. | | |
| d | | | | | | |
| e | | | | | | |
| f All other program service revenue | | 900099 | | | | |
| g Total. Add lines 2a-2f | | | 331,855. | | | |
| Other Revenue | | 3 Investment income (including dividends, interest, and other similar amounts) | | 21. | | 21. |
| | 4 Income from investment of tax-exempt bond proceeds | | | | | |
| | 5 Royalties | | | | | |
| | 6 a Gross rents | (i) Real | 236. | | | |
| | | (ii) Personal | | | | |
| | | b Less: rental expenses | 0. | | | |
| | c Rental income or (loss) | 236. | | | | |
| | d Net rental income or (loss) | | 236. | | 236. | |
| | 7 a Gross amount from sales of assets other than inventory | (i) Securities | | | | |
| | | (ii) Other | | | | |
| | | b Less: cost or other basis and sales expenses | | 4,512. | | |
| | | c Gain or (loss) | | -4,512. | | |
| | d Net gain or (loss) | | -4,512. | | -4,512. | |
| | 8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 | a | 7,800. | | | |
| | | b Less: direct expenses | 0. | | | |
| c Net income or (loss) from fundraising events | | | 7,800. | | 7,800. | |
| 9 a Gross income from gaming activities. See Part IV, line 19 | a | | | | | |
| | b Less: direct expenses | | | | | |
| | c Net income or (loss) from gaming activities | | | | | |
| 10 a Gross sales of inventory, less returns and allowances | a | 1,078. | | | | |
| | b Less: cost of goods sold | 553. | | | | |
| | c Net income or (loss) from sales of inventory | | 525. | 525. | | |
| Miscellaneous Revenue | | Business Code | | | | |
| 11 a MISCELLANEOUS | | 900099 | 19,128. | | 19,128. | |
| | b | | | | | |
| | c | | | | | |
| | d All other revenue | | | | | |
| | e Total. Add lines 11a-11d | | 19,128. | | | |
| 12 Total revenue. See instructions. | | 2,022,273. | 332,380. | 0. | 22,673. | |

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 | 134,600. | 100,950. | | 33,650. |
| 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 | 648,814. | 417,761. | 182,008. | 49,045. |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | 3,028. | 2,188. | 479. | 361. |
| 9 Other employee benefits | 94,748. | 68,370. | 14,934. | 11,444. |
| 10 Payroll taxes | 87,939. | 64,719. | 15,100. | 8,120. |
| 11 Fees for services (non-employees): | | | | |
| a Management | | | | |
| b Legal | 4,994. | | 4,994. | |
| c Accounting | 72,785. | | 72,785. | |
| d Lobbying | | | | |
| e Professional fundraising services. See Part IV, line 17 | 69,533. | | | 69,533. |
| 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.) | 100,714. | 91,245. | 6,058. | 3,411. |
| 12 Advertising and promotion | 17,760. | 17,507. | | 253. |
| 13 Office expenses | 37,586. | 15,761. | 11,663. | 10,162. |
| 14 Information technology | 15,890. | 8,880. | 6,260. | 750. |
| 15 Royalties | 33,520. | 33,520. | | |
| 16 Occupancy | 28,428. | 15,969. | 12,459. | |
| 17 Travel | 35,969. | 30,694. | 261. | 5,014. |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | | | | |
| 20 Interest | 14,911. | | 14,911. | |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | 18,341. | 13,176. | 5,165. | |
| 23 Insurance | 35,138. | | 35,138. | |
| 24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.) | | | | |
| a PRODUCTION COSTS | 135,439. | 135,439. | 0. | 0. |
| b MISCELLANEOUS ADMINISTR | 15,624. | | 13,079. | 2,545. |
| c BAD DEBT | 3,054. | | 3,054. | |
| d MAINTENANCE | 2,697. | 2,697. | | |
| e All other expenses | 375. | 375. | | |
| 25 Total functional expenses. Add lines 1 through 24e | 1,611,887. | 1,019,251. | 398,348. | 194,288. |
| 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 | 44,392. | 1 | 35,203. |
| | 2 | Savings and temporary cash investments | | 2 | |
| | 3 | Pledges and grants receivable, net | 83,640. | 3 | 490,422. |
| | 4 | Accounts receivable, net | 23,379. | 4 | 33,901. |
| | 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 | 34,684. | 9 | 34,486. |
| | 10a | Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D | 10a 133,298. | | |
| | b | Less: accumulated depreciation | 10b 103,429. | 10c | 29,869. |
| | 11 | Investments - publicly traded securities | 25,937. | 11 | 10,797. |
| | 12 | Investments - other securities. See Part IV, line 11 | | 12 | |
| | 13 | Investments - program-related. See Part IV, line 11 | | 13 | |
| | 14 | Intangible assets | 15,063. | 14 | 10,972. |
| | 15 | Other assets. See Part IV, line 11 | | 15 | |
| 16 | Total assets. Add lines 1 through 15 (must equal line 34) | 254,386. | 16 | 645,650. | |
| Liabilities | 17 | Accounts payable and accrued expenses | 159,661. | 17 | 154,794. |
| | 18 | Grants payable | | 18 | |
| | 19 | Deferred revenue | 36,009. | 19 | 41,706. |
| | 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 | 72,442. | 24 | 54,442. |
| | 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 | 255,975. | 25 | 253,862. |
| | 26 | Total liabilities. Add lines 17 through 25 | 524,087. | 26 | 504,804. |
| 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 | -578,207. | 27 | -297,509. |
| | 28 | Temporarily restricted net assets | 308,506. | 28 | 438,355. |
| | 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 | -269,701. | 33 | 140,846. | |
| 34 | Total liabilities and net assets/fund balances | 254,386. | 34 | 645,650. | |

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 | 2,022,273. |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 1,611,887. |
| 3 | Revenue less expenses. Subtract line 2 from line 1 | 3 | 410,386. |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | -269,701. |
| 5 | Net unrealized gains (losses) on investments | 5 | 161. |
| 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 | 140,846. |

Part XII Financial Statements and Reporting

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

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

SCHEDULE A (Form 990 or 990-EZ)

Department of the Treasury Internal Revenue Service

Public Charity Status and Public Support

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

Attach to Form 990 or Form 990-EZ.

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

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization: STAGE ONE: THE LOUISVILLE CHILDREN'S THEATRE, INC.

Employer identification number: [redacted]

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

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

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii).
5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv).
6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
7 X An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi).
8 A community trust described in section 170(b)(1)(A)(vi).
9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975.
10 An organization organized and operated exclusively to test for public safety.
11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
a Type I b Type II c Type III - Functionally integrated d Type III - Non-functionally integrated
e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box.
g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
(ii) A family member of a person described in (i) above?
(iii) A 35% controlled entity of a person described in (i) or (ii) above?
h Provide the following information about the supported organization(s).

Table with 2 columns: Yes, No and 3 rows: 11g(i), 11g(ii), 11g(iii).

Main table with 7 columns: (i) Name of supported organization, (ii) EIN, (iii) Type of organization, (iv) Is the organization in col. (i) listed in your governing document?, (v) Did you notify the organization in col. (i) of your support?, (vi) Is the organization in col. (i) organized in the U.S., (vii) Amount of monetary support.

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

Schedule A (Form 990 or 990-EZ) 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.") | 609,721. | 823,540. | 780,785. | 1,087,908. | 1,667,220. | 4,969,174. |
| 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 | 609,721. | 823,540. | 780,785. | 1,087,908. | 1,667,220. | 4,969,174. |
| 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) | | | | | | 273,541. |
| 6 Public support. Subtract line 5 from line 4. | | | | | | 4,695,633. |

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 | 609,721. | 823,540. | 780,785. | 1,087,908. | 1,667,220. | 4,969,174. |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | 259. | 642. | 1,174. | 35. | 257. | 2,367. |
| 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.) | 2,030. | 7,968. | 34,027. | 54,223. | 19,128. | 117,376. |
| 11 Total support. Add lines 7 through 10 | | | | | | 5,088,917. |
| 12 Gross receipts from related activities, etc. (see instructions) | | | | | 12 | 2,159,382. |
| 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here | | | | | | <input type="checkbox"/> |

Section C. Computation of Public Support Percentage

| | | | | |
|--|----|-------|---|-------------------------------------|
| 14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)) | 14 | 92.27 | % | |
| 15 Public support percentage from 2012 Schedule A, Part II, line 14 | 15 | 92.28 | % | |
| 16a 33 1/3% support test - 2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization | | | | <input checked="" type="checkbox"/> |
| b 33 1/3% support test - 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization | | | | <input type="checkbox"/> |
| 17a 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | | | | <input type="checkbox"/> |
| b 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | | | | <input type="checkbox"/> |
| 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions | | | | <input type="checkbox"/> |

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

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

Section A. Public Support

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

Section B. Total Support

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

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

Section C. Computation of Public Support Percentage

| | | |
|--|-----------|---|
| 15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f)) | 15 | % |
| 16 Public support percentage 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.

COPY

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

STAGE ONE: THE LOUISVILLE CHILDREN'S
THEATRE, 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 STAGE ONE: THE LOUISVILLE CHILDREN'S THEATRE, INC. | Employer identification number [REDACTED] |
|---|--|

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 | C.E. AND S. 101 S 5TH ST STE 1650 LOUISVILLE, KY 40202-3122 | \$ 51,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 2 | FUND FOR THE ARTS 623 W MAIN ST LOUISVILLE, KY 40202-4242 | \$ 152,490. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 3 | GHEENS FOUNDATION ONE RIVERFRONT PLAZA, SUITE 705 LOUISVILLE, KY 40202 | \$ 50,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 4 | HORSESHOE FDN 33 STATE ST STE 344 NEW ALBANY, IN 47150-5804 | \$ 50,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 5 | MR. DAVID JONES 471 W MAIN ST LOUISVILLE, KY 40202-4226 | \$ 100,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 6 | KENTUCKY ARTS COUNCIL 500 MERO ST FL 21 FRANKFORT, KY 40601-1988 | \$ 41,784. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |

Name of organization
STAGE ONE: THE LOUISVILLE CHILDREN'S THEATRE, INC.

Employer identification number
XXXXXXXXXX

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 | LIPT A LIFE FOUNDATION 291 N HUBBARDS LN STE B26 LOUISVILLE, KY 40207-8220 | \$ 275,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 8 | PNC BANK 101 S 5TH ST LOUISVILLE, KY 40202-3158 | \$ 41,000. | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |

| | |
|---|---|
| Name of organization STAGE ONE: THE LOUISVILLE CHILDREN'S THEATRE, INC. | Employer identification number <div style="background-color: black; width: 100px; height: 20px; margin-top: 5px;"></div> |
|---|---|

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

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|------------------------------|--|--|----------------------|
| | | \$ _____ | |
| | | \$ _____ | |
| | | \$ _____ | |
| | | \$ _____ | |
| | | \$ _____ | |
| | | \$ _____ | |
| | | \$ _____ | |

| | |
|---|---|
| Name of organization STAGE ONE: THE LOUISVILLE CHILDREN'S THEATRE, INC. | Employer identification number [REDACTED] |
|---|---|

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

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

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

OMB No. 1545-0047

2013

Open to Public Inspection

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

Name of the organization STAGE ONE: THE LOUISVILLE CHILDREN'S THEATRE, INC.

Employer identification number

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

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

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

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

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

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

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

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

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

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

Yes No

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

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

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

Yes No

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

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

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

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

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

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

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

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

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

▶ \$ _____

b Assets included in Form 990, Part X

▶ \$ _____

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

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

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 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 | | 18,341. | | 18,341. |
| d Equipment | | 79,743. | 68,833. | 10,910. |
| e Other | | 35,214. | 34,596. | 618. |
| Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) | | | | 29,869. |

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) LINE OF CREDIT | 248,225. |
| (3) CAPITAL LEASE OBLIGATION | 5,637. |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶ | 253,862. |

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 | 2,031,699. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12: | | | |
| a | Net unrealized gains on investments | 2a | 161. | |
| b | Donated services and use of facilities | 2b | 4,200. | |
| c | Recoveries of prior year grants | 2c | | |
| d | Other (Describe in Part XIII.) | 2d | 5,065. | |
| e | Add lines 2a through 2d | 2e | | 9,426. |
| 3 | Subtract line 2e from line 1 | | 3 | 2,022,273. |
| 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 | 2,022,273. |

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 | 1,621,152. |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25: | | | |
| a | Donated services and use of facilities | 2a | 4,200. | |
| b | Prior year adjustments | 2b | | |
| c | Other losses | 2c | | |
| d | Other (Describe in Part XIII.) | 2d | 5,065. | |
| e | Add lines 2a through 2d | 2e | | 9,265. |
| 3 | Subtract line 2e from line 1 | | 3 | 1,611,887. |
| 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 | 1,611,887. |

Part XIII Supplemental Information.

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

PART X, LINE 2:

EXPLANATION: THE ORGANIZATION IS ORGANIZED AS A NOT-FOR-PROFIT

ORGANIZATION AND IS EXEMPT FROM FEDERAL TAXATION UNDER THE PROVISIONS OF

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

THE ORGANIZATION RECOGNIZES UNCERTAIN INCOME TAX POSITIONS USING THE

"MORE-LIKELY-THAN-NOT" APPROACH AS DEFINED IN THE ACCOUNTING STANDARDS

CODIFICATION. NO LIABILITY FOR UNCERTAIN TAX POSITIONS HAS BEEN RECORDED

IN THE ACCOMPANYING FINANCIAL STATEMENTS. THE ORGANIZATION'S 2010-2013

TAX YEARS REMAIN OPEN AND SUBJECT TO EVALUATION.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

Part XIII Supplemental Information (continued)

| | |
|---------------------------------------|--------|
| COST OF GOODS SOLD | 553. |
| LOSS ON DISPOSAL OF ASSETS | 4,512. |
| TOTAL TO SCHEDULE D, PART XI, LINE 2D | 5,065. |

PART XII, LINE 2D - OTHER ADJUSTMENTS:

| | |
|--|--------|
| COST OF GOODS SOLD | 553. |
| LOSS ON DISPOSAL OF ASSETS | 4,512. |
| TOTAL TO SCHEDULE D, PART XII, LINE 2D | 5,065. |

COPY

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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

▶ **Attach to Form 990 or Form 990-EZ.**

OMB No. 1545-0047

2013

Open To Public Inspection

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

Name of the organization **STAGE ONE: THE LOUISVILLE CHILDREN'S THEATRE, INC.**

Employer identification number

Part I

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

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

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

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

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

| (i) Name and address of individual or entity (fundraiser) | (ii) Activity | (iii) Did fundraiser have custody or control of contributions? | | (iv) Gross receipts from activity | (v) Amount paid to (or retained by) fundraiser listed in col. (i) | (vi) Amount paid to (or retained by) organization |
|---|---------------|--|----|-----------------------------------|---|---|
| | | Yes | No | | | |
| THE BOONE GROUP - 2110 BARDSTOWN ROAD, LOUISVILLE, | CONSULTING | | x | 0. | 64,500. | -64,500. |
| | | | | | | |
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| Total | | | | | 64,500. | -64,500. |

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

KY

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 | |
|-----------------|----|--|--------------|------------------|---------------------------------|--|
| | | (event type) | (event type) | (total number) | (add col. (a) through col. (c)) | |
| Revenue | 1 | Gross receipts | | | | |
| | 2 | Less: Contributions | | | | |
| | 3 | Gross income (line 1 minus line 2) | | | | |
| Direct Expenses | 4 | Cash prizes | | | | |
| | 5 | Noncash prizes | | | | |
| | 6 | Rent/facility costs | | | | |
| | 7 | Food and beverages | | | | |
| | 8 | Entertainment | | | | |
| | 9 | Other direct expenses | | | | |
| | 10 | Direct expense summary. Add lines 4 through 9 in column (d) | | | | |
| | 11 | Net income summary. Subtract line 10 from line 3, column (d) | | | | |

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

| | | (a) Bingo | (b) Pull tabs/instant bingo/progressive bingo | (c) Other gaming | (d) Total gaming (add col. (a) through col. (c)) |
|-----------------|--|-----------------------|---|---|---|
| | | 1 | Gross revenue | | |
| Direct Expenses | 2 | Cash prizes | | | |
| | 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: _____



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

| | | |
|-------------------------------|--------------------------|--------------------------|
| | Yes | No |
| a The organization's facility | <input type="checkbox"/> | <input type="checkbox"/> |
| b An outside facility | <input type="checkbox"/> | <input type="checkbox"/> |
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

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

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

17 Mandatory distributions:

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

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

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(1) NAME OF FUNDRAISER: THE BOONE GROUP

(1) ADDRESS OF FUNDRAISER: 2110 BARDSTOWN ROAD, LOUISVILLE, KY 40205

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

▶ Attach to Form 990 or 990-EZ.

OMB No. 1545-0047

2013

Open to Public
Inspection

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

Name of the organization

STAGE ONE: THE LOUISVILLE CHILDREN'S
THEATRE, INC.

Employer identification number

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

QUALITY, ENTERTAINING, AND PROFESSIONAL THEATER FOR YOUNG AUDIENCES AND
BY FOSTERING AN APPRECIATION OF THE ARTS THAT DEVELOPS THE WHOLE CHILD,
SUPPORTS THE LEARNING ENVIRONMENT AND BUILDS STRONG FAMILY BONDS.

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

YOUNG AUDIENCES AND BY FOSTERING AN APPRECIATION OF THE ARTS THAT
DEVELOPS THE WHOLE CHILD, SUPPORTS THE LEARNING ENVIRONMENT AND BUILDS
STRONG FAMILY BONDS. BOTH ON STAGE AND IN THE CLASSROOM, STAGEONE HAS,
FOR DECADES, BEEN A KEY PARTNER WITH AREA SCHOOL SYSTEMS IN PROVIDING
TENS OF THOUSANDS OF YOUNG PEOPLE THEIR FIRST PERFORMING ARTS
EXPERIENCE, MANY AT NO COST.

FORM 990, PART VI, SECTION A, LINE 3:

EXPLANATION: THROUGH OCTOBER OF 2014 THE ORGANIZATION CONTRACTED WITH
CULTURAL PARTNERS SUPPORT ORGANIZATION FOR PREPARATION OF FINANCIAL REPORTS
AND ASSISTANCE WITH AUDIT PREPARATION, FINANCIAL REPORTS WERE SUBSEQUENTLY
REVIEWED, APPROVED AND PRESENTED TO THE BOARD BY THE BUSINESS MANAGER.
FOLLOWING RELOCATION OF THE ORGANIZATION'S OFFICE SPACE TO THE SPEER
BUILDING, FORMER DIRECTOR OF FINANCE RETURNED ON A PART-TIME CONTRACT BASIS
TO ASSIST IN PREPARATION OF FINANCIAL STATEMENTS.

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

EXPLANATION: THE FORM 990 IS REVIEWED BY THE BUSINESS MANAGER, AS WELL AS
THE DIRECTOR OF FINANCE AND THE PRODUCING ARTISTIC DIRECTOR PRIOR TO ITS
FILING. THE FORM 990 IS PROVIDED TO THE ENTIRE GOVERNING BODY PRIOR TO ITS

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

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

Name of the organization STAGE ONE: THE LOUISVILLE CHILDREN'S THEATRE, INC.

Employer identification number

FILING.

FORM 990, PART VI, SECTION B, LINE 12C:

EXPLANATION: ANNUALLY, MEMBERS OF THE BOARD OF DIRECTORS ARE REQUIRED TO SIGN OFF THAT THEY HAVE READ AND ARE FAMILIAR WITH THE ORGANIZATION'S CONFLICT OF INTEREST POLICIES AND ARE REQUIRED TO DISCLOSE ANY KNOWN CONFLICTS OF INTEREST. THIS PROCEDURE WAS FIRST IMPLEMENTED AT THE ANNUAL MEETING IN JUNE 2009.

THE ORGANIZATION HAS IMPLEMENTED A PROCESS OF SOLICITING BIDS FROM UNAFFILIATED VENDORS (SUCH AS INSURANCE) FOR EVALUATION BY THE EXECUTIVE COMMITTEE AND COMPARISON TO THAT SUBMITTED BY BOARD MEMBERS IN CASES WHERE A MEMBER OF THE BOARD PROPOSES TO PROVIDE GOODS OR SERVICES TO THE ORGANIZATION. NO SUCH BID WAS SUBMITTED BY A MEMBER OF THE BOARD IN 2014.

DUE TO THE SMALL NUMBER OF KEY EMPLOYEES IN THE ORGANIZATION, MONITORING IS PERFORMED ON AN INFORMAL BASIS THROUGH THE CLOSE CONTACT WITH AND ACTIVE PARTICIPATION BY THE OFFICERS OF THE BOARD OF DIRECTORS WITH THE PRODUCING ARTISTIC DIRECTOR.

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

EXPLANATION: THE PRODUCING ARTISTIC DIRECTOR'S COMPENSATION WAS DETERMINED BY THE EXECUTIVE COMMITTEE OF THE BOARD IN JUNE, 2007 AFTER REVIEWING INDUSTRY COMPARABILITY DATA FOR THEATRE GROUPS OF SIMILAR SIZE AROUND THE COUNTRY. THE PROCESS WAS NOT DOCUMENTED, HOWEVER, THE EXECUTIVE COMMITTEE OF THE BOARD REVIEWS THE PRODUCING ARTISTIC DIRECTOR'S PERFORMANCE AND COMPENSATION IN APRIL OR MAY OF EACH YEAR AT THE TIME THE BUDGET FOR THE ENSUING FISCAL YEAR IS BEING REVIEWED. THE EXECUTIVE COMMITTEE ESTABLISHES

Name of the organization STAGE ONE: THE LOUISVILLE CHILDREN'S THEATRE, INC.

Employer identification number

PERFORMANCE GOALS FOR THE PRODUCING ARTISTIC DIRECTOR WHICH ARE COMMITTED TO IN WRITING.

THE PRODUCING ARTISTIC DIRECTOR USES INDUSTRY COMPARABILITY DATA, AMONG OTHER THINGS, TO DETERMINE COMPENSATION FOR DEPARTMENT HEADS. IN MARCH OF 2015 THE ORGANIZATION INSTITUTED AN EMPLOYEE EVALUATION REGIME WHICH WILL FACTOR INTO THE PROCESS HENCEFORWARD.

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

EXPLANATION: THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST.

FORM 990, PAGE 12, PART XII, LINE 2C

EXPLANATION: THE PROCESS HAS NOT CHANGED FROM PRIOR YEAR. THE BOARD OF DIRECTORS APPOINTS AN AD HOC AUDIT COMMITTEE ANNUALLY. PRIOR TO THE ENGAGEMENT OF THE AUDITORS, THE BUSINESS MANAGER MAKES A RECOMMENDATION TO THE COMMITTEE BASED ON HIS KNOWLEDGE OF THE REPUTATION OF THE FIRM, THEIR EXPERTISE IN THE NOT-FOR-PROFIT INDUSTRY, THE QUALITY OF THEIR WORK, AND REASONABLENESS OF FEES. THE AUDIT COMMITTEE DISCUSSES THE RECOMMENDATION OF THE BUSINESS MANAGER AND EITHER APPROVES OR REJECTS THE RECOMMENDATION. THE AUDIT COMMITTEE MEETS WITH THE AUDITORS AT THE CONCLUSION OF THE AUDIT TO DISCUSS THE AUDIT RESULTS AND COMMENT LETTER.

SCHEDULE R
(Form 990)

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

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

OMB No. 1545-0047
2013

Open to Public Inspection

Name of the organization

STAGE ONE: THE LOUISVILLE CHILDREN'S THEATRE, INC.

E [redacted] Identification number

Part I Identification of Disregarded Entities Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

| (a) Name, address, and EIN (if applicable) of disregarded entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Total income | (e) End-of-year assets | (f) Direct controlling entity |
|---|-------------------------|--|---------------------|---------------------------|----------------------------------|
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Part II Identification of Related Tax-Exempt Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Exempt Code section | (e) Public charity status (if section 501(c)(3)) | (f) Direct controlling entity | (g) Section 512(b)(13) controlled entity? | |
|---|--|--|----------------------------|---|----------------------------------|--|----|
| | | | | | | Yes | No |
| MUSIC THEATRE OF LOUISVILLE, INC - 51-1138603, 323 W BROADWAY, NO. 600, LOUISVILLE, KY 40202 | THEATRICAL PRODUCTION | KENTUCKY | 501(C)3 | LINE 7 N/A | | | |
| CULTURAL PARTNERS SUPPORTING ORGANIZATION - 26-0320992, 323 W BROADWAY, NO. 701, LOUISVILLE, KY 40202 | PROVIDE SUPPORT TO RELATED ORGANIZATIONS | KENTUCKY | 501(C)3 | LINE 11A, I N/A | | | X |
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For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Part III Identification of Related Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Predominant income (related, unrelated, excluded from tax under sections 512-514) | (f) Share of total income | (g) Share of end-of-year assets | (h) Disproportionate allocations? | | (i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? | (k) Percentage ownership |
|--|-------------------------|---|-------------------------------------|---|---------------------------------|--|---|----|---|---|--------------------------------|
| | | | | | | | Yes | No | | | |
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Part IV Identification of Related Organizations Taxable as a Corporation or Trust Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.

| (a) Name, address, and EIN of related organization | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Direct controlling entity | (e) Type of entity (C corp, S corp, or trust) | (f) Share of total income | (g) Share of end-of-year assets | (h) Percentage ownership | (i) Section 512(b)(13) controlled entity? | |
|--|-------------------------|---|-------------------------------------|--|---------------------------------|--|--------------------------------|---|----|
| | | | | | | | | Yes | No |
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Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

| | Yes | No |
|---|-----|----|
| a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity | | X |
| b Gift, grant, or capital contribution to related organization(s) | | X |
| c Gift, grant, or capital contribution from related organization(s) | | X |
| d Loans or loan guarantees to or for related organization(s) | | X |
| e Loans or loan guarantees by related organization(s) | | X |
| f Dividends from related organization(s) | | X |
| g Sale of assets to related organization(s) | | X |
| h Purchase of assets from related organization(s) | | X |
| i Exchange of assets with related organization(s) | | X |
| j Lease of facilities, equipment, or other assets to related organization(s) | | X |
| k Lease of facilities, equipment, or other assets from related organization(s) | | X |
| l Performance of services or membership or fundraising solicitations for related organization(s) | | X |
| m Performance of services or membership or fundraising solicitations by related organization(s) | X | |
| n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) | X | |
| o Sharing of paid employees with related organization(s) | X | |
| p Reimbursement paid to related organization(s) for expenses | | X |
| q Reimbursement paid by related organization(s) for expenses | X | |
| r Other transfer of cash or property to related organization(s) | | X |
| s Other transfer of cash or property from related organization(s) | | X |

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

| | (a) Name of related organization | (b) Transaction type (a-s) | (c) Amount involved | (d) Method of determining amount involved |
|-----|-------------------------------------|-------------------------------|------------------------|--|
| (1) | | | | |
| (2) | | | | |
| (3) | | | | |
| (4) | | | | |
| (5) | | | | |
| (6) | | | | |

Part VI Unrelated Organizations Taxable as a Partnership Complete if the organization answered "Yes" on Form 990, Part IV, line 37.

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

| (a) Name, address, and EIN of entity | (b) Primary activity | (c) Legal domicile (state or foreign country) | (d) Predominant income (related, unrelated, excluded from tax under section 512-514) | (e) Are all partners sec. 501(c)(3) orgs.? | | (f) Share of total income | (g) Share of end-of-year assets | (h) Dispropor- tionate allocations? | | (i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065) | (j) General or managing partner? | | (k) Percentage ownership |
|--|-------------------------|--|--|--|----|------------------------------------|--|--|----|---|---|----|--------------------------------|
| | | | | Yes | No | | | Yes | No | | Yes | No | |
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Part VII Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions).

COPY



MEMORANDUM

TO: Louisville Metro Council
FROM: Mike Brooks, Business Manager
RE: Staff Compensation

StageOne's key employees and their FY2016 salaries are as follows:

| | |
|---|-----------|
| Peter Holloway, Producing Artistic Director | \$137,808 |
| Mike Brooks, Business Manager | \$62,500 |
| Corey Harrison, Production Manager | \$59,976 |

StageOne's board of directors serves on a voluntary basis.

Should you have any questions or if we can provide anything further, please do not hesitate to contact me.

Mike Brooks
Business Manager
502-498-2438
mbrooks@stageone.org

**Stage One: The Louisville Children's Theatre, Inc.
d/b/a StageOne Family Theatre**

Financial Statements

Years Ended May 31, 2014 and 2013

**Stage One: The Louisville Children’s Theatre, Inc.
d/b/a StageOne Family Theatre**

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May 31, 2014 and 2013**

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Independent Auditor's Report

To the Board of Directors

**Stage One: The Louisville Children's Theatre, Inc.
d/b/a StageOne Family Theatre**

We have audited the accompanying financial statements of Stage One: The Louisville Children's Theatre, Inc. d/b/a StageOne Family Theatre ("the Organization"), which comprise the statements of financial position as of May 31, 2014 and 2013 and the related statements of activities and changes in net assets (deficit), 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 the financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

**Kentucky
Indiana
Ohio**

Mountjoy Chilton Medley LLP

P 502.749.1900 | F 502.749.1930

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

www.mcmcpa.com | 888.587.1719

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Independent Auditor's Report (Continued)

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Stage One: The Louisville Children's Theatre, Inc. d/b/a StageOne Family Theatre as of May 31, 2014 and 2013, and changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

A handwritten signature in black ink, reading "Muntz Chilton Madley, LLP". The signature is written in a cursive style.

Louisville, Kentucky
January 16, 2015

Stage One: The Louisville Children's Theatre, Inc.
d/b/a StageOne Family Theatre
Statements of Financial Position
May 31, 2014 and 2013

| | <u>2014</u> | <u>2013</u> |
|--|--------------------------|--------------------------|
| Assets | | |
| Cash and cash equivalents | \$ 35,203 | \$ 44,392 |
| Accounts receivable, net | 33,901 | 23,379 |
| Prepaid and other | 34,486 | 34,684 |
| Pledges receivable, net | 490,422 | 83,640 |
| Investments | 10,797 | 25,937 |
| Property and equipment, net of accumulated depreciation | <u>40,841</u> | <u>42,354</u> |
| Total Assets | <u>\$ 645,650</u> | <u>\$ 254,386</u> |
| Liabilities and Net Assets | | |
| Liabilities | | |
| Line of credit | \$ 248,225 | \$ 248,225 |
| Accounts payable and accrued expenses | 154,794 | 159,661 |
| Deferred revenue | 41,706 | 36,009 |
| Term loan | 54,442 | 72,442 |
| Capital lease obligation | <u>5,637</u> | <u>7,750</u> |
| Total Liabilities | 504,804 | 524,087 |
| Commitments and Contingencies | | |
| Net Assets (Deficit) | | |
| Unrestricted | (297,509) | (578,207) |
| Temporarily restricted | <u>438,355</u> | <u>308,506</u> |
| Total Net Assets (Deficit) | <u>140,846</u> | <u>(269,701)</u> |
| Total Liabilities and Net Assets (Deficit) | <u>\$ 645,650</u> | <u>\$ 254,386</u> |

See accompanying notes.

Stage One: The Louisville Children's Theatre, Inc.
d/b/a StageOne Family Theatre
Statements of Activities and Changes in Net Assets (Deficit)
Years Ended May 31, 2014 and 2013

| | 2014 | | | 2013 | | |
|--|---------------------|------------------------|-------------------|---------------------|------------------------|---------------------|
| | Unrestricted | Temporarily Restricted | Total | Unrestricted | Temporarily Restricted | Total |
| Revenues and Support | | | | | | |
| Ticket sales and fees | \$ 213,256 | \$ - | \$ 213,256 | \$ 344,295 | \$ - | \$ 344,295 |
| Contributions and grants | 1,230,271 | 424,355 | 1,654,626 | 829,402 | 258,506 | 1,087,908 |
| Educational programs | 117,042 | - | 117,042 | 87,924 | - | 87,924 |
| In-kind gifts | 5,079 | - | 5,079 | 5,089 | - | 5,089 |
| Fundraising events | 19,515 | - | 19,515 | 13,820 | - | 13,820 |
| Novelty and concession sales | 1,078 | - | 1,078 | 6,618 | - | 6,618 |
| Rental income | 1,793 | - | 1,793 | 1,321 | - | 1,321 |
| Gain on discharge of debt | - | - | - | 32,167 | - | 32,167 |
| Miscellaneous | 19,128 | - | 19,128 | 22,056 | - | 22,056 |
| Interest | 21 | - | 21 | 35 | - | 35 |
| Net unrealized gain (loss) on investments | 161 | - | 161 | (205) | - | (205) |
| Total Revenues and Support | 1,607,344 | 424,355 | 2,031,699 | 1,342,522 | 258,506 | 1,601,028 |
| Net Assets Released from Restrictions: | | | | | | |
| Released for Operations | 294,506 | (294,506) | - | 243,651 | (243,651) | - |
| Total Revenues and Support | 1,901,850 | 129,849 | 2,031,699 | 1,586,173 | 14,855 | 1,601,028 |
| Expenses | | | | | | |
| Program Services | | | | | | |
| Productions | 845,200 | - | 845,200 | 902,938 | - | 902,938 |
| Educational programs | 174,604 | - | 174,604 | 152,926 | - | 152,926 |
| Total Program Services | 1,019,804 | - | 1,019,804 | 1,055,864 | - | 1,055,864 |
| Supporting Services | | | | | | |
| General and administrative | 407,060 | - | 407,060 | 386,957 | - | 386,957 |
| Fundraising | 194,288 | - | 194,288 | 139,115 | - | 139,115 |
| Total Supporting Services | 601,348 | - | 601,348 | 526,072 | - | 526,072 |
| Total Expenses | 1,621,152 | - | 1,621,152 | 1,581,936 | - | 1,581,936 |
| Changes in Net Assets | 280,698 | 129,849 | 410,547 | 4,237 | 14,855 | 19,092 |
| Net Assets (Deficit) at Beginning of Year | (578,207) | 308,506 | (269,701) | (582,444) | 293,651 | (288,793) |
| Net Assets (Deficit) at End of Year | \$ (297,509) | \$ 438,355 | \$ 140,846 | \$ (578,207) | \$ 308,506 | \$ (269,701) |

See accompanying notes.

Stage One: The Louisville Children's Theatre, Inc.
d/b/a StageOne Family Theatre
Statements of Cash Flows
Years Ended May 31, 2014 and 2013

| | <u>2014</u> | <u>2013</u> |
|--|------------------|------------------|
| Operating Activities | | |
| Changes in Net Assets | \$ 410,547 | \$ 19,092 |
| Adjustments to reconcile changes in net assets to net cash provided by operating activities: | | |
| Depreciation | 18,341 | 19,340 |
| Net unrealized (gain) loss on investments | (161) | 205 |
| Loss on disposal of equipment | 4,512 | - |
| Gain on discharge of debt | - | (32,167) |
| Changes in: | | |
| Accounts receivable | (10,522) | (4,300) |
| Prepaid expenses | 198 | 17,823 |
| Pledges receivable | (406,782) | 22,849 |
| Accounts payable and accrued expenses | (13,389) | 15,447 |
| Deferred revenue | 5,697 | (689) |
| Net Cash Provided by Operating Activities | <u>8,441</u> | <u>57,600</u> |
| Investing Activities | | |
| Purchases of investments | (21) | (17,196) |
| Proceeds from sales of investments | 15,322 | 2,161 |
| Purchases of property and equipment | (12,818) | - |
| Net Cash Provided (Used) by Investing Activities | <u>2,483</u> | <u>(15,035)</u> |
| Financing Activities | | |
| Payments on capital lease | (2,113) | (2,037) |
| Payments on term loan | (18,000) | (10,418) |
| Payments on related party advance | - | (50,000) |
| Net Cash Used by Financing Activities | <u>(20,113)</u> | <u>(62,455)</u> |
| Net Decrease in Cash and Cash Equivalents | (9,189) | (19,890) |
| Cash and Cash Equivalents at Beginning of Year | 44,392 | 64,282 |
| Cash and Cash Equivalents the End of Year | <u>\$ 35,203</u> | <u>\$ 44,392</u> |
| Supplemental Disclosure | | |
| Cash paid for interest | \$ 13,846 | \$ 13,546 |
| Noncash Investing and Financing | | |
| Equipment purchased under capital lease | - | 8,925 |
| Property and equipment purchases in accounts payable | 8,522 | |

See accompanying notes.

Stage One: The Louisville Children's Theatre, Inc.
d/b/a StageOne Family Theatre
Notes to Financial Statements
May 31, 2014 and 2013

Note A - Nature of Operations

Stage One: The Louisville Children's Theatre, Inc. d/b/a StageOne Family Theatre ("the Organization") is located in Louisville, KY and provides quality theatre experiences that engage, educate and entertain children and families.

Note B - Summary of Significant Accounting Policies

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

The Organization reports gifts of cash and other assets as restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statements of activities as net assets released from restriction. Restricted contributions whose restrictions are met in the same reporting period are recorded as unrestricted support.

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

Permanently restricted net assets include those contributions and other inflows of assets whose use by the Organization is limited by donor-imposed stipulations that neither expire by the passage of time nor can be fulfilled or otherwise removed by the actions of the Organization. The Organization has no permanently restricted net assets at May 31, 2014 and 2013.

Stage One: The Louisville Children's Theatre, Inc.
d/b/a StageOne Family Theatre
Notes to Financial Statements (Continued)
May 31, 2014 and 2013

Note B - Summary of Significant Accounting Policies (Continued)

5. Contributed Services, Supplies, Property and Rent: Certain contributed services, supplies, property and rent are recorded as support and expenses or a related asset at fair value when determinable, otherwise at values indicated by the donor. The Organization received contributed services and supplies of \$5,079 and \$5,089 during the years ended May 31, 2014 and 2013, respectively.
6. Cash and Cash Equivalents: The Organization considers all highly liquid investments with a maturity when purchased of three months or less, that are not designated for a specific purpose, to be cash equivalents.
7. Accounts Receivable: Accounts receivable consist of amounts due for musical camps and ticket sales. The Organization provides an allowance for doubtful accounts which is based upon a review of outstanding receivables, historical collection information, and existing economic conditions. Accounts receivable are due 30 days after the date of sale. Accounts receivable past due more than 120 days are considered delinquent. Delinquent receivables are written off based on individual credit evaluation and specific circumstances of the customer.

Accounts receivable are shown net of an allowance for doubtful accounts of \$710 at May 31, 2014. No allowance has been provided at May 31, 2013.

8. Pledges Receivable: Unconditional promises to give that are expected to be collected within one year are recorded at net realizable value. Unconditional promises to give that are expected to be collected after one year are recorded at the present value of their expected cash flows.

There were no allowances for uncollectible pledges at May 31, 2014 and 2013 as management considers all amounts to be fully collectible.

9. Investments: Investments in marketable securities are recorded at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Net realized and unrealized gains and losses are reflected in the statements of activities and changes in net assets. Receipt of donated investments is recorded at the quoted market value of the investment at the time of donation.

Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would result in material changes in the fair value of investments and net assets of the Organization.

9. Property and Equipment: Property and equipment are recorded at cost. Donated assets are recorded at estimated fair value on the date of gift. Depreciation of property and equipment is provided over the estimated useful lives of the respective assets on a straight-line basis ranging from four to ten years. Depreciation expense was \$18,341 and \$19,340 for the years ended May 31, 2014 and 2013, respectively.
10. Deferred Revenue: Deferred revenue consists primarily of advance ticket sales and registration fees for performances and events in the following fiscal year.

Stage One: The Louisville Children's Theatre, Inc.
d/b/a StageOne Family Theatre
Notes to Financial Statements (Continued)
May 31, 2014 and 2013

Note B - Summary of Significant Accounting Policies (Continued)

11. Income Tax Status: The Organization is organized as a not-for-profit organization and is exempt from federal taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code.

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

12. Advertising Costs: Advertising costs are expensed as incurred. Advertising costs totaled \$17,760 and \$14,605 for the years ended May 31, 2014 and 2013, respectively.

Note C - Pledges Receivable

Pledges receivable at May 31, 2014 and 2013 consist of the following:

| | <u>2014</u> | <u>2013</u> |
|---|-------------------|------------------|
| Pledge receivable | \$ 506,720 | \$ 83,640 |
| Less discounts to net present value | <u>(16,298)</u> | <u>-</u> |
| | <u>\$ 490,422</u> | <u>\$ 83,640</u> |
| Gross pledges receivable are due according to the following schedule: | | |
| Less than one year | \$ 209,887 | \$ 83,640 |
| One to five years | <u>296,833</u> | <u>-</u> |
| Total Unconditional Promises to Give | <u>\$ 506,720</u> | <u>\$ 83,640</u> |

Contributions receivable in future periods are discounted using a rate of 3.25%.

Note D - Fair Value Measurements

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

- Level 1 - Quoted prices (unadjusted) in active markets that are accessible at the measurement date for identical assets or liabilities.
- Level 2 - Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Stage One: The Louisville Children's Theatre, Inc.
d/b/a StageOne Family Theatre
Notes to Financial Statements (Continued)
May 31, 2014 and 2013

Note D - Fair Value Measurements (Continued)

- Level 3 - Unobservable inputs that are supported by little or no market activity and are significant to the fair value of the asset or liabilities. Level 3 includes values determined using pricing models, discounted cash flow methodologies, or similar techniques reflecting the Organization's own assumptions.

The following is a description of the valuation methodologies use for assets measured at fair value. There have been no changes in the methodologies used at May 31, 2014 and 2013.

Certificates of Deposit and Money Market Fund: Valued at cost which approximates fair value.

Common Stock: Valued at the closing price reported on the active market in which the individual securities are traded.

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

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

| | <u>Level 1</u> | <u>Level 2</u> | <u>Level 3</u> | <u>Total</u> |
|-------------------------|------------------|----------------|----------------|------------------|
| Certificates of Deposit | \$ 10,265 | \$ - | \$ - | \$ 10,265 |
| Common stock | 532 | - | - | 532 |
| | <u>\$ 10,797</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 10,797</u> |
| Total Investments | | | | |

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

| | <u>Level 1</u> | <u>Level 2</u> | <u>Level 3</u> | <u>Total</u> |
|-------------------------|------------------|----------------|----------------|------------------|
| Certificates of Deposit | \$ 13,159 | \$ - | \$ - | \$ 13,159 |
| Money market fund | 12,407 | - | - | 12,407 |
| Common stock | 371 | - | - | 371 |
| | <u>\$ 25,937</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 25,937</u> |
| Total Investments | | | | |

Stage One: The Louisville Children's Theatre, Inc.
d/b/a StageOne Family Theatre
Notes to Financial Statements (Continued)
May 31, 2014 and 2013

Note E - Property and Equipment

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

| | <u>2014</u> | <u>2013</u> |
|--|------------------|------------------|
| Furniture, fixtures and equipment | \$ 65,808 | \$ 80,363 |
| Costumes and supplies | 25,759 | 25,759 |
| Computer hardware and software | 23,235 | 23,235 |
| Leasehold improvements | 18,341 | - |
| Vehicles | 9,455 | 9,455 |
| Equipment acquired under capital lease | 8,925 | 8,925 |
| | <u>151,523</u> | <u>147,737</u> |
| Less accumulated depreciation | <u>(110,682)</u> | <u>(105,383)</u> |
| | <u>\$ 40,841</u> | <u>\$ 42,354</u> |

Note F - Line of Credit and Long Term Debt

The Organization has a \$250,000 line of credit from Fund for the Arts. The line bears interest at 3.75% and is due May 31, 2014. The line is guaranteed by a member of the Board of Directors. At both May 31, 2014 and 2013, \$248,225 is outstanding on the line of credit. In July 2014, the line of credit was extended to mature on May 31, 2015.

The Organization has an unsecured term loan, bearing interest at 6.15%. The loan agreement provides that the Organization must make monthly payments of interest plus a monthly amount of principal, ranging from \$500 to \$1,500, in accordance with the loan repayment schedule, over the term of the loan. The loan matures May 9, 2016. The loan is guaranteed by a member of the Board of Directors. At May 31, 2014 and 2013, \$54,442 and \$72,442, respectively, was outstanding on the term loan.

Future minimum principal payments under the term loan are as follows:

| <u>Year Ended</u> | <u>Amount</u> |
|-------------------|------------------|
| 2015 | \$ 18,000 |
| 2016 | <u>36,442</u> |
| | <u>\$ 54,442</u> |

Stage One: The Louisville Children's Theatre, Inc.
d/b/a StageOne Family Theatre
Notes to Financial Statements (Continued)
May 31, 2014 and 2013

Note G - Capital Lease Obligation

The Organization has a capital lease obligation for a copier. Terms of the lease require monthly payments of \$210, including interest at 6% through October 2016.

Future minimum lease payments under this arrangement are as follows:

| Year Ending May 31, | Amount |
|-----------------------------------|-----------------------|
| 2015 | \$ 2,520 |
| 2016 | 2,520 |
| 2017 | 1,029 |
| | <hr/> 6,069 |
| Less amount representing interest | (432) |
| | <hr/> <u>\$ 5,637</u> |

Amortization of property recorded under the capital lease obligation is included in depreciation expense.

Note H - Temporarily Restricted Net Assets

At May 31, 2014 and 2013, the Organization had \$438,355 and \$308,506, respectively, in temporarily restricted net assets available for future programs.

Note I - Operating Leases

During the years ended May 31, 2014 and 2013, the Organization leased storage and set construction space under a month to month operating lease at \$1,800 per month. Rent expense totaled \$21,600 for each of the years ended May 31, 2014 and 2013. This lease was terminated and the space vacated in May 2014.

Effective May 1, 2014, the Organization entered into a non-cancelable operating lease for storage and set construction space through May 31, 2019. Monthly base rent under the lease ranges from \$3,350 to \$3,950 per month over the term of the lease. Rent expense is recognized on a straight-line basis in the accompanying financial statements and totaled \$3,600 for the year ended May 31, 2014.

The Organization leases office space under a month to month operating lease at \$1,350 per month. Rent expense totaled \$16,200 for each of the years ended May 31, 2014 and 2013.

The Organization paid rentals for the use of the Bomhard Theater in Kentucky Center for the Arts under short term rental agreements with the venue.

Stage One: The Louisville Children's Theatre, Inc.
d/b/a StageOne Family Theatre
Notes to Financial Statements (Continued)
May 31, 2014 and 2013

Note I - Operating Leases (Continued)

The total non-cancelable operating lease payments are as follows:

| <u>Year Ending May 31,</u> | <u>Amount</u> |
|--------------------------------|-------------------|
| 2015 | \$ 35,850 |
| 2016 | 42,000 |
| 2017 | 43,800 |
| 2018 | 45,600 |
| 2019 | 47,400 |
| Total | <u>\$ 214,650</u> |

Note J - Pension and Employee Benefit Plans

The Organization is a participating employer in three separate trustee-managed multiemployer defined benefit pension plans for employees who participate in collective bargaining agreements ("the Plans"). The Plans generally provide retirement benefits to employees based on years of service while a member of the collective bargaining group and/or covered wages from participating employers. The Plans are each managed by a board of trustees. Although the Organization is not represented on any of the boards of trustees, other contributing employers may be members of the boards. Contributions of \$3,028 and \$3,862 were charged to pension expense for ongoing participation in these plans during the years ended May 31, 2014 and 2013, respectively.

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

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

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

Stage One: The Louisville Children's Theatre, Inc.
d/b/a StageOne Family Theatre
Notes to Financial Statements (Continued)
May 31, 2014 and 2013

Note J - Pension and Employee Benefit Plans (Continued)

The Organization's participation in the Plans as of May 31, 2014 and 2013, and for the years ended May 31, 2014 and 2013 is outlined in the table below. The "EIN/Pension Plan Number" column provides the Employee Identification Number (EIN) and the three-digit plan number, if applicable. The "FIP/RP Status Pending/Implemented" column indicates plans for which a financial improvement plan (FIP) or a rehabilitation plan (RP) is either pending or has been implemented. Plans in the Red zone are generally less than 65% funded, plans in the Yellow zone are generally greater than 65% but less than 80% funded, and plans in the Green are at least 80% funded.

| Pension Fund | Equity-League Pension Trust Fund | | United Scenic Artists Local 829 Pension Fund | | AFM & Employers' Pension Plan | |
|--|----------------------------------|-------|--|-------|-------------------------------|-----|
| EIN/ Pension Plan Number | 13-6696817-001 | | 13-1982707-001 | | 51-6120204-001 | |
| Pension Protection Act Zone Status | May 31, 2013 | Green | December 31, 2013 | N/A | March 31, 2013 | N/A |
| | May 31, 2012 | Green | December 31, 2012 | Green | March 31, 2012 | Red |
| FIP/ RP Status Pending/ Implemented | No | | No | | Yes / Implemented | |
| Company Contributions - 2014 | \$3,028 | | \$0 | | \$0 | |
| Company Contributions - 2013 | \$2,852 | | \$140 | | \$870 | |
| Surcharge Imposed | No | | No | | Yes | |
| Greater than 5% Contributor to the Plan | No | | No | | No | |
| Expiration Date of Collective Bargaining Agreement | June 29, 2014 | | January 29, 2012 | | May 31, 2014 | |

Under the terms of an agreement with various union organizations, the Organization is required to pay specific amounts to a welfare trust fund (under a defined contribution welfare plan) on behalf of actors, directors and designers as they are employed by the Organization. Welfare expense related to the union agreements was \$28,875 and \$28,090 for the years ended May 31, 2014 and 2013, respectively.

The Organization holds certificates of deposit pledged as collateral on a stand-by letter of credit for various union organizations. Pledged certificates of deposit totaled \$10,265 and \$12,407 as of May 31 2014 and 2013, respectively.

Note K - Concentrations

At May 31, 2014 and 2013, pledges from two donors represent 71% and 90% of gross pledges receivable and receivables from two customers represent 57% and 25% of accounts receivable, respectively. During the years ended May 31, 2014 and 2013, the Organization received 70% and 41% of total contributions and grants from four donors and one donor, respectively.

Note L - Subsequent Events

Subsequent to year end, the Organization entered into an operating lease for office space through August 31, 2020. Monthly base rent under the lease ranges from \$1,600 to \$1,900 per month over the term of the lease.

Request for Taxpayer Identification Number and Certification

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

1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.
Stage One: The Louisville Children's Theater, Inc.

2 Business name/disregarded entity name, if different from above
StageOne Family Theatre

3 Check appropriate box for federal tax classification; check only one of the following seven boxes:
 Individual/sole proprietor or single-member LLC
 C Corporation
 S Corporation
 Partnership
 Trust/estate
 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.
 Other (see instructions) ▶ _____

4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):
 Exempt payee code (if any) **1**
 Exemption from FATCA reporting code (if any) _____
(Applies to accounts maintained outside the U.S.)

5 Address (number, street, and apt. or suite no.)
315 W. Market St., Ste. 2S

6 City, state, and ZIP code
Louisville, KY 40202

7 List account number(s) here (optional)

Requester's name and address (optional)

Print or type See Specific Instructions on page 2.

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.

Social security number

| | | | | | | | |
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or

Employer identification number

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.

Part II Certification

Under penalties of perjury, I certify that:

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

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

Sign Here Signature of U.S. person ▶ *Michael J. [Signature]*

Date ▶ *6/12/2015*

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:

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