

Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

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

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

OMB No. 1545-0047

2012**Open to Public Inspection****A** For the **2012** calendar year, or tax year beginning **JUL 1, 2012** and ending **JUN 30, 2013**

| | | |
|---|--|---|
| B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending | C Name of organization <div style="border: 1px solid black; padding: 2px;">TENNESSEE REPERTORY THEATRE, INC.</div> Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite <div style="border: 1px solid black; padding: 2px;">161 RAINS AVENUE</div> City, town, or post office, state, and ZIP code <div style="border: 1px solid black; padding: 2px;">NASHVILLE, TN 37203</div> F Name and address of principal officer: RENE COPELAND SAME AS C ABOVE | D Employer identification number <div style="border: 1px solid black; padding: 2px; text-align: center;">62-1811578</div> E Telephone number <div style="border: 1px solid black; padding: 2px; text-align: center;">615-244-4878</div> G Gross receipts \$ 1,455,809. H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates 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.TENNESSEEREPO.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: 1998 M State of legal domicile: TN | | |

Part I Summary

| | | |
|------------|---|-------------------|
| 1 | Briefly describe the organization's mission or most significant activities: SEE SCHEDULE O | |
| 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) | 32 |
| 4 | Number of independent voting members of the governing body (Part VI, line 1b) | 32 |
| 5 | Total number of individuals employed in calendar year 2012 (Part V, line 2a) | 77 |
| 6 | Total number of volunteers (estimate if necessary) | 0 |
| 7a | Total unrelated business revenue from Part VIII, column (C), line 12 | 5,321. |
| 7b | Net unrelated business taxable income from Form 990-T, line 34 | 2,640. |
| 8 | Contributions and grants (Part VIII, line 1h) | 835,298. |
| 9 | Program service revenue (Part VIII, line 2g) | 402,605. |
| 10 | Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 1,684. |
| 11 | Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 32,884. |
| 12 | Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 1,272,471. |
| 13 | Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 0. |
| 14 | Benefits paid to or for members (Part IX, column (A), line 4) | 0. |
| 15 | Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | 713,371. |
| 16a | Professional fundraising fees (Part IX, column (A), line 11e) | 0. |
| b | Total fundraising expenses (Part IX, column (D), line 25) ▶ 78,998. | |
| 17 | Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | 626,175. |
| 18 | Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) | 1,339,546. |
| 19 | Revenue less expenses. Subtract line 18 from line 12 | -67,075. |
| 20 | Total assets (Part X, line 16) | 364,819. |
| 21 | Total liabilities (Part X, line 26) | 181,730. |
| 22 | Net assets or fund balances. Subtract line 21 from line 20 | 183,089. |

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 <div style="border: 1px solid black; padding: 2px; text-align: center;">RENE COPELAND, PRODUCING ARTISTIC DIRECTOR</div> Type or print name and title | Date <div style="border: 1px solid black; padding: 2px; text-align: center;">11/18/13</div> |
| Paid Preparer Use Only | Print/Type preparer's name JAMES MILLS, EA | Preparer's signature <div style="border: 1px solid black; padding: 2px; text-align: center;">11/18/13</div> |
| | Firm's name ▶ PATTERSON, HARDEE & BALLENTINE PC | Firm's EIN ▶ 45-0784806 |
| | Firm's address ▶ 1889 GENERAL GEORGE PATTON DR #200 FRANKLIN, TN 37067 | Phone no. 615-750-5537 |

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

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III ☒ **X****1** Briefly describe the organization's mission:**SEE SCHEDULE O****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 \$ **1,003,655.** including grants of \$) (Revenue \$ **486,611.**)
MAIN STAGE PRODUCTIONS: CLYBOURNE PARK, DR. JEKYLL & MR. HYDE, A CHRISTMAS STORY, CABARET, COLUMNIST**TOTAL ATTENDANCE WAS APPROXIMATELY 16,164.****4b** (Code:) (Expenses \$ **59,582.** including grants of \$) (Revenue \$)
NEW STAGES**INGRAM NEW WORKS PROGRAM (INCLUDES THE FOLLOWING) - NEW WORKS FELLOWSHIP WHICH WAS AWARDED TO THERESA REBECK, WHO CREATED A NEW PLAY FEVER AND MENTORED THE MEMBERS OF TENNESSEE REP'S INGRAM NEW WORKS LAB. NEW WORKS LAB CONSISTED OF FOUR PLAYWRIGHTS WHO WORKED IN RESIDENCE TO CREATE A PLAY THAT WOULD BE READ IN THE NEW WORKS FESTIVAL. NEW WORKS FESTIVAL FEATURED READINGS OF THE PLAYS DEVELOPED BY THE PLAYWRIGHTS IN THE LAB AND BY THE NEW WORKS FELLOW. TOTAL ATTENDANCE WAS APPROXIMATELY 700.****REPALLOUD (READING EXCELLENT PLAYS ALOUD)- SERIES OF STAGED READINGS OF****4c** (Code:) (Expenses \$ **51,022.** including grants of \$) (Revenue \$ **9,978.**)
PROFESSIONAL TRAINING & ENRICHMENT**INTERNSHIPS- PROVIDES A UNIQUE OPPORTUNITY FOR INTERNS TO GAIN PRACTICAL EXPERIENCE AND VALUABLE SKILLS FROM THE LARGEST PROFESSIONAL THEATRE IN TENNESSEE AND ALLOWS STAFF THE BENEFIT OF WORKING WITH ENTHUSIASTIC, TALENTED YOUNG THEATRE ARTISTS. THIS SEASON WE HAD 5 PROFESSIONAL AND 19 STUDENT INTERNS.****WORKSHOPS- ARTS ENRICHMENT AND PROFESSIONAL TRAINING WORKSHOPS OFFERED TO INDIVIDUALS AND SCHOOLS IN THE COMMUNITY THROUGHOUT THE SEASON. THREE WORKSHOPS WERE OFFERED THIS SEASON WITH APPROXIMATELY 17 IN ATTENDANCE.****4d** Other program services (Describe in Schedule O.)

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

4e Total program service expenses **1,114,259.**

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> | 1 X | |
| 2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? | 2 | 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> | 3 | 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> | 4 | 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> | 5 | 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> | 6 | 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> | 7 | 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> | 8 | 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> | 9 | 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> | 10 | 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> | 11a 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> | 11b | 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> | 11c | 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> | 11d | 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> | 11e | 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> | 11f 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> | 12a 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> | 12b | X |
| 13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> | 13 | X |
| 14a Did the organization maintain an office, employees, or agents outside of the United States? | 14a | 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> | 14b | X |
| 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i> | 15 | X |
| 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i> | 16 | 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> | 17 | 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> | 18 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> | 19 | X |
| 20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i> | 20a | X |
| b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return? | 20b | |

Part IV Checklist of Required Schedules (continued)

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

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

Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☐

| | | Yes | No |
|--|--------------|-----|----|
| 1a Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable | 1a 26 | | |
| b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable | 1b 0 | | |
| c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? | 1c | X | |
| 2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return | 2a 77 | | |
| 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) | 2b | X | |
| 3a Did the organization have unrelated business gross income of \$1,000 or more during the year? | 3a | X | |
| b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O | 3b | X | |
| 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)? | 4a | | 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? | 5a | | X |
| b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? | 5b | | X |
| c If "Yes," to line 5a or 5b, did the organization file Form 8886-T? | 5c | | |
| 6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions? | 6a | | X |
| b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? | 6b | | |
| 7 Organizations that may receive deductible contributions under section 170(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? | 7a | | X |
| b If "Yes," did the organization notify the donor of the value of the goods or services provided? | 7b | | |
| c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? | 7c | | X |
| d If "Yes," indicate the number of Forms 8282 filed during the year | 7d | | |
| e Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | 7e | | |
| f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 7f | | |
| g If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required? | 7g | | |
| h If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C? | 7h | | |
| 8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? | 8 | | |
| 9 Sponsoring organizations maintaining donor advised funds. | | | |
| a Did the organization make any taxable distributions under section 4966? | 9a | | |
| b Did the organization make a distribution to a donor, donor advisor, or related person? | 9b | | |
| 10 Section 501(c)(7) organizations. Enter: | | | |
| a Initiation fees and capital contributions included on Part VIII, line 12 | 10a | | |
| b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities | 10b | | |
| 11 Section 501(c)(12) organizations. Enter: | | | |
| a Gross income from members or shareholders | 11a | | |
| b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) | 11b | | |
| 12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041? | 12a | | |
| b If "Yes," enter the amount of tax-exempt interest received or accrued during the year | 12b | | |
| 13 Section 501(c)(29) qualified nonprofit health insurance issuers. | | | |
| a Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O. | 13a | | |
| b Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans | 13b | | |
| c Enter the amount of reserves on hand | 13c | | |
| 14a Did the organization receive any payments for indoor tanning services during the tax year? | 14a | | X |
| b If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O | 14b | | |

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.Check if Schedule O contains a response to any question in this Part VI ☒**Section A. Governing Body and Management**

| | 1a | 1b | Yes | No |
|---|----|----|-----|----|
| 1a Enter the number of voting members of the governing body at the end of the tax year | 32 | | | |
| 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. | | | | |
| b Enter the number of voting members included in line 1a, above, who are independent | | 32 | | |
| 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? | | | 2 | 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? | | | 3 | X |
| 4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? | | | 4 | X |
| 5 Did the organization become aware during the year of a significant diversion of the organization's assets? | | | 5 | X |
| 6 Did the organization have members or stockholders? | | | 6 | 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? | | | 7a | X |
| b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? | | | 7b | X |
| 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: | | | | |
| a The governing body? | | | 8a | X |
| b Each committee with authority to act on behalf of the governing body? | | | 8b | 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 | | | 9 | 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? | 10a | X |
| b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? | 10b | |
| 11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? | 11a | X |
| b Describe in Schedule O the process, if any, used by the organization to review this Form 990. | | |
| 12a Did the organization have a written conflict of interest policy? If "No," go to line 13 | 12a | X |
| b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? | 12b | X |
| c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done | 12c | X |
| 13 Did the organization have a written whistleblower policy? | 13 | X |
| 14 Did the organization have a written document retention and destruction policy? | 14 | X |
| 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? | | |
| a The organization's CEO, Executive Director, or top management official | 15a | X |
| b Other officers or key employees of the organization | 15b | X |
| If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions). | | |
| 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? | 16a | X |
| b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? | 16b | |

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **NONE**

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: **KAY ADAMS - 615-244-4878**
161 RAINS AVENUE, NASHVILLE, TN 37203

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---|---|--|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (1) MEGAN BARRY BOARD OF DIRECTORS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (2) CHRIS CHAMBERLAIN BOARD OF DIRECTORS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (3) LESLIE BOONE BOARD OF DIRECTORS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (4) MARJEAN CODDON BOARD OF DIRECTORS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (5) CAROL CRESWELL-BETSCH BOARD OF DIRECTORS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (6) JOHN CURTIS BOARD OF DIRECTORS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (7) CAROLYN DEVER BOARD OF DIRECTORS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (8) ELSIE FACIANE BOARD OF DIRECTORS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (9) ERICA KRUSE GARRISON BOARD OF DIRECTORS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (10) SARA HOOVER BOARD OF DIRECTORS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (11) VICKI HORNE BOARD OF DIRECTORS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (12) DAVID M JACKSON BOARD OF DIRECTORS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (13) KEN LEISER BOARD OF DIRECTORS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (14) MARCIA MCDONALD BOARD OF DIRECTORS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (15) DENA NESSARI BOARD OF DIRECTORS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (16) TIM PIERCE BOARD OF DIRECTORS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (17) MATT PIERUCKI BOARD OF DIRECTORS | 2.00 | X | | | | | | 0. | 0. | 0. |

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

| (A) Name and title | (B) Average hours per week (list any hours for related organizations below line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|--|--|-----------------------|---------|--------------|------------------------------|--------|---|--|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (18) DAVID POWELL BOARD OF DIRECTORS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (19) MARY NEIL PRICE BOARD OF DIRECTORS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (20) GABE ROBERTS BOARD OF DIRECTORS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (21) JULIE ROBERTS BOARD OF DIRECTORS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (22) ANN MEADOR SHAYNE BOARD OF DIRECTORS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (23) MIKE SMITH BOARD OF DIRECTORS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (24) SANDY SPITZ BOARD OF DIRECTORS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (25) PETE STRINGER BOARD OF DIRECTORS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (26) BRANDE G THOMAS BOARD OF DIRECTORS | 2.00 | X | | | | | | 0. | 0. | 0. |
| 1b Sub-total | | | | | | | | 0. | 0. | 0. |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | 103,800. | 0. | 0. |
| d Total (add lines 1b and 1c) | | | | | | | | 103,800. | 0. | 0. |

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

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

Section B. Independent Contractors

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

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

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

SEE PART VII, SECTION A CONTINUATION SHEETS

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

| (A) Name and title | (B) Average hours per week (list any hours for related organizations below line) | (C) Position (check all that apply) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|---|--|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (27) DEBORAH K WILLIAMS BOARD OF DIRECTORS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (28) ANNIE KINNAIRD WILLIAMS BOARD OF DIRECTORS | 2.00 | X | | | | | | 0. | 0. | 0. |
| (29) MARTHA R INGRAM CO-FOUNDER | 2.00 | X | | X | | | | 0. | 0. | 0. |
| (30) PAMELA JOHNSON IMMEDIATE PAST PRESIDENT | 2.00 | X | | X | | | | 0. | 0. | 0. |
| (31) MARTHA TRAMMELL PRESIDENT | 2.00 | X | | X | | | | 0. | 0. | 0. |
| (32) BARBARA ZIPPERIAN TREASURER | 2.00 | X | | X | | | | 0. | 0. | 0. |
| (33) DAVID M JACKSON VICE PRESIDENT | 2.00 | X | | X | | | | 0. | 0. | 0. |
| (34) ANN SHAYNE VICE PRESIDENT | 2.00 | X | | X | | | | 0. | 0. | 0. |
| (35) MIKE SMITH VICE PRESIDENT | 2.00 | X | | X | | | | 0. | 0. | 0. |
| (36) VICKI HORNE SECRETARY | 2.00 | X | | X | | | | 0. | 0. | 0. |
| (37) TERESA K ADAMS DIRECTOR OF FINANCE & ADMI | 45.00 | | | X | | | | 40,800. | 0. | 0. |
| (38) RENE COPELAND PRODUCING ARTISTIC DIRECTO | 45.00 | | | X | | | | 63,000. | 0. | 0. |
| (39) KEN LEISER ASSISTANT TO THE TREASURER | 2.00 | | | X | | | | 0. | 0. | 0. |
| | | | | | | | | | | |
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| | | | | | | | | | | |
| Total to Part VII, Section A, line 1c | | | | | | | | 103,800. | | |

Part VIII Statement of RevenueCheck if Schedule O contains a response to any question in this Part VIII ☐

| | | | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512, 513, or 514 |
|---|--|---|---|-------------------------|---|---|---|
| Contributions, Gifts, Grants and Other Similar Amounts | 1 a | Federated campaigns | 1a | | | | |
| | b | Membership dues | 1b | | | | |
| | c | Fundraising events | 1c | 30,115. | | | |
| | d | Related organizations | 1d | | | | |
| | e | Government grants (contributions) | 1e | 153,820. | | | |
| | f | All other contributions, gifts, grants, and similar amounts not included above | 1f | 628,203. | | | |
| | g | Noncash contributions included in lines 1a-1f: \$ | | 7,400. | | | |
| | h | Total. Add lines 1a-1f | | 812,138. | | | |
| | Program Service Revenue | 2 a | TICKET SALES | Business Code 711110 | 499,059. | 499,059. | |
| b | | INTERNSHIP FEES | 711110 | 5,185. | 5,185. | | |
| c | | WORKSHOP/CLASS FEES | 711110 | 4,793. | 4,793. | | |
| d | | | | | | | |
| e | | | | | | | |
| f | | All other program service revenue | | | | | |
| g | | Total. Add lines 2a-2f | | 509,037. | | | |
| Other Revenue | | 3 | Investment income (including dividends, interest, and other similar amounts) | | 240. | | |
| | 4 | Income from investment of tax-exempt bond proceeds | | | | | |
| | 5 | Royalties | | | | | |
| | 6 a | Gross rents | (i) Real (ii) Personal | | | | |
| | | | | 106,088. | | | |
| | | b Less: rental expenses | | 118,601. | | | |
| | | c Rental income or (loss) | | -12,513. | | | |
| | d | Net rental income or (loss) | | -12,513. | -12,448. | -65. | |
| | 7 a | Gross amount from sales of assets other than inventory | (i) Securities (ii) Other | | | | |
| | | | | | | | |
| | | b Less: cost or other basis and sales expenses | | | | | |
| | | c Gain or (loss) | | | | | |
| | d | Net gain or (loss) | | | | | |
| | 8 a | Gross income from fundraising events (not including \$ 30,115. of contributions reported on line 1c). See Part IV, line 18 | a | 21,920. | | | |
| | | b Less: direct expenses | b | 27,266. | | | |
| c | | Net income or (loss) from fundraising events | | -5,346. | | -5,346. | |
| 9 a | | Gross income from gaming activities. See Part IV, line 19 | a | | | | |
| b | Less: direct expenses | b | | | | | |
| c | Net income or (loss) from gaming activities | | | | | | |
| 10 a | Gross sales of inventory, less returns and allowances | a | | | | | |
| | b Less: cost of goods sold | b | | | | | |
| | c | Net income or (loss) from sales of inventory | | | | | |
| Miscellaneous Revenue | | | Business Code | | | | |
| 11 a | SMALL BUSINESS HEALTH | 711110 | 4,477. | | 4,477. | | |
| b | COMMUNITY PARTNER EVEN | | 1,000. | 1,000. | | | |
| c | MISC OTHER INCOME | 711110 | 909. | | 909. | | |
| d | All other revenue | | | | | | |
| e | Total. Add lines 11a-11d | | 6,386. | | | | |
| 12 | Total revenue. See instructions. | | 1,309,942. | 497,589. | 5,321. | -5,106. | |

Part IX Statement of Functional Expenses

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

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

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|---|-----------------------|---------------------------------|--|-----------------------------|
| 1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21 | | | | |
| 2 Grants and other assistance to individuals in the United States. See Part IV, line 22 | | | | |
| 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 | 103,800. | 63,000. | 40,800. | |
| 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 | 447,078. | 379,971. | 15,317. | 51,790. |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | | | | |
| 9 Other employee benefits | 51,802. | 36,817. | 8,954. | 6,031. |
| 10 Payroll taxes | 41,417. | 32,920. | 4,348. | 4,149. |
| 11 Fees for services (non-employees): | | | | |
| a Management | | | | |
| b Legal | | | | |
| c Accounting | 9,000. | | 9,000. | |
| d Lobbying | | | | |
| e Professional fundraising services. See Part IV, line 17 | | | | |
| f Investment management fees | | | | |
| g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.) | 63,757. | 61,957. | 1,800. | |
| 12 Advertising and promotion | 96,885. | 96,885. | | |
| 13 Office expenses | 22,936. | 11,328. | 7,931. | 3,677. |
| 14 Information technology | 8,063. | 752. | 5,819. | 1,492. |
| 15 Royalties | 38,597. | 38,597. | | |
| 16 Occupancy | 57,663. | 38,183. | 10,204. | 9,276. |
| 17 Travel | 9,052. | 9,052. | | |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | 2,058. | 1,510. | 100. | 448. |
| 20 Interest | 214. | | 214. | |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | 4,096. | | 4,096. | |
| 23 Insurance | 13,297. | 10,195. | 1,625. | 1,477. |
| 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 SUPPLIES | 329,905. | 329,905. | | |
| b DUES AND SUBSCRIPTIONS | 4,272. | 95. | 3,617. | 560. |
| c MEALS & ENTERTAINMENT | 3,816. | 2,804. | 984. | 28. |
| d LICENSES & FEES | 460. | | 460. | |
| e All other expenses | 469. | 288. | 111. | 70. |
| 25 Total functional expenses. Add lines 1 through 24e | 1,308,637. | 1,114,259. | 115,380. | 78,998. |
| 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 SheetCheck if Schedule O contains a response to any question in this Part X ☐

| | | (A) Beginning of year | | (B) End of year |
|--|--|---|------------|--------------------|
| Assets | 1 Cash - non-interest-bearing | 217,477. | 1 | 182,219. |
| | 2 Savings and temporary cash investments | | 2 | |
| | 3 Pledges and grants receivable, net | | 3 | |
| | 4 Accounts receivable, net | 118,738. | 4 | 117,211. |
| | 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 | 17,284. | 9 | 30,461. |
| | 10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D | 10a 93,127. | | |
| | b Less: accumulated depreciation | 10b 70,535. | 10c | 22,592. |
| | 11 Investments - publicly traded securities | | 11 | |
| | 12 Investments - other securities. See Part IV, line 11 | | 12 | |
| | 13 Investments - program-related. See Part IV, line 11 | | 13 | |
| | 14 Intangible assets | | 14 | |
| | 15 Other assets. See Part IV, line 11 | | 15 | |
| 16 Total assets. Add lines 1 through 15 (must equal line 34) | 364,819. | 16 | 352,483. | |
| Liabilities | 17 Accounts payable and accrued expenses | 181,730. | 17 | 168,089. |
| | 18 Grants payable | | 18 | |
| | 19 Deferred revenue | | 19 | |
| | 20 Tax-exempt bond liabilities | | 20 | |
| | 21 Escrow or custodial account liability. Complete Part IV of Schedule D | | 21 | |
| | 22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L | | 22 | |
| | 23 Secured mortgages and notes payable to unrelated third parties | | 23 | |
| | 24 Unsecured notes and loans payable to unrelated third parties | | 24 | |
| | 25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D | | 25 | |
| | 26 Total liabilities. Add lines 17 through 25 | 181,730. | 26 | 168,089. |
| | 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 | | 133,423. | 27 | 123,894. |
| 28 Temporarily restricted net assets | | 49,666. | 28 | 60,500. |
| 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 | | 183,089. | 33 | 184,394. |
| 34 Total liabilities and net assets/fund balances | 364,819. | 34 | 352,483. | |

Part XI Reconciliation of Net AssetsCheck if Schedule O contains a response to any question in this Part XI ☐

| | | | |
|-----------|--|-----------|------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 1,309,942. |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 1,308,637. |
| 3 | Revenue less expenses. Subtract line 2 from line 1 | 3 | 1,305. |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 183,089. |
| 5 | Net unrealized gains (losses) on investments | 5 | |
| 6 | Donated services and use of facilities | 6 | |
| 7 | Investment expenses | 7 | |
| 8 | Prior period adjustments | 8 | |
| 9 | Other changes in net assets or fund balances (explain in Schedule O) | 9 | 0. |
| 10 | Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 184,394. |

Part XII Financial Statements and ReportingCheck if Schedule O contains a response to any question in this Part XII ☐

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

Form 990 (2012)

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. ► See separate instructions.

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

TENNESSEE REPERTORY THEATRE, INC.

Employer identification number

62-1811578

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

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

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

| | Yes | No |
|-----------------|-----|----|
| 11g(i) | | |
| 11g(ii) | | |
| 11g(iii) | | |

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

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

Schedule A (Form 990 or 990-EZ) 2012

Part 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) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|--|------------|----------|----------|----------|----------|------------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | 1,146,000. | 743,443. | 741,540. | 877,647. | 781,009. | 4,289,639. |
| 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 | 1,146,000. | 743,443. | 741,540. | 877,647. | 781,009. | 4,289,639. |
| 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) | | | | | | |
| 6 Public support. Subtract line 5 from line 4. | | | | | | 4,289,639. |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|--|------------|----------|----------|----------|----------|--------------------------|
| 7 Amounts from line 4 | 1,146,000. | 743,443. | 741,540. | 877,647. | 781,009. | 4,289,639. |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | 548. | | 240. | 788. |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on | 6,233. | | | | -65. | 6,168. |
| 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | |
| 11 Total support. Add lines 7 through 10 | | | | | | 4,296,595. |
| 12 Gross receipts from related activities, etc. (see instructions) | | | | | 12 | 905,574. |
| 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 2012 (line 6, column (f) divided by line 11, column (f)) | 14 | 99.84 % |
| 15 Public support percentage from 2011 Schedule A, Part II, line 14 | 15 | 99.84 % |
| 16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization | | <input checked="" type="checkbox"/> |
| b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| 17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | | <input type="checkbox"/> |
| 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions | | <input type="checkbox"/> |

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

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

Section A. Public Support

| Calendar year (or fiscal year beginning in) ► | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | | | | | | |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose | | | | | | |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513 | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 6 Total. Add lines 1 through 5 | | | | | | |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | | | | | | |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year | | | | | | |
| c Add lines 7a and 7b | | | | | | |
| 8 Public support. (Subtract line 7c from line 6.) | | | | | | |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ► | (a) 2008 | (b) 2009 | (c) 2010 | (d) 2011 | (e) 2012 | (f) Total |
|--|----------|----------|----------|----------|----------|--------------------------|
| 9 Amounts from line 6 | | | | | | |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b | | | | | | |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | |
| 13 Total support. (Add lines 9, 10c, 11, and 12.) | | | | | | |
| 14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here | | | | | | <input type="checkbox"/> |

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

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

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

TENNESSEE REPERTORY THEATRE, INC.

Employer identification number

62-1811578

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).

| | |
|--|--|
| <input type="checkbox"/> Preservation of land for public use (e.g., recreation or education) | <input type="checkbox"/> Preservation of an historically important land area |
| <input type="checkbox"/> Protection of natural habitat | <input type="checkbox"/> Preservation of a certified historic structure |
| <input type="checkbox"/> 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:

- (i) unrelated organizations
 (ii) related organizations

| | Yes | No |
|--------|-----|----|
| 3a(i) | | |
| 3a(ii) | | |
| 3b | | |

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? ☐

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

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

| Description of property | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|--|--------------------------------------|---------------------------------|------------------------------|----------------|
| 1a Land | | | | |
| b Buildings | | | | |
| c Leasehold improvements | | | | |
| d Equipment | | 93,127. | 70,535. | 22,592. |
| e Other | | | | |
| Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) | | | | 22,592. |

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

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

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

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

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

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

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

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

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

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

| | | | |
|----------|--|-----------|------------|
| 1 | Total revenue, gains, and other support per audited financial statements | 1 | 1,455,809. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12: | | |
| a | Net unrealized gains on investments | 2a | |
| b | Donated services and use of facilities | 2b | |
| c | Recoveries of prior year grants | 2c | |
| d | Other (Describe in Part XIII.) | 2d | 145,867. |
| e | Add lines 2a through 2d | 2e | 145,867. |
| 3 | Subtract line 2e from line 1 | 3 | 1,309,942. |
| 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 | 1,309,942. |

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

| | | | |
|----------|---|-----------|------------|
| 1 | Total expenses and losses per audited financial statements | 1 | 1,454,504. |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25: | | |
| a | Donated services and use of facilities | 2a | |
| b | Prior year adjustments | 2b | |
| c | Other losses | 2c | |
| d | Other (Describe in Part XIII.) | 2d | 145,867. |
| e | Add lines 2a through 2d | 2e | 145,867. |
| 3 | Subtract line 2e from line 1 | 3 | 1,308,637. |
| 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 | 1,308,637. |

Part XIII Supplemental Information

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

PART X, LINE 2: THE ORGANIZATION ADOPTED GUIDANCE ISSUED BY FASB WITH

RESPECT TO ACCOUNTING FOR UNCERTAIN TAX POSITIONS AS OF JANUARY 1, 2009. A TAX POSITION IS RECOGNIZED AS A BENEFIT ONLY IF IT IS "MORE LIKELY THAN NOT" THE TAX POSITION WOULD BE SUSTAINED IN A TAX EXAMINATION, WITH A TAX EXAMINATION BEING PRESUMED TO OCCUR. THE AMOUNT RECOGNIZED IS THE LARGEST AMOUNT OF TAX BENEFIT GREATER THAN 50 PERCENT LIKELY OF BEING REALIZED ON EXAMINATION. FOR TAX POSITIONS NOT MEETING THE "MORE LIKELY THAN NOT" TEST, NO TAX BENEFIT IS RECORDED. THE ADOPTION HAD NO EFFECT ON THE

Part XIII Supplemental Information (continued)

ORGANIZATION'S FINANCIAL STATEMENTS. THE ORGANIZATION RECOGNIZES INTEREST AND PENALTIES RELATED TO UNRECOGNIZED TAX BENEFITS IN INTEREST AND INCOME TAX EXPENSE, RESPECTIVELY. THE ORGANIZATION HAS NO AMOUNTS ACCRUED FOR INTEREST OR PENALTIES AS OF JUNE 30, 2013. THE ORGANIZATION IS NO LONGER SUBJECT TO EXAMINATION BY U.S. FEDERAL AND STATE TAXING AUTHORITIES FOR YEARS BEFORE 2009. THEREFORE, NO PROVISION FOR INCOME TAXES IS INCLUDED IN THE ACCOMPANYING FINANCIAL STATEMENTS.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

FUNDRAISING EXPENSES REPORTED ON STATEMENT OF REVENUES

RENTAL ACTIVITY EXPENSES REPORTED ON STATEMENT OF REVENUES

PART XII, LINE 2D - OTHER ADJUSTMENTS:

FUNDRAISING EXPENSES REPORTED ON STATEMENT OF REVENUES

RENTAL ACTIVITY EXPENSES REPORTED ON STATEMENT OF REVENUES

OTHER ADJUSTMENTS:

RENTAL ACTIVITY EXPENSES REPORTED ON STATEMENT OF REVENUES \$118,601

FUNDRAISING EXPENSES REPORTED ON STATEMENT OF REVENUES \$27,226

TOTAL \$145,867

Department of the Treasury
Internal Revenue Service

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. ▶ See separate instructions.

Open To Public Inspection

| |
|--------------------------------|
| Employer identification number |
| 62-1811578 |

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.

- 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.

Total

- [illegible]

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 FIRST NIGHT SUPPER CLUB | (b) Event #2 REP ON THE RIVER | (c) Other events 1 | (d) Total events (add col. (a) through col. (c)) |
|-----------------|---|--|-------------------------------------|-----------------------|--|
| | | (event type) | (event type) | (total number) | |
| Revenue | 1 Gross receipts | 24,390. | 21,995. | 5,650. | 52,035. |
| | 2 Less: Contributions | 13,615. | 14,050. | 2,450. | 30,115. |
| | 3 Gross income (line 1 minus line 2) | 10,775. | 7,945. | 3,200. | 21,920. |
| Direct Expenses | 4 Cash prizes | | | | |
| | 5 Noncash prizes | | 800. | | 800. |
| | 6 Rent/facility costs | | 0. | 0. | |
| | 7 Food and beverages | 13,376. | 3,780. | | 17,156. |
| | 8 Entertainment | | 5,000. | | 5,000. |
| | 9 Other direct expenses | 596. | 1,907. | 1,807. | 4,310. |
| | 10 Direct expense summary. Add lines 4 through 9 in column (d) | | | | (27,266) |
| | 11 Net income summary. Combine line 3, column (d), and line 10 | | | | -5,346. |

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

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

9 Enter the state(s) in which the organization operates gaming activities: _____**a** Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No**b** If "No," explain: _____**10a** Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No**b** If "Yes," explain: _____

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

Name ☐ _____Address ☐ _____

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

Name ☐ _____Address ☐ _____**16** Gaming manager information:Name ☐ _____Gaming manager compensation ☐ \$ _____Description of services provided ☐ _____

_____☐ Director/officer☐ Employee☐ Independent contractor**17** Mandatory distributions:

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

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

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ **Complete if the organization answered**
"Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, line 38a or 40b.
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

OMB No. 1545-0047

2012

**Open To Public
Inspection**

Name of the organization

TENNESSEE REPERTORY THEATRE, INC.

Employer identification number

62-1811578

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

| 1 | (a) Name of disqualified person | (b) Relationship between disqualified person and organization | (c) Description of transaction | (d) Corrected? | |
|---|---------------------------------|---|--------------------------------|----------------|----|
| | | | | Yes | No |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958 ▶ \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

| (a) Name of interested person | (b) Relationship with organization | (c) Purpose of loan | (d) Loan to or from the organization? | | (e) Original principal amount | (f) Balance due | (g) In default? | | (h) Approved by board or committee? | | (i) Written agreement? | |
|-------------------------------|------------------------------------|---------------------|---------------------------------------|------|-------------------------------|-----------------|-----------------|----|-------------------------------------|----|------------------------|----|
| | | | To | From | | | Yes | No | Yes | No | Yes | No |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
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| | | | | | | | | | | | | |
| | | | | | | | | | | | | |

Total ▶ \$

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

| (a) Name of interested person | (b) Relationship between interested person and the organization | (c) Amount of assistance | (d) Type of assistance | (e) Purpose of assistance |
|-------------------------------|---|--------------------------|------------------------|---------------------------|
| | | | | |
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Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

| | |
|---------------|---------------------------------|
| Part V | Supplemental Information |
|---------------|---------------------------------|

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

(A) NAME OF PERSON: BETH CURLEY

(D) DESCRIPTION OF TRANSACTION: THE ORGANIZATION PAID RENT FOR OFFICE SPACE TO NPT. MS. CURLEY IS THE CEO OF NPT.

(A) NAME OF PERSON: DENA NESSARI

(D) DESCRIPTION OF TRANSACTION: BOARD MEMBER IS EMPLOYED BY THE COMPANY THAT DONATES AIRLINE VOUCHERS TO THE ORGANIZATION.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

TENNESSEE REPERTORY THEATRE, INC.

Employer identification number

62-1811578

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

TENNESSEE REP EXISTS TO SERVE THROUGH CREATING "AH-HA!" MOMENTS THAT
INSPIRE EMPATHY, PROD INTELLECTUAL AND EMOTIONAL ENGAGEMENT, AND EXPAND
THE CREATIVE CAPACITY OF AUDIENCE AND ARTISTS THROUGH THE DYNAMIC
CONNECTION UNIQUE TO LIVE THEATRE

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

TENNESSEE REP EXISTS TO SERVE THROUGH CREATING "AH-HA!" MOMENTS THAT
INSPIRE EMPATHY, PROD INTELLECTUAL AND EMOTIONAL ENGAGEMENT, AND EXPAND
THE CREATIVE CAPACITY OF AUDIENCE AND ARTISTS THROUGH THE DYNAMIC
CONNECTION UNIQUE TO LIVE THEATRE

THE VISION OF TENNESSEE REP IS TO BE A STRONG AND VITAL PROFESSIONAL
REGIONAL THEATER THAT IS AN INDISPENSABLE PART OF OUR COMMUNITY'S
CREATIVE LIFE, WIDELY EMBRACED AND DEEPLY VALUED AS AN ESSENTIAL SOURCE
FOR ILLUMINATING ARTISTIC EXPERIENCES AND EXCITING ENTERTAINMENT, AND
RECOGNIZED AS A MODEL OF SUSTAINABILITY THAT IS HOME FOR A THRIVING
COMMUNITY OF PROFESSIONAL ARTISTS AND WHOSE NAME IS SYNONYMOUS WITH
EXCELLENCE IN EVERY ASPECT.

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

PLAYS THAT WE WILL NOT LIKELY PRODUCE IN THE NEAR FUTURE. THIS
SEASON'S READINGS CONSISTED OF: A RAISIN IN THE SUN, A BEHANDING IN
SPOKANE, MR. & MRS. FITCH WITH APPROXIMATELY 550 IN ATTENDANCE.

| | |
|-----------------------------------|--------------------------------|
| Name of the organization | Employer identification number |
| TENNESSEE REPERTORY THEATRE, INC. | 62-1811578 |

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

CLASSROOM INDEPTH- SCHOOL/COLLEGE CLASSES MAY SEE A PRODUCTION AT A DISCOUNT AND A PROFESSIONAL TEACHING ARTIST VISITS THEIR CLASS EITHER BEFORE FOR PREPARATION OR AFTER FOR DISCUSSION. SEVEN CLASSES WITH APPROXIMATELY A TOTAL OF 173 STUDENTS ATTENDED.

EDUCATION & OUTREACH- APPROXIMATELY 58 SEPARATE EVENTS INCLUDING: LOOKINS (PRE-OPENING "OPEN REHEARSALS" AND DISCUSSION FOR HIGH SCHOOL AND ABOVE AUDIENCES IN REHEARSAL STUDIO); TENNESSEE REP UNCLASSIFIED (PRE-SHOW PRESENTATION AND DISCUSSION WITH RESIDENT SCENIC DESIGNER AND OTHER PRODUCTION PERSONNEL); MEET AND GREET (POST-SHOW INFORMAL MEETING WITH CAST MEMBERS); TALKBACK (POST-SHOW STRUCTURED DISCUSSION WITH CREATIVE TEAM MEMBERS, INCLUDING DIRECTOR, CAST MEMBERS, ETC.); INSIDEOUT OF THE LUNCH BOX (PRESENTATION AND DISCUSSION OF ISSUES, IDEAS, AND CONCERNS RAISED BY A PLAY); COMMUNITY EVENTS (PANEL DISCUSSIONS & PRESENTATIONS WITH COMMUNITY PARTNERS) TOTAL ATTENDANCE WAS APPROXIMATELY 6,500.

FORM 990, PART VI, SECTION B, LINE 11: A DRAFT OF THE 990 IS REVIEWED BY THE DIRECTOR OF FINANCE AND ADMINISTRATION. IF ALL IS ACCEPTABLE, IT IS GIVEN TO THE TREASURER TO REVIEW. ONCE THE TREASURER HAS REVIEWED AND THERE ARE NO ERRORS, IT IS GIVEN TO THE PRODUCING ARTISTIC DIRECTOR TO ALSO REVIEW AND SIGN. THE GOVERNING BODY OF THE ORGANIZATION VIEWS THE RETURN AFTER IT HAS BEEN FILED.

FORM 990, PART VI, SECTION B, LINE 12C: A STATEMENT IS SIGNED AT THE BEGINNING OF THE YEAR BY ALL BOARD MEMBERS. MEMBERS ARE ASKED TO DISCLOSE

Name of the organization

TENNESSEE REPERTORY THEATRE, INC.

Employer identification number

62-1811578

ANY CONFLICTS OF INTEREST PRIOR TO LEGAL AND FINANCIAL VOTES AT THE BOARD MEETINGS.

FORM 990, PART VI, SECTION B, LINE 15: SALARIES ARE DETERMINED BY COMPARING INDUSTRY STANDARDS. THE PRODUCING ARTISTIC DIRECTOR'S SALARY IS SET AND APPROVED BY THE EXECUTIVE COMMITTEE. ALL OTHER SALARIES ARE SET BY THE PRODUCING ARTISTIC DIRECTOR BY USING INDUSTRY STANDARDS AND THEN APPROVED BY THE EXECUTIVE COMMITTEE.

FORM 990, PART VI, SECTION C, LINE 19: FORM 990 DOCUMENTS ARE POSTED ON GIVINGMATTERS.COM AND ALL DOCUMENTS ARE AVAILABLE UPON REQUEST.

Exempt Organization Business Income Tax Return
(and proxy tax under section 6033(e))For calendar year 2012 or other tax year beginning **JUL 1, 2012**, and ending **JUN 30, 2013****2012**Open to Public Inspection for
501(c)(3) Organizations Only

| | | | |
|--|------------------------------|--|--|
| A <input type="checkbox"/> Check box if address changed B Exempt under section <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a) | Print or Type | Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.) TENNESSEE REPERTORY THEATRE, INC. Number, street, and room or suite no. If a P.O. box, see instructions. 161 RAINS AVENUE City or town, state, and ZIP code NASHVILLE, TN 37203 | D Employer identification number (Employees' trust, see instructions.) 62-1811578 E Unrelated business activity codes (See instructions) 900002 |
| C Book value of all assets at end of year 364,819. | | F Group exemption number (see instructions) SEE STATEMENT 1 G Check organization type <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust | |

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

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

J The books are in care of **KAY ADAMS** Telephone number **615-244-4878**

| Part I Unrelated Trade or Business Income | (A) Income | (B) Expenses | (C) Net |
|--|------------|----------------|----------------|
| 1 a Gross receipts or sales | | | |
| b Less returns and allowances c Balance | 1c | | |
| 2 Cost of goods sold (Schedule A, line 7) | 2 | | |
| 3 Gross profit. Subtract line 2 from line 1c | 3 | | |
| 4 a Capital gain net income (attach Schedule D) | 4a | | |
| b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797) | 4b | | |
| c Capital loss deduction for trusts | 4c | | |
| 5 Income (loss) from partnerships and S corporations (attach statement) | 5 | | |
| 6 Rent income (Schedule C) | 6 | 61,342. | 61,407. |
| 7 Unrelated debt-financed income (Schedule E) | 7 | | |
| 8 Interest, annuities, royalties, and rents from controlled organizations (Sch. F)... | 8 | | |
| 9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G) | 9 | | |
| 10 Exploited exempt activity income (Schedule I) | 10 | | |
| 11 Advertising income (Schedule J) | 11 | | |
| 12 Other income (see instructions; attach statement) | 12 | | |
| 13 Total. Combine lines 3 through 12 | 13 | 61,342. | 61,407. |

| Part II Deductions Not Taken Elsewhere (see instructions for limitations on deductions) (except for contributions, deductions must be directly connected with the unrelated business income) | | | |
|---|------------|------------|----------------|
| 14 Compensation of officers, directors, and trustees (Schedule K) | | 14 | |
| 15 Salaries and wages | | 15 | |
| 16 Repairs and maintenance | | 16 | |
| 17 Bad debts | | 17 | |
| 18 Interest (attach statement) | | 18 | |
| 19 Taxes and licenses | | 19 | |
| 20 Charitable contributions (see instructions for limitation rules) | | 20 | |
| 21 Depreciation (attach Form 4562) | 21 | | |
| 22 Less depreciation claimed on Schedule A and elsewhere on return | 22a | 22b | |
| 23 Depletion | | 23 | |
| 24 Contributions to deferred compensation plans | | 24 | |
| 25 Employee benefit programs | | 25 | -5,595. |
| 26 Excess exempt expenses (Schedule I) | | 26 | |
| 27 Excess readership costs (Schedule J) | | 27 | |
| 28 Other deductions (attach statement) | | 28 | |
| 29 Total deductions. Add lines 14 through 28 | | 29 | -5,595. |
| 30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13 | | 30 | 5,530. |
| 31 Net operating loss deduction (limited to the amount on line 30) | | 31 | 1,890. |
| 32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30 | | 32 | 3,640. |
| 33 Specific deduction (generally \$1,000, but see instructions for exceptions) | | 33 | 1,000. |
| 34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32 | | 34 | 2,640. |

Part III Tax Computation**35 Organizations taxable as corporations** (see instructions for tax computation).Controlled group members (sections 1561 and 1563) check here ☐ See instructions and:**a** Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):

(1) \$ (2) \$ (3) \$

b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$

(2) Additional 3% tax (not more than \$100,000) \$

c Income tax on the amount on line 34 **35c** 396.**36 Trusts taxable at trust rates** (see instructions for tax computation). Income tax on the amount on line 34 from:☐ Tax rate schedule or ☐ Schedule D (Form 1041) **36****37 Proxy tax** (see instructions) **37****38 Alternative minimum tax** **38****39 Total.** Add lines 37 and 38 to line 35c or 36, whichever applies **39** 396.**Part IV Tax and Payments****40a** Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) **40a****b** Other credits (see instructions) **40b****c** General business credit. Attach Form 3800 **40c****d** Credit for prior year minimum tax (attach Form 8801 or 8827) **40d****e** Total credits. Add lines 40a through 40d **40e****41** Subtract line 40e from line 39 **41** 396.**42** Other taxes. Check if from: ☐ Form 4255 ☐ Form 8611 ☐ Form 8697 ☐ Form 8866 ☐ Other (attach statement) **42****43** Total tax. Add lines 41 and 42 **43** 396.**44a** Payments: A 2011 overpayment credited to 2012 **44a****b** 2012 estimated tax payments **44b****c** Tax deposited with Form 8868 **44c****d** Foreign organizations: Tax paid or withheld at source (see instructions) **44d****e** Backup withholding (see instructions) **44e****f** Credit for small employer health insurance premiums (Attach Form 8941) **44f** 5,595.**g** Other credits and payments: ☐ Form 2439 **44g**☐ Form 4136 ☐ Other Total **44g****45** Total payments. Add lines 44a through 44g **45** 5,595.**46** Estimated tax penalty (see instructions). Check if Form 2220 is attached ☐ **46****47** Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed **47****48** Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid **48** 5,199.**49** Enter the amount of line 48 you want: Credited to 2013 estimated tax **49** 5,199.**Part V Statements Regarding Certain Activities and Other Information** (see instructions)**1** At any time during the 2012 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If "Yes," the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country here **Yes** **No** X**2** During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," see instructions for other forms the organization may have to file. **Yes** **No** X**3** Enter the amount of tax-exempt interest received or accrued during the tax year **\$****Schedule A - Cost of Goods Sold.** Enter method of inventory valuation **N/A****1** Inventory at beginning of year **1****2** Purchases **2****3** Cost of labor **3****4a** Additional section 263A costs (att. statement) **4a****b** Other costs (attach statement) **4b****5** Total. Add lines 1 through 4b **5****6** Inventory at end of year **6****7** Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2 **7****8** Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization? **Yes** **No****Sign Here**

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

PRODUCING ARTISTIC DIRECTOR

Signature of officer Date

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

| | | | | | |
|-------------------------------|---|-------------------------------|----------|---|-----------|
| Paid Preparer Use Only | Print/Type preparer's name | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN |
| | JAMES MILLS, EA | | 11/18/13 | | P00413629 |
| | Firm's name PATTERSON, HARDEE & BALLENTINE PC | Firm's EIN 45-0784806 | | | |
| | Firm's address 1889 GENERAL GEORGE PATTON DR #200 FRANKLIN, TN 37067 | Phone no. 615-750-5537 | | | |

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

1. Description of property

(1) **COSTUME RENTALS**

| | | |
|---|---|--|
| 2. Rent received or accrued | | 3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach statement) SEE STATEMENT 2 |
| (a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%) | (b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income) | |
| (1) | 61,342. | 61,407. |
| (2) | | |
| (3) | | |
| (4) | | |
| Total | 0. | Total 61,342. |
| (c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) 61,342. | | (b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) 61,407. |

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

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

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

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

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

(see instructions)

| 1. Description of income | 2. Amount of income | 3. Deductions directly connected (attach statement) | 4. Set-asides (attach statement) | 5. Total deductions and set-asides (col. 3 plus col. 4) |
|--------------------------|---|---|----------------------------------|---|
| (1) | | | | |
| (2) | | | | |
| (3) | | | | |
| (4) | | | | |
| | Enter here and on page 1, Part I, line 9, column (A). | | | Enter here and on page 1, Part I, line 9, column (B). |
| Totals | 0. | | | 0. |

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

(see instructions)

| 1. Description of exploited activity | 2. Gross unrelated business income from trade or business | 3. Expenses directly connected with production of unrelated business income | 4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7. | 5. Gross income from activity that is not unrelated business income | 6. Expenses attributable to column 5 | 7. Excess exempt expenses (column 6 minus column 5, but not more than column 4). |
|--------------------------------------|---|---|--|---|--------------------------------------|--|
| (1) | | | | | | |
| (2) | | | | | | |
| (3) | | | | | | |
| (4) | | | | | | |
| | Enter here and on page 1, Part I, line 10, col. (A). | Enter here and on page 1, Part I, line 10, col. (B). | | | | Enter here and on page 1, Part II, line 26. |
| Totals | 0. | 0. | | | | 0. |

Schedule J - Advertising Income (see instructions)**Part I Income From Periodicals Reported on a Consolidated Basis**

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

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

| 1. Name of periodical | 2. Gross advertising income | 3. Direct advertising costs | 4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7. | 5. Circulation income | 6. Readership costs | 7. Excess readership costs (column 6 minus column 5, but not more than column 4). |
|--|--|--|--|-----------------------|---------------------|---|
| (1) | | | | | | |
| (2) | | | | | | |
| (3) | | | | | | |
| (4) | | | | | | |
| Totals from Part I | 0. | 0. | | | | 0. |
| | Enter here and on page 1, Part I, line 11, col. (A). | Enter here and on page 1, Part I, line 11, col. (B). | | | | Enter here and on page 1, Part II, line 27. |
| Totals, Part II (lines 1-5) | 0. | 0. | | | | 0. |

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

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

| FORM 990-T | DESCRIPTION OF ORGANIZATION'S PRIMARY UNRELATED BUSINESS ACTIVITY | STATEMENT | 1 |
|------------|---|-----------|---|
|------------|---|-----------|---|

RENTAL OF COSTUMES TO FOR-PROFIT ORGANIZATIONS

TO FORM 990-T, PAGE 1

| FORM 990-T | DEDUCTIONS CONNECTED WITH RENTAL INCOME | STATEMENT | 2 |
|------------|---|-----------|---|
|------------|---|-----------|---|

| DESCRIPTION | ACTIVITY NUMBER | AMOUNT | TOTAL |
|---|--------------------|---------|---------|
| DRY CLEANING | | 895. | |
| COSTUME SHOP RENTAL | | 8,753. | |
| LABOR | | 34,274. | |
| MISCELLANEOUS | | 924. | |
| TRAVEL | | 72. | |
| CREDIT CARD PROCESSING | | 75. | |
| LICENSE | | 32. | |
| SUPPLIES | | 16,382. | |
| - SUBTOTAL - | 1 | | 61,407. |
| TOTAL TO FORM 990-T, SCHEDULE C, COLUMN 3 | | | 61,407. |

Form **8879-EO****IRS e-file Signature Authorization
for an Exempt Organization**

OMB No. 1545-1878

For calendar year 2012, or fiscal year beginning JUL 1, 2012, and ending JUN 30, 2013**2012**Department of the Treasury
Internal Revenue Service▶ **Do not send to the IRS. Keep for your records.**

Name of exempt organization

Employer identification number

TENNESSEE REPERTORY THEATRE, INC.**62-1811578**

Name and title of officer

RENE COPELAND**PRODUCING ARTISTIC DIRECTOR****Part I Type of Return and Return Information** (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line **1a**, **2a**, **3a**, **4a**, or **5a**, below, and the amount on that line for the return being filed with this form was blank, then leave line **1b**, **2b**, **3b**, **4b**, or **5b**, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. **Do not** complete more than 1 line in Part I.

| | | |
|---|--|--------------------------|
| 1a Form 990 check here ▶ <input checked="" type="checkbox"/> | b Total revenue , if any (Form 990, Part VIII, column (A), line 12) | 1b <u>1309942</u> |
| 2a Form 990-EZ check here ▶ <input type="checkbox"/> | b Total revenue , if any (Form 990-EZ, line 9) | 2b _____ |
| 3a Form 1120-POL check here ▶ <input type="checkbox"/> | b Total tax (Form 1120-POL, line 22) | 3b _____ |
| 4a Form 990-PF check here ▶ <input type="checkbox"/> | b Tax based on investment income (Form 990-PF, Part VI, line 5) | 4b _____ |
| 5a Form 8868 check here ▶ <input type="checkbox"/> | b Balance Due (Form 8868, Part I, line 3c or Part II, line 8c) | 5b _____ |

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2012 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

☒ I authorize PATTERSON, HARDEE & BALLENTINE PC to enter my PIN 05102
ERO firm name Enter five numbers, but
do not enter all zeros

as my signature on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

☐ As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2012 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶ _____ Date ▶ _____

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

62916605102
do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2012 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of **Pub. 4163**, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ _____ Date ▶ 11/18/13

ERO Must Retain This Form - See Instructions
Do Not Submit This Form To the IRS Unless Requested To Do So

Credit for Small Employer Health Insurance Premiums▶ **Attach to your tax return.**▶ **Information about Form 8941 and its separate instructions is at** www.irs.gov/forms8941

Name(s) shown on return

Identifying number

TENNESSEE REPERTORY THEATRE, INC.**62-1811578**

| | | |
|--|-----------|-------------------|
| 1a Enter the number of individuals you employed during the tax year who are considered employees for purposes of this credit (see instructions) | 1a | 16 |
| 1b Enter the employer identification number (EIN) used to report employment taxes for individuals included on line 1a (see instructions) | 1b | 62-1811578 |
| 2 Enter the number of full-time equivalent employees you had for the tax year (see instructions). If you entered 25 or more, skip lines 3 through 11 and enter -0- on line 12 | 2 | 11 |
| 3 Average annual wages you paid for the tax year (see instructions). If you entered \$50,000 or more, skip lines 4 through 11 and enter -0- on line 12 | 3 | 37,000. |
| 4 Premiums you paid during the tax year for employees included on line 1a for health insurance coverage under a qualifying arrangement (see instructions) | 4 | 49,367. |
| 5 Premiums you would have entered on line 4 if the total premium for each employee equaled the average premium for the small group market in which you offered health insurance coverage (see instructions) | 5 | 61,356. |
| 6 Enter the smaller of line 4 or line 5 | 6 | 49,367. |
| 7 Multiply line 6 by the applicable percentage: • Tax-exempt small employers, multiply line 6 by 25% (.25) • All other small employers, multiply line 6 by 35% (.35) | 7 | 12,342. |
| 8 If line 2 is 10 or less, enter the amount from line 7. Otherwise, see instructions | 8 | 11,519. |
| 9 If line 3 is \$25,000 or less, enter the amount from line 8. Otherwise, see instructions | 9 | 5,595. |
| 10 Enter the total amount of any state premium subsidies paid and any state tax credits available to you for premiums included on line 4 (see instructions) | 10 | |
| 11 Subtract line 10 from line 4. If zero or less, enter -0- | 11 | 49,367. |
| 12 Enter the smaller of line 9 or line 11 | 12 | 5,595. |
| 13 If line 12 is zero, skip lines 13 and 14 and go to line 15. Otherwise, enter the number of employees included on line 1a for whom you paid premiums during the tax year for health insurance coverage under a qualifying arrangement (see instructions) | 13 | 12 |
| 14 Enter the number of full-time equivalent employees you would have entered on line 2 if you only included employees included on line 13 | 14 | 10 |
| 15 Credit for small employer health insurance premiums from partnerships, S corporations, cooperatives, estates, and trusts (see instructions) | 15 | |
| 16 Add lines 12 and 15. Cooperatives, estates, and trusts, go to line 17. Tax-exempt small employers, skip lines 17 and 18 and go to line 19. Partnerships and S corporations, stop here and report this amount on Schedule K. All others, stop here and report this amount on Form 3800, line 4h | 16 | 5,595. |
| 17 Amount allocated to patrons of the cooperative or beneficiaries of the estate or trust (see instructions) | 17 | |
| 18 Cooperatives, estates, and trusts, subtract line 17 from line 16. Stop here and report this amount on Form 3800, line 4h | 18 | |
| 19 Enter the amount you paid in 2012 for taxes considered payroll taxes for purposes of this credit (see instructions) | 19 | 45,488. |
| 20 Tax-exempt small employers, enter the smaller of line 16 or line 19 here and on Form 990-T, line 44f | 20 | 5,595. |

| | | |
|-----------|-----------------------------------|------------|
| Form 8941 | TENNESSEE REPERTORY THEATRE, INC. | 62-1811578 |
|-----------|-----------------------------------|------------|

Information Needed to Complete Lines 1-3

| (a) Individuals Considered Employees | (b) Employee Hours of Service | (c) Employee Wages Paid |
|---|-------------------------------------|----------------------------|
| ADAMS, TERESA K | 2,080. | 40,800. |
| AXT, TYLER D | 2,080. | 29,000. |
| BURKEEN, KENNTH S | 2,080. | 30,000. |
| CLARK, PATRICA R | 2,080. | 31,200. |
| COPELAND, RENE D | 2,080. | 63,000. |
| DILBERT, JENNIFER M | 192. | 2,567. |
| GARATONI, COLLEEN B | 2,080. | 22,000. |
| HOFF, GARY C | 2,080. | 45,806. |
| LIGHTHALL, CECILIA R | 1,671. | 19,679. |
| MAYNE, SALLIE W | 1,332. | 23,694. |
| MCPHERSON, ELIZABETH L | 237. | 2,282. |
| PATRICK, GRADY S | 2,080. | 36,000. |
| PEARSON, EVELYN | 2,080. | 21,000. |
| SHOUSE, LAUREN L | 309. | 3,718. |
| TARLETON, CLAUDE B | 949. | 28,488. |
| TOLENO, LAUREN A | 1,394. | 14,751. |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| Total | 24,804. | 413,985. |

Full-Time Equivalent Employees (FTEs)

| | |
|--|---------|
| 1. Enter the total employee hours of service from column (b) above | 24,804. |
| 2. Hours of service per FTE | 2,080 |
| 3. Full-time equivalent employees. Divide line 1 by line 2 | 11 |

Average Annual Wages

| | |
|--|----------|
| 1. Enter the total employee wages paid from column (c) above | 413,985. |
| 2. Enter FTEs from line 3 above | 11 |
| 3. Average wages. Divide line 1 by line 2 | 37,000. |

| TAXABLE YEAR | TAXPAYER NAME | ACCOUNT NO./FEIN/SSN |
|-------------------|-----------------------------------|----------------------|
| 07/01/12 06/30/13 | TENNESSEE REPERTORY THEATER, INC. | 320036617 |

Schedule D - SCHEDULE OF CREDITS

| | | |
|--|------|--|
| 1. Gross Premiums tax credit (cannot exceed Schedule C, Line 8) | (1) | |
| 2. Tennessee Income Tax (cannot exceed Schedule B, Line 5) | (2) | |
| 3. Green Energy Tax Credit (attach schedule) | (3) | |
| 4. Carbon Charge Credit (attach schedule) | (4) | |
| 5. Brownfield Property Credit (attach schedule) | (5) | |
| 6. Headquarters Relocation Expense Credit (attach schedule) | (6) | |
| 7. Industrial Machinery Credit from Schedule T, Line 11 | (7) | |
| 8. Jobs Tax Credit from Schedule X, Line 16 | (8) | |
| 9. Jobs Tax Credit computed in accordance with Tenn. Code Ann. Section 67-4-2109 (b)(2) from Schedule X, Line 21 | (9) | |
| 10. Total Credit - Add lines 1 through 9 (Enter here and on Schedule C, Line 9) | (10) | |

Schedule E - SCHEDULE OF PAYMENTS

| | | |
|---|-----|--|
| 1. Overpayment from previous year if available | (1) | |
| 2. First quarterly estimated payment | (2) | |
| 3. Second quarterly estimated payment | (3) | |
| 4. Third quarterly estimated payment | (4) | |
| 5. Fourth quarterly estimated payment | (5) | |
| 6. Extension payment | (6) | |
| 7. Total payments - Add lines 1 through 6 (Enter here and on Schedule C, Line 11) | (7) | |

COMPUTATION OF FRANCHISE TAX**Schedule F1 - NON-CONSOLIDATED NET WORTH**

| | | |
|--|-----|-----------|
| 1. Net Worth (total assets less total liabilities) | (1) | |
| 2. Indebtedness to or guaranteed by parent or affiliated corporation (Cannot be a deduction) | (2) | |
| 3. Total lines 1 and 2 | (3) | |
| 4. Ratio (Schedules N, O, P, or R if applicable or 100%) | (4) | 100.0000% |
| 5. Total - Line 3 multiplied by Line 4 (Enter here and on Schedule A, Line 1) | (5) | 0. |

Schedule F2 - CONSOLIDATED NET WORTH

| | | |
|---|-----|---|
| 1. Consolidated Net Worth (total assets less total liabilities) | (1) | |
| 2. Ratio (Schedule 170NC or 170SF) | (2) | % |
| 3. Total - Line 1 multiplied by Line 2 (Enter here and on Schedule A, Line 1) | (3) | |

NOTE: Schedule F2 is to be completed only if the consolidated net worth election has been made.

Schedule G - DETERMINATION OF REAL AND TANGIBLE PROPERTY

| BOOK VALUE OF PROPERTY OWNED - Cost less accumulated depreciation | | | | In Tennessee |
|--|--------------|-----|------|--------------|
| 1. Land | (1) | | | |
| 2. Buildings, leaseholds, and improvements | (2) | | | |
| 3. Machinery, equipment, furniture, and fixtures | (3) | | | |
| 4. Automobiles and trucks | (4) | | | |
| 5. Prepaid supplies and other tangible personal property (Attach schedule) | (5) | | | |
| 6. Share of partnership real and tangible property provided that the partnership does not file a return (Attach schedule) | (6) | | | |
| 7. Inventories and work in progress | (7) | | | |
| a. Deduct exempt inventory in excess of \$30 million (Tenn. Code Ann. Section 67-4-2108(a)(6)(B)) | (7a) | () | | |
| 8. a. Deduct value of certified pollution control equipment (Include copy of certificate (Tenn. Code Ann. Section 67-5-604)) and | | | | |
| b. equipment used to produce electricity at a Certified Green Energy Production Facility | (8) | () | | |
| 9. Deduct exempt required capital investments (Tenn. Code Ann. Section 67-4-2108(a)(6)(G)) | (9) | () | | |
| 10. SUBTOTAL - Add lines 1 through 7, less Line 7a through Line 9 | (10) | | | |
| Rental Value of Property Used but not Owned | | | | (C) |
| Net Annual Rental Paid for: | | | | |
| 11. Real property | (A) | (B) | | |
| | In Tennessee | | | |
| | 8753. | x8 | (11) | 70024. |
| 12. Machinery & equipment used in manufacturing & processing | | x3 | (12) | |
| 13. Furniture, office machinery, and equipment | | x2 | (13) | |
| 14. Delivery or mobile equipment | | x1 | (14) | |
| 15. TENNESSEE TOTAL - Add lines 10-14 (Enter total here and on Schedule A, Line 2) | | | (15) | 70024. |

| TAXABLE YEAR | TAXPAYER NAME | ACCOUNT NO./FEIN/SSN |
|-------------------|-----------------------------------|----------------------|
| 07/01/12 06/30/13 | TENNESSEE REPERTORY THEATER, INC. | 320036617 |

COMPUTATION OF EXCISE TAX

Schedule J-1 - COMPUTATION OF NET EARNINGS FOR ENTITIES TREATED AS PARTNERSHIPS

| | | |
|---|------|--|
| 1. Ordinary Income or Loss from Federal Form 1065, Line 22 | (1) | |
| Additions: | | |
| 2. Additional income items specifically allocated to partners, including guaranteed payments to partners (Fed 1065 - Sch K) | (2) | |
| 3. Any net loss or expense received from a "pass-through" entity subject to the excise tax, or any net loss or expense distributed to a publicly traded REIT (include schedule of entities and FEINs) | (3) | |
| 4. Total - Add lines 1, 2, and 3 | (4) | |
| Deductions: | | |
| 5. Additional expense items specifically allocated to partners (Fed 1065 - Sch K) | (5) | |
| 6. Amount subject to self-employment taxes distributable or paid to each partner or member net of medical insurance payments previously deducted to determine Ordinary Income (Loss) on Form 1065 (If negative, enter zero) (Include on Schedule K, Line 3) | (6) | |
| 7. Amount of contribution, not previously deducted, to qualified pension or benefit plans of any partner or member, including all IRC 401 plans (Include on Schedule K, Line 3) | (7) | |
| 8. Any net gain or income received from a "pass-through" entity subject to the excise tax, or any net gain or income distributed to a publicly traded REIT (include schedule of entities and FEINs) | (8) | |
| 9. Total deductions - Add lines 5 through 8 | (9) | |
| 10. Total - Line 4 less Line 9 (Enter here and on Schedule J, Line 1) | (10) | |

Schedule J-2 - COMPUTATION OF NET EARNINGS FOR A SINGLE MEMBER LLC FILING AS AN INDIVIDUAL

| | | |
|---|------|--|
| Additions: | | |
| 1. Business Income from Form 1040, Schedule C | (1) | |
| 2. Business Income from Form 1040, Schedule D | (2) | |
| 3. Business Income from Form 1040, Schedule E | (3) | |
| 4. Business Income from Form 1040, Schedule F | (4) | |
| 5. Business Income from Form 4797 | (5) | |
| 6. Other: Form _____, Schedule _____ | (6) | |
| 7. Any net loss or expense received from a "pass-through" entity subject to the excise tax (include schedule of entities and FEINs) | (7) | |
| 8. Total - Add lines 1 through 7 | (8) | |
| Deductions: | | |
| 9. Amt subject to self-employment taxes distributable or paid to the single member (If negative, enter zero) (Include on Sch K, Ln 3) | (9) | |
| 10. Any net gain or income received from a "pass-through" entity subject to the excise tax (include schedule of entities and FEINs) | (10) | |
| 11. Total deductions - Add lines 9 and 10 | (11) | |
| 12. Total - Line 8 less Line 11 (Enter here and on Schedule J, Line 1) | (12) | |

Schedule J-3 - COMPUTATION OF NET EARNINGS FOR ENTITIES TREATED AS SUBCHAPTER S CORPORATIONS

| | | |
|---|-----|--|
| 1. Ordinary Income or Loss from Federal Form 1120S, Line 21 | (1) | |
| Additions: | | |
| 2. Income items to extent includable in federal income were it not for "S" status election (Fed 1120S - Schedule K) | (2) | |
| 3. Any net loss or expense received from a "pass-through" entity subject to the excise tax, or any net loss or expense distributed to a publicly traded REIT (include schedule of entities and FEINs) | (3) | |
| 4. Total - Add lines 1, 2 and 3 | (4) | |
| Deductions: | | |
| 5. Expense items to extent includable in federal expenses were it not for "S" status election (Fed 1120S - Schedule K) | (5) | |
| 6. Any net gain or income received from a "pass-through" entity subject to the excise tax, or any net gain or income distributed to a publicly traded REIT (include schedule of entities and FEINs) | (6) | |
| 7. Total deductions - Add lines 5 and 6 | (7) | |
| 8. Total - Line 4 less Line 7 (Enter here and on Schedule J, Line 1) | (8) | |

Schedule J-4 - COMPUTATION OF NET EARNINGS FOR ENTITIES TREATED AS CORPORATIONS AND "OTHER" ENTITIES

| | | |
|---|-----|-------|
| Enter the amount of income (loss) from the applicable federal return to Schedule J, Line 1 | | |
| 1. Federal Form 1120 - Line 28 (Taxable income or loss before net operating loss deduction and special deductions) | (1) | |
| 2. Federal Form 990-T, Line 30 (unrelated business taxable income) | (2) | 5530. |
| 3. Other: Form _____, Schedule _____ | (3) | |
| Additions: | | |
| 4. Any net loss or expense received from a "pass-through" entity subject to the excise tax, or any net loss or expense distributed to a publicly traded REIT (include schedule of entities and FEINs) | (4) | |
| Deductions: | | |
| 5. Any net gain or income received from a "pass-through" entity subject to the excise tax, or any net gain or income distributed to a publicly traded REIT (include schedule of entities and FEINs) | (5) | |
| 6. Total - Lines 1 through 4 less Line 5 (Enter here and on Schedule J, Line 1) | (6) | 5530. |

| TAXABLE YEAR | TAXPAYER NAME | ACCOUNT NO./FEIN/SSN |
|-------------------|-----------------------------------|----------------------|
| 07/01/12 06/30/13 | TENNESSEE REPERTORY THEATER, INC. | 320036617 |

Schedule J - COMPUTATION OF NET EARNINGS SUBJECT TO EXCISE TAX

| | | |
|---|------|-----------|
| 1. Federal income or loss (Enter amount from Schedule J-1, J-2, J-3, or J-4) | (1) | 5530. |
| ADDITIONS: | | |
| 2. Intangible Expenses paid, accrued, or incurred to an affiliated business entity or entities deducted for federal income tax purposes | (2) | |
| 3. Any depreciation under the provisions of IRC Section 168 not permitted for excise tax purposes due to Tennessee permanently decoupling from federal bonus depreciation and any expense/depreciation deducted as a result of "safe harbor" lease elections. (attach schedule) | (3) | |
| 4. Any deduction for domestic production activities under the provisions of IRC Section 199 | (4) | |
| 5. Any gain on the sale of an asset sold within twelve months after the date of distribution to a nontaxable entity | (5) | |
| 6. Tennessee excise tax expense (to the extent reported for federal purposes) | (6) | |
| 7. Gross premiums tax deducted in determining federal income and used as an excise tax credit | (7) | |
| 8. Interest income on obligations of states and their political subdivisions, less allowable amortization | (8) | |
| 9. Depletion not based on actual recovery of cost | (9) | |
| 10. Contribution carryover from prior period(s) | (10) | |
| 11. Capital gains offset by capital loss carryover or carryback | (11) | |
| 12. Excess fair market value over book value of property donated | (12) | |
| 13. Excess rent to/from an affiliate. A taxpayer paying excess rent enters a positive amount on this line. A taxpayer receiving excess rent, to the extent added back to net earnings by its affiliate, enters a negative amount on this line | (13) | |
| 14. Total additions - Add lines 2 through 13 | (14) | |
| DEDUCTIONS: | | |
| 15. Any depreciation under the provisions of IRC Section 168 permitted for excise tax purposes due to Tennessee permanently decoupling from federal bonus depreciation | (15) | |
| 16. Any excess gain (or loss) from the basis adjustment resulting from Tennessee permanently decoupling from federal bonus depreciation | (16) | |
| 17. Any loss on the sale of an asset sold within twelve months after the date of distribution to a nontaxable entity | (17) | |
| 18. Dividends received from corporations, at least 80% owned (attach schedule) | (18) | |
| 19. Contributions in excess of amount allowed by federal government | (19) | |
| 20. Donations to Qualified Public School Support Groups and nonprofit organizations | (20) | |
| 21. Portion of current year's capital loss not included in federal taxable income | (21) | |
| 22. Any expense other than income taxes, not deducted in determining federal taxable income for which a credit against the federal income tax is allowable | (22) | 5595. |
| STATEMENT 1 | | |
| 23. Any income included for federal tax purposes and any depreciation or other expense that could have been deducted for "safe harbor" lease elections. (attach schedule) | (23) | |
| 24. Nonbusiness earnings - Schedule M, Line 8 | (24) | |
| 25. Intangible Expenses paid, accrued, or incurred to an affiliated entity or entities. The applicable box must be checked in order to take the deduction (check all that apply): | | |
| <input type="checkbox"/> A) Form IE-N; Attached | | |
| <input type="checkbox"/> B) Form IE-A; Previously Submitted, Approval/Denial Pending | | |
| <input type="checkbox"/> C) Form IE-A; Previously Submitted and Approved | (25) | |
| 26. Intangible income from an affiliated business entity or entities if the corresponding intangible expenses have not been deducted by the affiliate(s) under Tenn. Code Ann. Section 67-4-2006(b)(2)(N) | (26) | |
| 27. TOTAL deductions - Add lines 15 through 26 | (27) | 5595. |
| COMPUTATION OF TAXABLE INCOME: | | |
| 28. Total Business Income (Loss) - Add lines 1 and 14, less Line 27 (If loss, complete Schedule K) | (28) | - 65. |
| 29. Apportionment Ratio (Schedules N, O, P, or R if applicable or 100%) | (29) | 100.0000% |
| 30. Apportioned business income (Loss) (Line 28 multiplied by Line 29) | (30) | - 65. |
| 31. Add: Nonbusiness earnings directly allocated to Tennessee (From Schedule M, Line 9) | (31) | |
| 32. Deduct: Loss carryover from prior years (From Schedule U) | (32) | 11608. |
| 33. Subject to excise tax (6.5%) (Line 30 plus Line 31, less Line 32) (enter here and on Schedule B, Line 4) | (33) | -11673. |

Schedule K - DETERMINATION OF LOSS CARRYOVER AVAILABLE - See Rule 1320-6-1-.21 of Departmental Rules and Regulations

| | | |
|--|-----|------------|
| 1. Net loss from Schedule J, Line 28 | (1) | - 65. |
| ADD: | | |
| 2. Amounts reported on Schedule J, lines 18 and 24 | (2) | |
| 3. Amounts reported on Schedule J-1, lines 6 and 7, and Schedule J-2, Line 9 | (3) | |
| 4. Reduced loss - Add lines 1 through 3 (if net amount is positive, enter "0") | (4) | - 65. |
| 5. Excise Tax ratio (Schedules N, O, P, or R if applicable or 100%) | (5) | 100.0000 % |
| 6. Current year loss carryover available (Line 4 multiplied by Line 5) | (6) | - 65. |

| | | |
|-------------------|-----------------------------------|----------------------|
| TAXABLE YEAR | TAXPAYER NAME | ACCOUNT NO./FEIN/SSN |
| 07/01/12 06/30/13 | TENNESSEE REPERTORY THEATER, INC. | 320036617 |

SCHEDULE U and V - LOSS CARRYOVER/INDUSTRIAL MACHINERY CREDIT CARRYOVER

NOTE: SCHEDULES U AND V ARE NOT REQUIRED TO BE FILED WITH THE RETURN. These schedules may be used as a worksheet to compute the amount of net operating loss carryover and \ or industrial machinery credit carryover available.

IMPORTANT INFORMATION APPLICABLE TO LOSS CARRYOVER

- Any net operating loss incurred for fiscal years ending on or after 1-15-84 may be carried forward fifteen (15) years as a net operating loss carryover.
- COMBINED RETURN - UNITARY GROUP OF FINANCIAL INSTITUTIONS:**
Any net operating loss incurred by a member of the unitary group which has been apportioned to Tennessee in a year prior to filing a combined return may be carried forward seven (7) years as a net operating loss carryover by the unitary group. A net operating loss incurred by a unitary group of financial institutions computed on a combined basis may be carried forward fifteen (15) years by the unitary group.
Reference: Tenn. Code Ann. Section 67-4-2006(c).

SCHEDULE U - SCHEDULE OF LOSS CARRYOVER

| Year | Period Ended (MM/YY) | For Original Return or As Amended | Used In Prior Year(s) | Expired | Loss Carryover Available |
|--|----------------------|-----------------------------------|-----------------------|---------|--------------------------|
| 1 | 06/12 | 4625. | | | 4625. |
| 2 | 06/11 | 6345. | | | 6345. |
| 3 | 06/10 | 638. | | | 638. |
| 4 | 06/09 | | | | |
| 5 | 06/08 | | | | |
| 6 | 06/07 | | | | |
| 7 | 06/06 | | | | |
| 8 | 06/05 | | | | |
| 9 | 06/04 | | | | |
| 10 | 06/03 | | | | |
| 11 | 06/02 | | | | |
| 12 | 06/01 | | | | |
| 13 | 06/00 | | | | |
| 14 | 06/99 | | | | |
| 15 | 06/98 | | | | |
| Total Amount (Transfer to Schedule J, Line 32) | | | | | 11608. |

SCHEDULE V - SCHEDULE OF INDUSTRIAL MACHINERY CREDIT CARRYOVER**IMPORTANT INFORMATION APPLICABLE TO INDUSTRIAL MACHINERY CREDIT CARRYOVERS**

Any unused credit incurred for fiscal years ending on or after 3-15-82 may be carried forward in any tax period for up to fifteen (15) years.
Reference: Tenn. Code Ann. Section 67-4-2009(3)(c).

| Year | Period Ended (MM/YY) | For Original Return or As Amended | Used In Prior Year(s) | Expired | Industrial Machinery Credit Carryover Available |
|---|----------------------|-----------------------------------|-----------------------|---------|---|
| 1 | | | | | |
| 2 | | | | | |
| 3 | | | | | |
| 4 | | | | | |
| 5 | | | | | |
| 6 | | | | | |
| 7 | | | | | |
| 8 | | | | | |
| 9 | | | | | |
| 10 | | | | | |
| 11 | | | | | |
| 12 | | | | | |
| 13 | | | | | |
| 14 | | | | | |
| 15 | | | | | |
| Total Amount (Transfer to Schedule T, Line 4) | | | | | |

| | | | |
|------------|--|-----------|---|
| TN FAE 170 | FEDERAL EXPENSES FOR WHICH A CREDIT IS ALLOWED | STATEMENT | 1 |
|------------|--|-----------|---|

| DESCRIPTION | AMOUNT |
|--|--------|
| EXPENSE NOT DEDUCTED IN DETERMINING FEDERAL TAXABLE INCOME | 5595. |
| TOTAL TO FORM FAE 170, PAGE 4, SCHEDULE J, LINE 22 | 5595. |