

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)

OMB No. 1545-0047

**2005**Open to Public  
Inspection

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

**A** For the 2005 calendar year, or tax year beginning **JUL 1, 2005** and ending **JUN 30, 2006****B** Check if applicable:

- ☐ Address change  
☐ Name change  
☐ Initial return  
☐ Final return  
☐ Amended return  
☐ Application pending

Please use IRS label or print or type. See Specific Instructions.

**C** Name of organization**TENNESSEE REPERTORY THEATRE, INC.**

Number and street (or P.O. box if mail is not delivered to street address) Room/suite

**161 RAINS AVENUE**

City or town, state or country, and ZIP + 4

**NASHVILLE, TN 37203****D** Employer identification number**62-1811578****E** Telephone number**615-244-4878****F** Accounting method: ☐ Cash ☒ Accrual  
☐ Other (specify) ▶

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

**H** and **I** are not applicable to section 527 organizations.**H(a)** Is this a group return for affiliates? ☐ Yes ☒ No**H(b)** If "Yes," enter number of affiliates ▶ **N/A****H(c)** Are all affiliates included? **N/A** ☐ Yes ☐ No  
(If "No," attach a list.)**H(d)** Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☒ No**I** Group Exemption Number ▶ **N/A****M** Check ☐ if the organization is **not** required to attach Sch. B (Form 990, 990-EZ, or 990-PF).**G** Website: ▶ **WWW.TENNESSEEREPT.ORG****J** Organization type (check only one) ▶ ☒ 501(c) ( 3 ) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527**K** Check here ☐ if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS; but if the organization chooses to file a return, be sure to file a complete return. Some states require a complete return.**L** Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶ **1,206,058.****Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances**

Revenue	1	Contributions, gifts, grants, and similar amounts received:			
	a	Direct public support	1a	533,497.	
	b	Indirect public support	1b		
	c	Government contributions (grants)	1c	112,655.	
	d	Total (add lines 1a through 1c) (cash \$ 646,152. noncash \$ ) ...	1d	646,152.	
	2	Program service revenue including government fees and contracts (from Part VII, line 93)		2	479,212.
	3	Membership dues and assessments		3	
	4	Interest on savings and temporary cash investments		4	42.
	5	Dividends and interest from securities		5	
	6a	Gross rents	6a	7,347.	
	b	Less: rental expenses	6b	5,667.	
	c	Net rental income or (loss) (subtract line 6b from line 6a)	6c	1,680.	
7	Other investment income (describe )		7		
Expenses	8a	Gross amount from sales of assets other than inventory	(A) Securities	8a	9,000.
	b	Less: cost or other basis and sales expenses	8b	520.	
	c	Gain or (loss) (attach schedule)	8c	8,480.	
	d	Net gain or (loss) (combine line 8c, columns (A) and (B))	8d	8,480.	
	9	Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>			
	a	Gross revenue (not including \$ 24,000. of contributions reported on line 1a)	9a	64,305.	
	b	Less: direct expenses other than fundraising expenses	9b	47,377.	
	c	Net income or (loss) from special events (subtract line 9b from line 9a)	9c	16,928.	
	10a	Gross sales of inventory, less returns and allowances	10a		
	b	Less: cost of goods sold	10b		
	c	Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c		
	11	Other revenue (from Part VII, line 103)		11	
12	Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)		12	1,152,494.	
Net Assets	13	Program services (from line 44, column (B))		13	1,045,943.
	14	Management and general (from line 44, column (C))		14	218,512.
	15	Fundraising (from line 44, column (D))		15	87,075.
	16	Payments to affiliates (attach schedule)		16	
	17	Total expenses (add lines 16 and 44, column (A))		17	1,351,530.
18	Excess or (deficit) for the year (subtract line 17 from line 12)		18	<199,036.>	
19	Net assets or fund balances at beginning of year (from line 73, column (A))		19	100,749.	
20	Other changes in net assets or fund balances (attach explanation)		20	0.	
21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)		21	<98,287.>	

**Part II Statement of Functional Expenses**

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others.

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule) ... (cash \$ 0 • noncash \$ 0 • If this amount includes foreign grants, check here <input type="checkbox"/> )				
23	Specific assistance to individuals (attach schedule) .....				
24	Benefits paid to or for members (attach schedule) .....				
25	Compensation of officers, directors, etc. * *	166,106.	108,535.	15,384.	42,187.
26	Other salaries and wages .....	347,610.	212,459.	104,768.	30,383.
27	Pension plan contributions .....	3,767.	2,511.	722.	534.
28	Other employee benefits .....	86,672.	59,493.	16,789.	10,390.
29	Payroll taxes .....				
30	Professional fundraising fees .....				
31	Accounting fees .....				
32	Legal fees .....				
33	Supplies .....	2,306.	1,545.	438.	323.
34	Telephone .....	10,467.	7,013.	1,989.	1,465.
35	Postage and shipping .....	1,408.	943.	268.	197.
36	Occupancy .....	75,771.	50,514.	14,523.	10,734.
37	Equipment rental and maintenance .....	5,348.	3,583.	1,016.	749.
38	Printing and publications .....	504.	504.		
39	Travel .....				
40	Conferences, conventions, and meetings ...				
41	Interest .....				
42	Depreciation, depletion, etc. (attach schedule)	8,158.	5,439.	1,563.	1,156.
43	Other expenses not covered above (itemize):				
a					
b					
c					
d					
e					
f					
g	SEE STATEMENT 6	643,413.	593,404.	61,052.	<11,043.>
44	<b>Total functional expenses.</b> Add lines 22 through 43. (Organizations completing columns (B)-(D), carry these totals to lines 13-15) .....	1,351,530.	1,045,943.	218,512.	87,075.

**Joint Costs.** Check ☐ if you are following SOP 98-2.Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? ☐ Yes ☒ NoIf "Yes," enter (i) the aggregate amount of these joint costs \$ N/A ; (ii) the amount allocated to Program services \$ N/A ;  
(iii) the amount allocated to Management and general \$ N/A ; and (iv) the amount allocated to Fundraising \$ N/A

Form 990 (2005)

\* \* SEE STATEMENT 7

**Part III** Statement of Program Service Accomplishments (See the instructions.)

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

What is the organization's primary exempt purpose? ► <b>SEE STATEMENT 8</b>	<b>Program Service Expenses</b> (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)
All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)	
<b>a SEE ATTACHED STATEMENT</b>	
(Grants and allocations \$ ) If this amount includes foreign grants, check here ► <input type="checkbox"/>	951,618.
<b>b SEE ATTACHED STATEMENT</b>	
(Grants and allocations \$ ) If this amount includes foreign grants, check here ► <input type="checkbox"/>	94,325.
<b>c</b>	
(Grants and allocations \$ ) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
<b>d</b>	
(Grants and allocations \$ ) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
<b>e Other program services (attach schedule)</b>	
(Grants and allocations \$ ) If this amount includes foreign grants, check here ► <input type="checkbox"/>	
<b>f Total of Program Service Expenses</b> (should equal line 44, column (B), Program services) ►	<b>1,045,943.</b>

Form **990** (2005)

**Part IV Balance Sheets** (See the instructions.)**Note:** Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year		(B) End of year
<b>Assets</b>	45 Cash - non-interest-bearing .....	14,043.	45	53,520.
	46 Savings and temporary cash investments .....		46	
	47 a Accounts receivable ..... 47a 43,590.			
	b Less: allowance for doubtful accounts ..... 47b	196,033.	47c	43,590.
	48 a Pledges receivable ..... 48a 15,200.			
	b Less: allowance for doubtful accounts ..... 48b	24,410.	48c	15,200.
	49 Grants receivable .....		49	
	50 Receivables from officers, directors, trustees, and key employees .....		50	
	51 a Other notes and loans receivable ..... 51a			
	b Less: allowance for doubtful accounts ..... 51b		51c	
	52 Inventories for sale or use .....		52	
	53 Prepaid expenses and deferred charges .....	45,716.	53	15,065.
	54 Investments - securities ..... <input type="checkbox"/> Cost <input type="checkbox"/> FMV		54	
	55 a Investments - land, buildings, and equipment: basis ..... 55a			
b Less: accumulated depreciation ..... 55b		55c		
56 Investments - other .....		56		
57 a Land, buildings, and equipment: basis ..... 57a 55,521.				
b Less: accumulated depreciation ..... 57b 34,560.	3,201.	57c	20,961.	
58 Other assets (describe ..... )		58		
59 <b>Total assets</b> (must equal line 74). Add lines 45 through 58 .....	283,403.	59	148,336.	
<b>Liabilities</b>	60 Accounts payable and accrued expenses .....	182,654.	60	86,623.
	61 Grants payable .....		61	
	62 Deferred revenue .....		62	
	63 Loans from officers, directors, trustees, and key employees .....		63	
	64 a Tax-exempt bond liabilities .....		64a	
	b Mortgages and other notes payable .....		64b	160,000.
	65 Other liabilities (describe ..... )		65	
66 <b>Total liabilities.</b> Add lines 60 through 65) .....	182,654.	66	246,623.	
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines</b> 67 through 69 and lines 73 and 74.			
	67 Unrestricted .....	74,988.	67	<117,087.>
	68 Temporarily restricted .....	22,560.	68	18,800.
	69 Permanently restricted .....	3,201.	69	0.
	<b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and</b> complete lines 70 through 74.			
	70 Capital stock, trust principal, or current funds .....		70	
	71 Paid-in or capital surplus, or land, building, and equipment fund .....		71	
	72 Retained earnings, endowment, accumulated income, or other funds .....		72	
	73 <b>Total net assets or fund balances</b> (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19; column (B) must equal line 21) .....	100,749.	73	<98,287.>
74 <b>Total liabilities and net assets/fund balances.</b> Add lines 66 and 73 .....	283,403.	74	148,336.	

**Part IV-A Reconciliation of Revenue per Audited Financial Statements With Revenue per Return** (See the instructions.)

<b>a</b>	Total revenue, gains, and other support per audited financial statements .....	<b>a</b>	1,190,161.
<b>b</b>	Amounts included on line <b>a</b> but not on Part I, line 12:		
1	Net unrealized gains on investments .....	b1	
2	Donated services and use of facilities .....	b2	32,000.
3	Recoveries of prior year grants .....	b3	
4	Other (specify): <u>RENTAL EXPENSES</u> .....	b4	5,667.
	Add lines <b>b1</b> through <b>b4</b> .....	<b>b</b>	37,667.
<b>c</b>	Subtract line <b>b</b> from line <b>a</b> .....	<b>c</b>	1,152,494.
<b>d</b>	Amounts included on Part I, line 12, but not on line <b>a</b> :		
1	Investment expenses not included on Part I, line 6b .....	d1	
2	Other (specify): .....	d2	
	Add lines <b>d1</b> and <b>d2</b> .....	<b>d</b>	0.
<b>e</b>	<b>Total revenue</b> (Part I, line 12). Add lines <b>c</b> and <b>d</b> .....	<b>e</b>	1,152,494.

Part IV-B		Reconciliation of Expenses per Audited Financial Statements With Expenses per Return	
-----------	--	--	--

<b>a</b>	Total expenses and losses per audited financial statements .....	<b>a</b>	1,389,197.
<b>b</b>	Amounts included on line <b>a</b> but not on Part I, line 17:		
1	Donated services and use of facilities .....	<b>b1</b>	32,000.
2	Prior year adjustments reported on Part I, line 20 .....	<b>b2</b>	
3	Losses reported on Part I, line 20 .....	<b>b3</b>	
4	Other (specify): <u>RENTAL EXPENSES</u> .....	<b>b4</b>	5,667.
	Add lines <b>b1</b> through <b>b4</b> .....	<b>b</b>	37,667.
<b>c</b>	Subtract line <b>b</b> from line <b>a</b> .....	<b>c</b>	1,351,530.
<b>d</b>	Amounts included on Part I, line 17, but not on line <b>a</b> :		
1	Investment expenses not included on Part I, line 6b .....	<b>d1</b>	
2	Other (specify): .....	<b>d2</b>	
	Add lines <b>d1</b> and <b>d2</b> .....	<b>d</b>	0.
<b>e</b>	<b>Total expenses</b> (Part I, line 17). Add lines <b>c</b> and <b>d</b> .....	<b>e</b>	1,351,530.

**Part V-A** **Current Officers, Directors, Trustees, and Key Employees** (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated.) (See the instructions.)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-.)	(D) Contributions to employee benefit plans & deferred compensation plans	(E) Expense account and other allowances
BEN DAVID ALFORD ----- 161 RAINS AVENUE ----- NASHVILLE, TN 37203	EXECUTIVE ARTISTIC DIRECT.			
	40.00	43,500.	4,572.	0.
RENE COPELAND ----- 161 RAINS AVENUE ----- NASHVILLE, TN 37203	PRODUCING DIRECTOR			
	45.00	46,885.	6,002.	0.
BENNETT TARLETON ----- 161 RAINS AVENUE ----- NASHVILLE, TN 37203	AUDIENCE DEVELOPMENT DIRECT			
	45.00	63,231.	1,916.	0.
SEE ATTACHED NONCOMPENSATED BOARD OF DIRECTORS LIST -----	TRUSTEE			
	0.00	0.	0.	0.
----- ----- -----				
----- ----- -----				
----- ----- -----				
----- ----- -----				

	Yes	No
--	-----	----

21

75b

X

75c

X

75d

X

75d

**Benefits** (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

[illegible]

Yes	No
-----	----

76

X

77

**X**



78a

X

78b

X

79

---

X

80a

X

6

11

81a

0

81h

**Part VI Other Information** (continued)

		Yes	No
<b>82 a</b>	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	<b>82a</b>	X
<b>b</b>	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.)	<b>82b</b>	32,000.
<b>83 a</b>	Did the organization comply with the public inspection requirements for returns and exemption applications?	<b>83a</b>	X
<b>b</b>	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	<b>83b</b>	X
<b>84 a</b>	Did the organization solicit any contributions or gifts that were not tax deductible?	<b>84a</b>	X
<b>b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	<b>84b</b>	N/A
<b>85</b>	<b>501(c)(4), (5), or (6) organizations.</b> <b>a</b> Were substantially all dues nondeductible by members?	<b>85a</b>	N/A
<b>b</b>	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	<b>85b</b>	N/A
	If "Yes" was answered to either 85a or 85b, <b>do not</b> complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		
<b>c</b>	Dues, assessments, and similar amounts from members	<b>85c</b>	N/A
<b>d</b>	Section 162(e) lobbying and political expenditures	<b>85d</b>	N/A
<b>e</b>	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	<b>85e</b>	N/A
<b>f</b>	Taxable amount of lobbying and political expenditures (line 85d less 85e)	<b>85f</b>	N/A
<b>g</b>	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	<b>85g</b>	N/A
<b>h</b>	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	<b>85h</b>	N/A
<b>86</b>	<b>501(c)(7) organizations.</b> Enter: <b>a</b> Initiation fees and capital contributions included on line 12	<b>86a</b>	N/A
<b>b</b>	Gross receipts, included on line 12, for public use of club facilities	<b>86b</b>	N/A
<b>87</b>	<b>501(c)(12) organizations.</b> Enter: <b>a</b> Gross income from members or shareholders	<b>87a</b>	N/A
<b>b</b>	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	<b>87b</b>	N/A
<b>88</b>	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	<b>88</b>	X
<b>89 a</b>	<b>501(c)(3) organizations.</b> Enter: Amount of tax imposed on the organization during the year under: section 4911 <b>0.</b> ; section 4912 <b>0.</b> ; section 4955 <b>0.</b>		
<b>b</b>	<b>501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	<b>89b</b>	X
<b>c</b>	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		0.
<b>d</b>	Enter: Amount of tax on line 89c, above, reimbursed by the organization		0.
<b>90 a</b>	List the states with which a copy of this return is filed <b>TN</b>		
<b>b</b>	Number of employees employed in the pay period that includes March 12, 2005	<b>90b</b>	23
<b>91 a</b>	The books are in care of <b>WENDY ROBERTS</b> Telephone no. <b>615-349-3221</b> Located at <b>161 RAINS AVENUE, NASHVILLE, TN</b> ZIP + 4 <b>37203</b>		
<b>b</b>	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)? If "Yes," enter the name of the foreign country <b>N/A</b> See the instructions for exceptions and filing requirements for <b>Form TD F 90-22.1</b> , Report of Foreign Bank and Financial Accounts.	<b>91b</b>	X
<b>c</b>	At any time during the calendar year, did the organization maintain an office outside of the United States? If "Yes," enter the name of the foreign country <b>N/A</b>	<b>91c</b>	X
<b>92</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of <b>Form 1041</b> - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year	<b>92</b>	N/A

**Part VII Analysis of Income-Producing Activities** (See the instructions.)**Note:** Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
93 Program service revenue:					
a <u>TICKET SALES</u>					365,865.
b <u>SPONSORSHIPS</u>					27,500.
c <u>OTHER PROG SERV INCOME</u>					85,847.
d _____					
e _____					
f Medicare/Medicaid payments .....					
g Fees and contracts from government agencies .....					
94 Membership dues and assessments .....					
95 Interest on savings and temporary cash investments .....			14	42.	
96 Dividends and interest from securities .....					
97 Net rental income or (loss) from real estate:					
a debt-financed property .....					
b not debt-financed property .....					
98 Net rental income or (loss) from personal property	900002	1,680.			
99 Other investment income .....					
100 Gain or (loss) from sales of assets other than inventory .....			18	8,480.	
101 Net income or (loss) from special events .....					16,928.
102 Gross profit or (loss) from sales of inventory .....					
103 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E)) .....		1,680.		8,522.	496,140.
105 <b>Total</b> (add line 104, columns (B), (D), and (E)) .....					506,342.

**Note:** Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.**Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes** (See the instructions.)

Line No. Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).

SEE STATEMENT 10

**Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities** (See the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

**Part X Information Regarding Transfers Associated with Personal Benefit Contracts** (See the instructions.)(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No**Note:** If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Please 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 officer) is based on all information of which preparer has any knowledge.			
	Signature of officer <u>[Signature]</u>		Date <u>12/15/06</u>	Type or print name and title <u>Rene Copeland, Producing Director</u>
Paid Preparer's Use Only	Preparer's signature <u>[Signature]</u>		Date <u>12/15/06</u>	Check if self-employed <input checked="" type="checkbox"/>
	Firm's name (or yours if self-employed), address, and ZIP + 4 <u>KRAFTCPAS PLLC</u> <u>555 GREAT CIRCLE ROAD, SUITE 200</u> <u>NASHVILLE, TN 37228-1310</u>		Preparer's SSN or PTIN EIN <u>[Blank]</u> Phone no. <u>(615) 242-7351</u>	



**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Organization Exempt Under Section 501(c)(3)**

(Except Private Foundation) and Section 501(a), 501(f), 501(k),  
501(n), or 4947(a)(1) Nonexempt Charitable Trust

**Supplementary Information-(See separate instructions.)**

► **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No. 1545-0047

**2005**

Name of the organization

TENNESSEE REPERTORY THEATRE, INC.

Employer identification number

62 1811578

**Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees**

(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				

Total number of other employees paid over \$50,000

0

**Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services**

(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

**Part II-B Compensation of the Five Highest Paid Independent Contractors for Other Services**

(List each contractor who performed services other than professional services, whether individuals or firms. If there are none, enter "None." See page 2 of the instructions.)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of other contractors receiving over \$50,000 for other services

0

**Part III** Statements About Activities (See page 2 of the instructions.)

	Yes	No
1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities <b>\$</b> _____ <b>\$</b> _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.	<b>1</b>	<b>X</b>
2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)		
a Sale, exchange, or leasing of property? SEE STATEMENT 11	<b>2a</b>	<b>X</b>
b Lending of money or other extension of credit?	<b>2b</b>	<b>X</b>
c Furnishing of goods, services, or facilities?	<b>2c</b>	<b>X</b>
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? SEE PART V-A, FORM 990	<b>2d</b>	<b>X</b>
e Transfer of any part of its income or assets?	<b>2e</b>	<b>X</b>
3 a Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.)	<b>3a</b>	<b>X</b>
b Do you have a section 403(b) annuity plan for your employees?	<b>3b</b>	<b>X</b>
c During the year, did the organization receive a contribution of qualified real property interest under section 170(h)?	<b>3c</b>	<b>X</b>
4 a Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?	<b>4a</b>	<b>X</b>
b Do you provide credit counseling, debt management, credit repair, or debt negotiation services?	<b>4b</b>	<b>X</b>

**Part IV** Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions.)The organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

- 5 ☐ A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6 ☐ A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7 ☐ A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8 ☐ A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 ☐ A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state **▶** \_\_\_\_\_
- 10 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11a ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b ☐ A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12 ☐ 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 charitable, etc., 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). (Also complete the **Support Schedule** in Part IV-A.)
- 13 ☐ An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: (1) lines 5 through 12 above; or (2) sections 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). Check the box that describes the type of supporting organization: ☐ Type 1 ☐ Type 2 ☐ Type 3

Provide the following information about the supported organizations. (See page 6 of the instructions.)

(a) Name(s) of supported organization(s)

(b) Line number from above

- 14 ☐ An organization organized and operated to test for public safety. Section 509(a)(4). (See page 6 of the instructions.)

**Part IV-A Support Schedule** (Complete only if you checked a box on line 10, 11, or 12.) **Use cash method of accounting.**  
**Note:** You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in) .....	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
<b>15</b> Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.) .....	615,700.	661,821.	1,177,654.	1,517,927.	3,973,102.
<b>16</b> Membership fees received .....					
<b>17</b> Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose .....	776,554.	963,784.	1,285,989.	1,577,448.	4,603,775.
<b>18</b> Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975 .....	66.	254.	2,764.	2,238.	5,322.
<b>19</b> Net income from unrelated business activities not included in line 18 .....					
<b>20</b> Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf .....					
<b>21</b> The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge .....					
<b>22</b> Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets .....	66,603.	<154.>	SEE STATEMENT 12 <6,410.>	6,098.	66,137.
<b>23</b> Total of lines 15 through 22 .....	1,458,923.	1,625,705.	2,459,997.	3,103,711.	8,648,336.
<b>24</b> Line 23 minus line 17 .....	682,369.	661,921.	1,174,008.	1,526,263.	4,044,561.
<b>25</b> Enter 1% of line 23 .....	14,589.	16,257.	24,600.	31,037.	
<b>26 Organizations described on lines 10 or 11:</b> a Enter 2% of amount in column (e), line 24 .....					<b>26a</b> 80,891.
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2001 through 2004 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts .....					<b>26b</b> 80,027.
c Total support for section 509(a)(1) test: Enter line 24, column (e) .....					<b>26c</b> 4,044,561.
d Add: Amounts from column (e) for lines: 18 5,322. 19 .....					
22 66,137. 26b 80,027. ....					<b>26d</b> 151,486.
e Public support (line 26c minus line 26d total) .....					<b>26e</b> 3,893,075.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator)) .....					<b>26f</b> 96.2546%
<b>27 Organizations described on line 12:</b> a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year: N/A					
(2004) ..... (2003) ..... (2002) ..... (2001) .....					
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11b, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: N/A					
(2004) ..... (2003) ..... (2002) ..... (2001) .....					
c Add: Amounts from column (e) for lines: 15 ..... 16 .....					
17 ..... 20 ..... 21 .....					<b>27c</b> N/A
d Add: Line 27a total ..... and line 27b total .....					<b>27d</b> N/A
e Public support (line 27c total minus line 27d total) .....					<b>27e</b> N/A
f Total support for section 509(a)(2) test: Enter amount on line 23, column (e) .....					<b>27f</b> N/A
g Public support percentage (line 27e (numerator) divided by line 27f (denominator)) .....					<b>27g</b> N/A %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)) .....					<b>27h</b> N/A %

**28 Unusual Grants:** For an organization described in line 10, 11, or 12 that received any unusual grants during 2001 through 2004, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

NONE

**Part V Private School Questionnaire** (See page 7 of the instructions.)

N/A

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

	Yes	No
<b>29</b> Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body? .....	<b>29</b>	
<b>30</b> Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships? .....	<b>30</b>	
<b>31</b> Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? .....	<b>31</b>	
If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)		
<b>32</b> Does the organization maintain the following:		
<b>a</b> Records indicating the racial composition of the student body, faculty, and administrative staff? .....	<b>32a</b>	
<b>b</b> Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis? .....	<b>32b</b>	
<b>c</b> Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships? .....	<b>32c</b>	
<b>d</b> Copies of all material used by the organization or on its behalf to solicit contributions? .....	<b>32d</b>	
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)		
<b>33</b> Does the organization discriminate by race in any way with respect to:		
<b>a</b> Students' rights or privileges? .....	<b>33a</b>	
<b>b</b> Admissions policies? .....	<b>33b</b>	
<b>c</b> Employment of faculty or administrative staff? .....	<b>33c</b>	
<b>d</b> Scholarships or other financial assistance? .....	<b>33d</b>	
<b>e</b> Educational policies? .....	<b>33e</b>	
<b>f</b> Use of facilities? .....	<b>33f</b>	
<b>g</b> Athletic programs? .....	<b>33g</b>	
<b>h</b> Other extracurricular activities? .....	<b>33h</b>	
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)		
<b>34 a</b> Does the organization receive any financial aid or assistance from a governmental agency? .....	<b>34a</b>	
<b>b</b> Has the organization's right to such aid ever been revoked or suspended? .....	<b>34b</b>	
If you answered "Yes" to either 34a or b, please explain using an attached statement.		
<b>35</b> Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation .....	<b>35</b>	

Schedule A (Form 990 or 990-EZ) 2005

**Part VI-A Lobbying Expenditures by Electing Public Charities** (See page 9 of the instructions.)

N/A

(To be completed **ONLY** by an eligible organization that filed Form 5768)Check ☒ **a** ☐ if the organization belongs to an affiliated group.Check ☐ **b** ☐ if you checked "a" and "limited control" provisions apply.**Limits on Lobbying Expenditures**

(The term "expenditures" means amounts paid or incurred.)

	(a) Affiliated group totals	(b) To be completed for ALL electing organizations
	N/A	
36 Total lobbying expenditures to influence public opinion (grassroots lobbying) .....	36	
37 Total lobbying expenditures to influence a legislative body (direct lobbying) .....	37	
38 Total lobbying expenditures (add lines 36 and 37) .....	38	
39 Other exempt purpose expenditures .....	39	
40 Total exempt purpose expenditures (add lines 38 and 39) .....	40	
41 Lobbying nontaxable amount. Enter the amount from the following table -		
If the amount on line 40 is -                      The lobbying nontaxable amount is -		
Not over \$500,000 ..... 20% of the amount on line 40 .....		
Over \$500,000 but not over \$1,000,000 ..... \$100,000 plus 15% of the excess over \$500,000 .....		
Over \$1,000,000 but not over \$1,500,000 ..... \$175,000 plus 10% of the excess over \$1,000,000 .....	41	
Over \$1,500,000 but not over \$17,000,000 ..... \$225,000 plus 5% of the excess over \$1,500,000 .....		
Over \$17,000,000 ..... \$1,000,000 .....		
42 Grassroots nontaxable amount (enter 25% of line 41) .....	42	
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36 .....	43	
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38 .....	44	

**Caution:** If there is an amount on either line 43 or line 44, you must file Form 4720.**4-Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 45 through 50 on page 11 of the instructions.)

	Lobbying Expenditures During 4-Year Averaging Period				N/A
Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
45 Lobbying nontaxable amount .....					0.
46 Lobbying ceiling amount (150% of line 45(e)) .....					0.
47 Total lobbying expenditures .....					0.
48 Grassroots nontaxable amount .....					0.
49 Grassroots ceiling amount (150% of line 48(e)) .....					0.
50 Grassroots lobbying expenditures .....					0.

**Part VI-B Lobbying Activity by Nonelecting Public Charities**

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:

	Yes	No	Amount
a Volunteers .....		X	
b Paid staff or management (Include compensation in expenses reported on lines c through h.) .....		X	
c Media advertisements .....		X	
d Mailings to members, legislators, or the public .....		X	
e Publications, or published or broadcast statements .....		X	
f Grants to other organizations for lobbying purposes .....		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body .....		X	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means .....		X	
i Total lobbying expenditures (Add lines c through h.) .....			0.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

	Yes	No
51a(i)		X
a(ii)		X
b(i)		X
b(ii)		X
b(iii)		X
b(iv)		X
b(v)		X
b(vi)		X
c		X

**d** If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received:

N/A

[illegible]☐ Yes      ☒ No

N/A

[illegible]

## FOOTNOTES

STATEMENT 1

PROPERTY AND EQUIPMENT CONSISTED OF THE FOLLOWING AT THE END  
OF THIS FILING YEAR:

EQUIPMENT	30,705.
FURNITURE AND FIXTURES	2,587.
COMPUTERS	22,229.
	<hr/>
TOTAL	55,521.
LESS: ACCUMULATED DEPRECIATION	<34,560.>
	<hr/>
TOTAL - NET	20,961.
	<hr/>

PROPERTY AND EQUIPMENT ARE REPORTED AT COST AT THE DATE OF PURCHASE, AT FAIR MARKET VALUE AT THE DATE OF GIFT IF THE VALUE IS READILY DETERMINABLE, OR OTHER REASONABLE BASIS, AS DETERMINED BY THE BOARD OF DIRECTORS, IF COST IS UNKNOWN. DEPRECIATION IS CALCULATED BY THE STRAIGHT-LINE METHOD TO ALLOCATE THE COST OF THE ASSETS, AS SO DETERMINED, TO OPERATIONS OVER THEIR ESTIMATED USEFUL LIVES, WHICH RANGE FROM THREE TO TEN YEARS.

FORM 990	RENTAL INCOME	STATEMENT	2
----------	---------------	-----------	---

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
COSTUME RENTAL	1	7,347.
TOTAL TO FORM 990, PART I, LINE 6A		7,347.

FORM 990	RENTAL EXPENSES	STATEMENT	3
----------	-----------------	-----------	---

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
COST OF LABOR		5,667.	
- SUBTOTAL -	1		5,667.
TOTAL TO FORM 990, PART I, LINE 6B			5,667.



FORM 990	GAIN (LOSS) FROM SALE OF OTHER ASSETS				STATEMENT	4
----------	---------------------------------------	--	--	--	-----------	---

DESCRIPTION	DATE ACQUIRED	DATE SOLD	METHOD ACQUIRED		
FIXED ASSETS	VARIOUS	VARIOUS	PURCHASED		
NAME OF BUYER	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	DEPREC	NET GAIN OR (LOSS)
	9,000.	520.	0.	0.	8,480.
TO FM 990, PART I, LN 8	9,000.	520.	0.	0.	8,480.

FORM 990	SPECIAL EVENTS AND ACTIVITIES				STATEMENT	5
----------	-------------------------------	--	--	--	-----------	---

DESCRIPTION OF EVENT	GROSS RECEIPTS	CONTRIBUT. INCLUDED	GROSS REVENUE	DIRECT EXPENSES	NET INCOME
MISC. SPECIAL EVENTS	88,305.	24,000.	64,305.	47,377.	16,928.
TO FM 990, PART I, LINE 9	88,305.	24,000.	64,305.	47,377.	16,928.

FORM 990	OTHER EXPENSES			STATEMENT	6
----------	----------------	--	--	-----------	---

DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING
BAD DEBTS	5,060.		5,060.	
FEES-TICKETING/BANK/ OTHER	53,476.	50,214.	3,262.	
MEALS AND ENTERTAINMENT	985.	660.	187.	138.
REPAIRS AND MAINTENANCE	769.	769.		
MISCELLANEOUS	5,282.		5,282.	
MARKETING/PUBLIC RELATIONS	144,489.	139,472.	811.	4,206.
PRODUCTION COSTS	178,702.	178,702.		
CONTRACT LABOR	42,423.	42,423.		
CREDIT CARD FEES	1,192.		1,192.	
DUES AND SUBSCRIPTIONS	4,565.		4,565.	
INSURANCE	17,159.	11,497.	3,260.	2,402.

## TENNESSEE REPERTORY THEATRE, INC.

62-1811578

ARTIST FEES	162,164.	162,164.		
TRANSITION AND				
MOVING COSTS	36,138.		36,138.	
SPECIAL PROJECTS	3,000.	3,000.		
COMPUTER SUPPORT	6,755.	4,503.	1,295.	957.
FUNDRAISING EVENT	28,631.			28,631.
DIRECT BENEFITS TO				
DONORS	<47,377.>			<47,377.>
TOTAL TO FM 990, LN 43	643,413.	593,404.	61,052.	<11,043.>

## STATEMENT 7

TOTAL PROGRAM SERVICES	108,535.
TOTAL MANAGEMENT AND GENERAL	15,384.
TOTAL FUNDRAISING	42,187.
TOTAL OFFICER, ETC., COMPENSATION INCLUDED ON PARTS V-A AND V-B	166,106.

FORM 990	STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE PART III	STATEMENT	8
----------	--	-----------	---

## EXPLANATION

THE MISSION OF TENNESSEE REPERTORY THEATRE IS TO BE A FLAGSHIP REGIONAL THEATRE BY CREATING THE HIGHEST QUALITY PROFESSIONAL THEATRE, SERVING MIDDLE TENNESSEE AS A PRIME CULTURAL RESOURCE, AND CONTRIBUTING TO THE CULTURAL, EDUCATIONAL, ECONOMIC AND GENERAL WELFARE OF THE CITIZENS OF THE CITY OF NASHVILLE, MIDDLE TENNESSEE, AND THE STATE OF TENNESSEE.

FORM 990	STATEMENT CONCERNING LIQUIDATION, TERMINATION, ETC. - PART VI, LINE 79	STATEMENT	9
----------	---	-----------	---

## EXPLANATION

DURING 2005, THE BOARD OF DIRECTORS OF TPAC AND THE TENNESSEE REP ENTERED INTO A SEPARATION AGREEMENT WHEREBY THE BOARD OF DIRECTORS OF THE TENNESSEE REP ASSUMED RESPONSIBILITY FOR THE OPERATION OF THE TENNESSEE REP EFFECTIVE JULY 1, 2005. SPECIFIC ASSETS AND LIABILITIES, PRINCIPALLY RELATED TO THE 2005-2006 SEASON WERE TRANSFERRED TO THE TENNESSEE REP FROM TPAC EFFECTIVE THAT DATE.

FORM 990	PART VIII - RELATIONSHIP OF ACTIVITIES TO ACCOMPLISHMENT OF EXEMPT PURPOSES	STATEMENT	10
----------	--	-----------	----

LINE	EXPLANATION OF RELATIONSHIP OF ACTIVITIES
93A	TICKET SALES TO DIFFERENT PRODUCTIONS PUT ON BY TENNESSEE REPERTORY THEATRE.
93B	SPONSORSHIPS FOR COMPANY PRODUCTIONS.
93C	OTHER PROGRAM SERVICE INCOME GENERATED TO BENEFIT TENNESSEE REPERTORY THEATRE.

---

SCHEDULE A	EXPLANATION OF TRANSACTIONS PART III, LINE 2A	STATEMENT 11
------------	--	--------------

---

DURING THE YEAR ENDED JUNE 30, 2006, THE TENNESSEE REP PAID \$57,200 IN RENT EXPENSE FOR OFFICE SPACE LEASED FROM THE BOARD MEMBER'S COMPANY. IN ADDITION, AN IN-KIND CONTRIBUTION VALUED AT \$32,000 WAS RECEIVED FROM A BOARD MEMBER'S COMPANY.

SCHEDULE A	OTHER INCOME			STATEMENT 12
DESCRIPTION	2004 AMOUNT	2003 AMOUNT	2002 AMOUNT	2001 AMOUNT
OTHER INCOME	66,603.	<154.>	<6,410.>	6,098.
TOTAL TO SCHEDULE A, LINE 22	66,603.	<154.>	<6,410.>	6,098.

**Application for Extension of Time To File an  
Exempt Organization Return**

OMB No. 1545-1709

▶ File a separate application for each return.

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

**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.**Part I Automatic 3-Month Extension of Time** - Only submit original (no copies needed)**Form 990-T corporations** requesting an automatic 6-month extension - check this box and complete Part I only ..... ▶ ☐*All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.***Electronic Filing (e-file).** Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile).

Type or print	Name of Exempt Organization	Employer identification number
	TENNESSEE REPERTORY THEATRE, INC.	62-1811578
	Number, street, and room or suite no. If a P.O. box, see instructions. 161 RAINS AVENUE	
File by the due date for filing your return. See instructions.	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NASHVILLE, TN 37203	

**Check type of return to be filed** (file a separate application for each return):

- |  |   |                                    |
|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL         | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ         | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF         | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

- The books are in the care of ▶ JULIE GILLEN  
Telephone No. ▶ 615-782-4000 FAX No. ▶ \_\_\_\_\_
- If the organization does **not** have an office or place of business in the United States, check this box ..... ▶ ☐
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_. If this is for the **whole** group, check this box ▶ ☐. If it is for part of the group, check this box ▶ ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6-months for a **Form 990-T corporation**) extension of time until FEBRUARY 15, 2007 to file the exempt organization return for the organization named above. The extension is for the organization's return for:  
▶ ☐ calendar year \_\_\_\_\_ or  
▶ ☒ tax year beginning JUL 1, 2005, and ending JUN 30, 2006.
- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions ..... \$ \_\_\_\_\_
- b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit ..... \$ \_\_\_\_\_
- c **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions ..... \$ \_\_\_\_\_ N/A

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 12-2004)

**BYLAWS  
OF  
THE TENNESSEE REPERTORY THEATRE, INC.**

**ARTICLE I.  
OFFICES**

The principal office of The Tennessee Repertory Theatre, Inc. (the "Corporation") shall be located at 427 Chestnut Street, Nashville, Tennessee 37203, and the Corporation shall have such other offices (including a change of principal office) at such other places as the Board of Directors may from time to time specify or as the business of the Corporation may require.

**ARTICLE II.  
MEMBERSHIP**

The Corporation shall not have members.

**ARTICLE III.  
BOARD OF DIRECTORS**

**Section 1. General Powers.** The affairs of the Corporation shall be managed by the Board of Directors, and all of the powers of the Corporation shall be vested in said Board.

**Section 2. Number, Tenure and Qualifications.** The Board of Directors shall consist of not less than ten (10) individuals with the specific number of directors to be established from time to time by a resolution of the Board of Directors. Each Director shall serve for a term of three years. Each person shall be elected as a Director by a majority vote of the Board of Directors. Any Director who has served less than two consecutive three-year terms may be nominated for another term. After serving two consecutive three-year terms, no Director shall be eligible for reelection to a new term until after a year has elapsed.

**Section 3. Annual Meetings.** The annual meeting of the Board of Directors for the purpose of electing directors and for the transaction of such other business as may come before the meeting shall be held at such date and time during the quarter immediately following the end of the Corporation's fiscal year or at such other time as shall be specified by resolution of the Board of Directors on not less than two (2) days' notice to each Director, and such notice may be in person or by mail, telephone, telegram, or electronic mail. A Director may waive any required notice before or after the date and time stated in the notice.

**Section 4. Regular Meetings.** Regular meetings of the Board shall be held at least quarterly at such date and time as shall from time to time be determined by the Board on not less than two (2) days' notice to each Director, and such notice may be in person or by mail, telephone, telegram, or electronic mail. A Director may waive any required notice before or after the date and time stated in the notice.



**Section 5. Special Meetings.** Special meetings of the Board may be called by the President, any two directors, the Executive Artistic Director or the Secretary of the Corporation on not less than two (2) days' notice to each Director, and such notice may be in person or by mail, telephone, telegram, or electronic mail. A Director may waive any required notice before or after the date and time stated in the notice.

**Section 6. Place of Meetings.** The Directors shall hold their meetings at the principal office of the Corporation in Nashville, Tennessee, or at such other place or places as they may from time to time determine.

**Section 7. Quorum.** At all meetings of the Board, a majority of the total number of Directors then on the Board shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum or consenting to an action taken without a meeting shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute, by the Charter of the Corporation, or by these Bylaws.

**Section 8. Action Taken Without a Meeting.** Unless the Charter otherwise provides, any action required or permitted to be taken at a Board of Directors meeting may be taken without a meeting. If all directors consent to taking action without a meeting, the affirmative vote of the number of directors that would be necessary to authorize or take such action at a meeting is the act of the Board of Directors. Such action must be evidenced by one or more written consents describing the action taken, at least one of which is signed by each director, indicating the director's vote or abstention on the action, which consents shall be included in the minutes or files with the corporate records reflecting the action taken. Action taken by consent is effective when the last director signs the consent, unless the consent specifies a different effective date.

**Section 9. Telephonic Attendance.** Any one or more directors may participate in a meeting of the Board or a Committee thereof by means of conference telephone or similar communications equipment by means of which all persons participating can hear each other, and such participation shall constitute presence and attendance at the meeting for all purposes of this Article.

**Section 10. Books and Records.** The Board of Directors shall keep a record of all their proceedings, and these records and the principal books of the Corporation shall be kept at the principal office of the Corporation, with necessary books and records being kept at such place or places as the Board of Directors may from time to time determine. All of these books and records shall be subject to the inspection of any Director at any reasonable time of the day.

**Section 11. Resignation of Directors.** A Director may resign at any time by delivering written notice to the Board of Directors, the President, the Executive Artistic Director, or to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

**Section 12. Removal of Directors.** The Board may remove one or more Directors, with or without cause, by the affirmative vote for such removal of two-thirds (2/3) of the Directors present at any meeting at which there is a quorum.

**Section 13. Vacancies.** Unless the Charter otherwise provides, if a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of directors or a vacancy resulting from the removal of a director, the Board of Directors may fill such vacancy by the affirmative vote of the majority of the Directors then in office. If the directors remaining in office constitute fewer than a quorum of the Board of Directors, they may fill such vacancy by the affirmative vote of a majority of all the directors remaining in office. Any Director elected to fill a vacancy shall serve for the remainder of the unexpired term of the predecessor and thereafter until his successor is elected and qualified.

#### **ARTICLE IV. COMMITTEES**

**Section 1. Committees.** The Board of Directors may, by resolution adopted by a majority of the entire Board, designate one or more committees as it sees fit and delegate to such committees such authority as the Board of Directors specifies pursuant to such resolution, subject to applicable statutory requirements and the limitations set forth in the Corporation's Charter and these Bylaws. Each such committee shall consist of not less than three (3) Directors, except as otherwise provided in this Article.

**Section 2. Executive Committee.** The Board of Directors may, by resolution adopted by a majority of the entire Board, designate an Executive Committee which shall consist of not less than five (5) Directors, and shall include (i) the Executive Artistic Director (*ex officio* without a vote) and (ii) the President. The Executive Committee shall serve at the pleasure of the Board of Directors and shall have and may exercise such authority as delegated by the Board of Directors pursuant to Section 1 of this Article, except that the Executive Committee may not (i) authorize distributions, (ii) approve or recommend dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets, (iii) elect, appoint or remove directors or fill vacancies on the Board or on any Committees, or (iv) adopt, amend or repeal the charter or bylaws. The Executive Committee shall report at the next meeting of the Board of Directors all action which the Executive Committee has taken since the last meeting of the Board.

#### **ARTICLE V. OFFICERS**

**Section 1. Officers Chosen by Board.** All Officers of the Corporation shall be elected by a majority vote of the Board of Directors at its annual meeting and shall hold office at the pleasure of the Board of Directors until their successors are duly elected and qualified. The Officers of the Corporation shall consist of a President, President-Elect, Executive Artistic Director, Secretary and Treasurer and may include such other Officers as may be deemed necessary by the Board of Directors. One person may hold any two or more of such offices except that the same person may not hold the offices of President and Secretary. Except as

otherwise provided in this Article, all such officers shall be elected for a term of one (1) year and until their successors are elected and qualified even if such later date is beyond one (1) year.

**Section 2. President.** The President shall be a member of the Board of Directors, shall preside at all meetings of the Board, and shall perform such executive duties as the Board of Directors may from time to time prescribe. Except as otherwise designated by the Board of Directors, the President shall be, ex officio, a member of all standing committees. The President shall serve a term of office as determined by the Board of Directors not to exceed two (2) years and shall serve until his successor is duly elected and qualified.

**Section 3. President-Elect.** Any Director may be designated as President-Elect, who shall preside at all meetings of the Board in the absence of the President. The President-Elect shall serve a term of office as determined by the Board of Directors and shall serve until his successor is duly elected and qualified.

**Section 4. Executive Artistic Director.** The Executive Artistic Director shall have general supervision over the active management of the affairs of the Corporation, shall see that all orders and resolutions of the Board are carried into effect, and, shall perform such executive duties as the Board of Directors may from time to time prescribe. Except as otherwise designated by the Board of Directors, the Executive Artistic Director shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The Executive Artistic Director shall serve a term of office as determined by the Board of Directors and shall serve until his successor is duly elected and qualified.

**Section 5. Vice Presidents.** The Vice President or Vice Presidents, if any, shall be active executive officers of the Corporation and shall assist the President in the active management of its affairs. Vice Presidents shall perform such other duties as the Board of Directors may from time to time prescribe.

**Section 6. Secretary.** The Secretary, or an assistant secretary if the Board appoints an assistant secretary, shall attend all sessions of the Board and shall record all votes and minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors.

**Section 7. Treasurer.** The Treasurer, or an assistant treasurer if the Board appoints an assistant treasurer, shall have custody of the funds and securities of the Corporation and shall keep a full and accurate account of receipts and disbursements in books belonging to the Corporation, and shall deposit all money or other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporations as may be ordered by the President or Executive Artistic Director, taking proper vouchers for such disbursements and shall render to the President or Executive Artistic Director and Directors at regular meetings of the Board, or whenever they may require it, an account of all his transactions as Treasurer and the financial condition of the Corporation. The Treasurer shall give the Corporation a bond, if required by the Board of Directors, in a sum and with one or more sureties satisfactory to the Board of Directors

for the faithful performance of the duties of his office and for the restoration to the Corporation in case of his death, resignation, retirement, or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

**Section 8. Other Authority of Officers.** The Officers of the Corporation shall exercise such powers and perform such duties as are specified in these Bylaws or are from time to time conferred by the Board of Directors.

**Section 9. Removal.** Any Officer may be removed from office at any time, with or without cause, by an affirmative vote of a majority of the Board of Directors for which a quorum is present.

**Section 10. Resignation of Officers.** Any Officer may resign at any time by delivering notice (whether written or verbal) to the Corporation. Such resignation shall be effective immediately unless the notice of resignation specifies a later effective date.

**Section 11. Vacancies.** Vacancies occurring in any office for any reason, including removal, shall be filled by the Board of Directors. Any Officer elected to fill a vacancy shall hold office for the remainder of the unexpired term of the predecessor in that office and thereafter until his successor is elected and qualified.

**Section 12. Delegation of Powers and Duties.** In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate, for the time being, any of the powers and duties of such Officer to any other Officer or to any Director, provided a majority of the entire Board concur therein.

## **ARTICLE VI. INDEMNIFICATION**

**Section 1. Scope of Indemnification.** The Corporation shall indemnify and advance expenses to each Director of the Corporation, or any person who may have served at its request as a Director of another corporation, to the full extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted. The Corporation may indemnify and advance expenses to any employee or agent of the Corporation who is not a Director to the same extent as to a Director, if the Board of Directors determines that to do so is in the best interests of the Corporation.

**Section 2. Indemnification Not Exclusive.** The indemnification and advancement of expenses provisions herein shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Charter, provision of these By-laws, resolution adopted by the shareholders, resolution adopted by the Board of Directors, agreement, insurance, purchased by the Corporation or otherwise, both as to action in his or her official capacity and as to action in another capacity.

**Section 3. Insurance.** The Corporation may maintain insurance, at its expense, to protect itself and any individual who is or was a Director, officer, employee or agent of the Corporation, or who while a Director, officer, employee or agent of the Corporation, is or was

serving at its request as a Director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Tennessee Nonprofit Corporation Act, as it may be amended from time to time.

#### **ARTICLE VII. DEPOSITORIES**

The Board of Directors shall have the power to select depositories for the funds of the Corporation and power to direct the method and manner of signing checks, notes, and other instruments binding on the Corporation.

#### **ARTICLE VIII. FISCAL YEAR**

The fiscal year of the Corporation shall end on June 30 of each year unless the Board of Directors determines otherwise.

#### **ARTICLE IX. AGENTS AND REPRESENTATIVES**

The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these By-Laws, to the extent authorized or permitted by law.

#### **ARTICLE X. CONTRACTS AND LOANS**

The Board of Directors, except as in these By-Laws otherwise provide, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or to any amount.

#### **ARTICLE XI. VOTING UPON STOCK OR OTHER CORPORATIONS**

Unless otherwise ordered by the Board of Directors, the President, the Executive Artistic Director, or such other officer designated by such person, shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of the stockholders of any corporation in which this Corporation may hold stock, and at such meeting may possess and exercise all of the rights and powers incident to the ownership of such stock which, as the owner thereof this corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

## **ARTICLE XII. PROHIBITIONS**

**Section 1.     Compensation.** Other than as an employee or independent contractor, no officer or Director shall be compensated for services as such.

**Section 2.     Sale of Goods and Services.** Other than for services as an employee, no Director or officer of the Corporation, directly or indirectly, may sell or provide, for monetary remuneration, any goods or services to the Corporation. "Indirectly" means through a business organization of which the employee, member, director or officer of the Corporation or their spouse, child, or parent owns more than a three percent (3%) interest in the business.

**Section 3.     Loans.** No Director or officer of the Corporation may lend money to the Corporation if the loan is secured by the Corporation's property.

**Section 4.     Profits.** Other than for services as an employee, no Director or officer of the organization may profit from shows, exhibits or productions of the Corporation or have any monetary interest in shows, exhibits or productions of the Corporation. No Director, officer or employee of, or member of a committee of, a person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation; provided, that this shall not prevent the payment to any such person of reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary or education organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended.

**Section 5.     Notice of Intent to Sell Property.** In the event the Corporation sells any of its property which has been exempt from taxation, it must comply with all applicable statutory notice requirements.

## **ARTICLE XIII. EXEMPT ACTIVITIES**

Notwithstanding any other provisions of these By-Laws, no Director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended, or by an organization described in Sections 1 70(c)(2), 205 5(a) and 2522(a) of such Code and Regulations as they now exist or as they may hereafter be amended.

**ARTICLE XIV.**  
**SEAL**

The Corporation shall have no seal.

**ARTICLE XV.**  
**AMENDMENTS AND CONSTRUCTION**

**Section 1. Amendments.** These Bylaws may be altered, or repealed by a vote of a majority of the entire Board at any regular or special meeting, if notice of the proposed alteration or amendment is contained in the notice of the meeting.

**Section 2. Construction.** As used in these Bylaws, the nouns "director" or "officer," the noun for the title of any officer and the masculine pronoun shall be deemed to refer, as applicable, to the masculine or feminine genders, and the use of singular references shall be deemed to include the plural and vice versa. The headings or captions of the Articles and Sections hereof are included for convenience of reference only, and the interpretation of these Bylaws as if none of them were included herein shall govern.

## Fiscal Year 2006 – Statement of Program Services

### OPERATING BOARD

#### CHAIR

Michael J. Schoenfeld

#### CO-FOUNDER

#### HONORARY CHAIR

Martha R. Ingram

#### IMMEDIATE

#### PAST CHAIR

Alan R. Yuspeh

#### BOARD

Karen Bird  
Lee F. Blank  
Barbara T. Bovender  
Sharon LaGrande Carter  
Beth Curley  
Vincent W. Duman, Jr.  
Darrell Freeman  
Francis S. Guess  
A. Scott Kendrick  
David Lapp  
Dena Nessari  
Craig E. Philip  
Todd Rolapp  
Joyce Rothenberg  
Joe Steakley  
Ann Stern  
Deborah M. Tannenbaum  
Judy Turner

#### ADVISORY COUNCIL

Eilene Maupin  
Anne Russell  
Ann Street  
T. Stephen C. Taylor  
Brian Ward

#### EXECUTIVE

#### ARTISTIC DIRECTOR

David Alford

I. Theatre Productions (fully mounted professional productions)– 2005-06 Season (21<sup>st</sup>): *The Winter's Tale* (with Nashville Shakespeare Festival), *das treffen-The Other Side* (a transAtlantic "real time" co-produced with Theater Magdeburg), *1776*, *The Santaland Diaries*, *Recent Tragic Events*, *Oleanna*, *Dearly Departed*. Total Attendance: approximately 25,000. All received positive responses from critics and audiences. The theatre's resident scenic designer, Gary Hoff, was recognized (2005) by American Theatre magazine as one of six virtuoso designers working in professional regional theatres.

II. Education and Outreach – 36 Separate Programs (2005-06): LookIns (pre-opening "open rehearsals" and discussion for high school and above audiences in rehearsal studio); Tennessee Rep UNclassified (preshow presentation and discussion with resident scenic designer and other production personnel); Meet and Greet (post-show informal meeting with cast members); TalkBack (postshow 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). Total Attendance: approximately 2,000. In addition, 8 student performances of *1776* were attended by approximately 7,000 middle and high school students. Students and teachers are offered discounted season and single tickets to all productions.