NASHVILLE, TENNESSEE

FINANCIAL STATEMENTS,
ADDITIONAL INFORMATION
AND
INDEPENDENT AUDITORS' REPORT

DECEMBER 31, 2010 AND 2009

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INDEPENDENT AUDITORS' REPORT

Board of Directors of Belcourt Theatre, Inc. Nashville, Tennessee

We have audited the accompanying statements of financial position of Belcourt Theatre, Inc., a Tennessee not-for-profit corporation (the "Belcourt"), as of December 31, 2010 and 2009, and the related statements of activities and cash flows for the years then ended. These financial statements are the responsibility of the Belcourt's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Belcourt Theatre, Inc. as of December 31, 2010 and 2009, and the changes in its net assets and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the above-mentioned basic financial statements taken as a whole. The accompanying additional information on page 14 is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information has been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, is fairly stated, in all material respects, in relation to the basic financial statements taken as a whole.

raftCPAs PLLC

Nashville, Tennessee September 28, 2011

STATEMENTS OF FINANCIAL POSITION

DECEMBER 31, 2010 AND 2009

		2010		2009
ASSETS				
Cash and cash equivalents	\$	106,752	\$	223,719
Accounts receivable	Ψ	5,156	Ψ	4,999
Grants receivable		30,600		38,720
Inventory		9,032		12,533
Prepaid expenses		7,769		4,182
Property and equipment, net		1,550,942		1,417,080
Capital campaign assets:		, ,		
Cash and cash equivalents		110,917		168,762
Contributions receivable, net		58,983		131,630
Debt issue costs, net	_	7,852		9,909
TOTAL ASSETS	<u>\$</u>	1,888,003	<u>\$</u>	2,011,534
LIABILITIES			•	
Accounts payable and accrued expenses	\$	70,053	\$	60,378
Future box office sales and deposits		9,955		20,537
Other current liabilities		6,085		5,237
Capital lease obligation		8,927		14,646
Note payable		653,849		815,750
TOTAL LIABILITIES		748,869		916,548
NET ASSETS				
Unrestricted:				
Designated for property and equipment		888,166		586,684
Undesignated		186,787		269,193
Total unrestricted		1,074,953		855,877
Temporarily restricted		64,181		239,109
TOTAL NET ASSETS		1,139,134		1,094,986
TOTAL LIABILITIES AND NET ASSETS	<u>\$</u>	1,888,003	<u>\$</u>	2,011,534

The accompanying notes are an integral part of the financial statements.

STATEMENTS OF ACTIVITIES

FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

	2010		
		Temporarily	
	Unrestricted	Restricted	Total
OPERATING REVENUES Box office sales Concession sales Facility rental income	\$ 574,976 268,877 167,790	\$ - - -	\$ 574,976 268,877 167,790
TOTAL OPERATING REVENUES	1,011,643		1,011,643
PROGRAM SERVICES - OPERATING COSTS AND EXPENSES Theatre Concession	939,000 190,916		939,000 190,916
TOTAL PROGRAM SERVICES - OPERATING COSTS AND EXPENSES	1,129,916	-	1,129,916
LOSS FROM OPERATIONS	(118,273)		(118,273)
PUBLIC SUPPORT AND OTHER REVENUES Contributions and memberships, net of present value discount Grants Fundraising events and sponsorships Miscellaneous Loss on disposal of property and equipment Provision for uncollectible temporarily restricted contributions Net assets released from restrictions	105,133 93,000 95,809 2,121 (1,890)	75,260 - - - - (250,188)	180,393 93,000 95,809 2,121 (1,890)
TOTAL PUBLIC SUPPORT AND OTHER REVENUES	544,361	(174,928)	369,433
SUPPORTING SERVICES Management and general Fundraising expenses	124,844 82,168	<u>-</u>	124,844 82,168
TOTAL SUPPORTING SERVICES	207,012		207,012
CHANGE IN NET ASSETS	219,076	(174,928)	44,148
NET ASSETS - BEGINNING OF YEAR	855,877	239,109	1,094,986
NET ASSETS - END OF YEAR	\$ 1,074,953	\$ 64,181	\$ 1,139,134

The accompanying notes are an integral part of the financial statements.

	2009	
	Temporarily	
Unrestricted	Restricted	Total
\$ 485,365	5 \$ -	\$ 485,365
224,389	-	224,389
170,667	<u> </u>	170,667
880,421	<u> </u>	880,421
780,042		780,042
158,362		158,362
938,404	4	938,404
(57,983	3)	(57,983)
54,670	6 105,198	159,874
105,720	0 -	105,720
25,993	-	25,993
3,583	5 -	3,585
-	=	-
_	(15,000)	(15,000)
106,000	0 (106,000)	
295,97	4 (15,802)	280,172
100,82	3 -	100,823
42,29		42,292
143,11	5	143,115
94,87	6 (15,802)	79,074
761,00	1 254,911	1,015,912

<u>\$ 855,877</u> <u>\$ 239,109</u> <u>\$ 1,094,986</u>

STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

		2010		2009
OPERATING ACTIVITIES	ф	44 140	c	79,074
Change in net assets	\$	44,148	<u>\$</u>	19,074
Adjustments to reconcile change in net assets to net cash provided by operating activities:				
Depreciation and amortization		72,155		63,474
Gain on disposition of equipment		1,890		(564)
Provision for uncollectible temporarily restricted contributions		-		15,000
Contributions for capital campaign, net of present value discount		(2,353)		(2,917)
(Increase) decrease in:				
Accounts receivable		(157)		929
Grants receivable		8,120		(95)
Inventory		3,501		(1,138)
Prepaid expenses		(3,587)		3,567
Increase (decrease) in:				
Accounts payable and accrued expenses		9,675		(9,128)
Future box office sales and deposits		(10,582)		8,348
Other current liabilities		848		1,782
TOTAL ADJUSTMENTS		79,510		79,258
NET CASH PROVIDED BY OPERATING ACTIVITIES		123,658		158,332
INVESTING ACTIVITIES				2 000
Proceeds from sale of equipment		(205.050)		3,000
Purchases of property and equipment		(205,850)		(20,855) (106,426)
(Increase) decrease in cash held for capital campaign		57,845		(100,420)
NET CASH USED IN INVESTING ACTIVITIES		(148,005)		(124,281)
FINANCING ACTIVITIES		75,000		106,000
Collections for capital campaign		(161,901)		(30,407)
Principal payments on note payable		(5,719)		(5,016)
Principal payments on capital lease obligation		(0,7.15)		
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES		(92,620)		70,577
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		(116,967)		104,628
CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR		223,719		119,091
CASH AND CASH EQUIVALENTS - END OF YEAR	\$	106,752	<u>\$</u>	223,719
SUPPLEMENTAL CASH FLOW DISCLOSURE Interest expense paid	\$	49,030	<u>\$</u>	59,237

The accompanying notes are an integral part of the financial statements.

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2010 AND 2009

NOTE 1 - GENERAL

Belcourt Theatre, Inc. (the "Belcourt"), is a Tennessee not-for-profit corporation chartered in February 1999. The Belcourt was organized to preserve and operate the Belcourt Theatre, built in 1925, in its historical role as a home for film, theatre, music and community events. The Belcourt receives operating revenues from box office and concession sales, facility rentals and membership fees, and public support funding from state and local government grants, foundation and private contributions, and special events.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying financial statements present the financial position and changes in net assets of the Belcourt on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America ("GAAP").

Resources are classified as unrestricted, temporarily restricted or permanently restricted net assets, based on the existence or absence of donor-imposed restrictions, as follows:

- Unrestricted net assets are free of donor-imposed restrictions. All revenues, gains and losses that are not temporarily or permanently restricted by donors are included in this classification. All expenditures are reported in the unrestricted class of net assets, since the use of restricted contributions in accordance with the donors' stipulations results in the release of the restriction.
- Temporarily restricted net assets are limited as to use by donor-imposed restrictions that expire with the passage of time or that can be satisfied by use for the specific purpose.
- Permanently restricted net assets are amounts required by donors to be held in perpetuity, including gifts requiring that the principal be invested and the income or specific portions thereof be used for operations. Belcourt had no permanently restricted net assets as of December 31, 2010 or 2009.

Cash and Cash Equivalents

Cash and cash equivalents consist principally of checking account balances, and are classified either as operating funds or capital campaign assets.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2010 AND 2009

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Inventory

Inventory is reported in the accompanying statement of financial position at cost. Inventory consists of concession items including candy, popcorn, soft drinks, alcoholic beverages, and miscellaneous other items.

Contributions and Support

Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence and/or nature of any donor restrictions.

Contributions are considered to be available for unrestricted use unless specifically restricted by the donor. Amounts received that are designated for future periods or restricted by the donor for specific purposes are reported as temporarily restricted or permanently restricted support that increases those net asset classes. When a restriction is fulfilled (that is, when a stipulated time restriction ends or purpose restriction is accomplished), temporarily restricted net assets are reclassified to unrestricted and reported in the statement of activities as net assets released from restrictions.

The Belcourt reports gifts of equipment or materials as unrestricted support unless explicit donor restrictions specify how the assets must be used. Gifts of long-lived assets with explicit restrictions as to how the assets are to be used, or cash or other assets that must be used to acquire long-lived assets, are reported as restricted support. Expirations of donor restrictions are recognized when the donated or acquired long-lived assets are placed in service.

Promises to Give

Unconditional promises to give that are expected to be collected within one year are recorded as contributions receivable at their estimated net realizable value. Unconditional promises to give that are expected to be collected in future years are recorded at the present value of estimated future cash flows. The discount on those amounts is computed using the risk-free interest rate applicable to the year in which the promise is received (no new pledges were made in 2010 or 2009). Amortization of the discount is recognized on the interest method over the term of the gift and included in contribution revenue. Conditional promises to give are not included as support until such time as the conditions are substantially met. Advance receipts of conditional promises for which the conditions have not been met are classified initially as refundable advances under liabilities.

The allowance for uncollectible contributions is provided based on management's estimate of uncollectible pledges and historical trends.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2010 AND 2009

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Property and Equipment

Property and equipment are recorded at cost at the date of purchase or at estimated fair value at the date of gift to the Belcourt. The Belcourt's policy is to capitalize purchases with a cost of \$500 or more and an estimated useful life greater than one year. Depreciation is calculated using the straight-line method over the estimated useful lives of the assets, which range from five to ten years for equipment and furniture and fifteen to thirty years for building and improvements. Land is not considered a depreciable asset; therefore a useful life is not assigned.

Debt Issue Costs

Debt issue costs have been capitalized and are being amortized by the straight-line method over the related loan term in the amount of \$2,057 annually.

Advertising and Marketing Costs

The Belcourt expenses advertising and marketing costs as they are incurred. Advertising and marketing expense totaled \$43,350 for the year ended December 31, 2010 (\$39,641 for 2009).

Donated Goods and Services

Donated facilities and materials are recorded as gifts in the period received at fair value, if there is an objective and measurable basis for determining such value.

Donated services are recognized if they create or enhance non-financial assets, or the donated service requires specialized skills, was performed by a donor who possesses such skills, and would have been purchased by the Belcourt if not donated. Such services are recognized at fair value as support and expense in the period the services are performed.

A number of unpaid volunteers have made significant contributions of their time to assist the Belcourt in implementing various programs and exhibits. The value of contributed time is not reflected in these statements since it is not susceptible to objective measurement or valuation.

Donated Securities

Donated securities are recorded as contribution revenue based on the market value of the securities at the date of gift.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2010 AND 2009

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Grant Revenues

Grants are recognized as revenue in the period a liability is incurred for eligible expenditures under the terms of the grant. Grant funds received prior to expenditure are recorded initially as a liability and recognized as revenue in the period the conditions for recognition are met.

Program and Supporting Services

The following program and supporting services are included in the accompanying financial statements:

<u>Program services</u> - includes the operation of two separate theatres with a total seating capacity of approximately 750. The core programming in both theatres is independent, documentary, world, repertory and classic cinema, as well as promoting visual and film literacy for adults and children. Additionally, the Theatre serves as a venue for some live music and theatre programming via outside rental as time allows. Film programming is diverse and designed to reach, in part, underserved and international communities.

Supporting services

<u>Management and general</u> - relates to the overall direction of the organization. These expenses are not identifiable with a particular program or event or with fundraising, but are indispensable to the conduct of those activities and are essential to the organization. Specific activities include organization oversight, business management, recordkeeping, budgeting, financing, and other administrative activities.

<u>Fundraising</u> - i neludes costs of activities directed toward appeals for financial support, including special events. Other activities include creation and distribution of fundraising materials.

Allocation of Functional Expenses

Expenses that can be directly attributed to a particular function are charged to that function. Certain costs have been allocated among more than one program or activity based on objectively evaluated financial and non-financial data or reasonable subjective methods determined by management.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2010 AND 2009

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Income Taxes

The Belcourt qualifies as a not-for-profit organization exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code.

The Belcourt files U.S. Federal Form 990 for organizations exempt from income tax. Tax returns for years prior to fiscal year 2007 are closed.

Use of Estimates in the Preparation of Financial Statements

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

Reclassifications

Certain reclassifications have been made to prior year amounts to be comparative with the current year presentation.

Events Occurring After Reporting Date

The Belcourt has evaluated events and transactions that occurred between December 31, 2010 and September 28, 2011, the date the financial statements were available to be issued, for possible recognition or disclosure in the financial statements.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2010 AND 2009

NOTE 3 - CONTRIBUTIONS RECEIVABLE

Contributions receivable relate entirely to the capital campaign, and consisted of the following at December 31:

	72	2010	2009
Temporarily restricted:			
Due in less than one year	\$	66,250	\$ 83,250
Due in one to five years		8,000	 66,000
		74,250	149,250
Less: Allowance for uncollectible contributions receivable		(15,000)	(15,000)
Less: Discount to present value		(267)	 (2,620)
Total	\$	58,983	\$ 131,630

The Belcourt's capital campaign is to fund the acquisition of the theatre facility (land and building), which was purchased from a former member of the Board of Directors in November 2007.

NOTE 4 - PROPERTY AND EQUIPMENT

Property and equipment consisted of the following as of December 31:

	2010	2009
Land	\$ 210,000	\$ 210,000
Buildings and improvements	1,337,622	1,330,175
Equipment:		
Theatre	125,216	89,960
Concession	21,472	20,813
Office	5,005	4,254
Furniture and fixtures	161,494	5,664
	1,860,809	1,660,866
Less: accumulated depreciation	(309,867)	(243,786)
	\$ 1,550,942	\$ 1,417,080

Depreciation expense amounted to: 2010 -\$70,098; 2009 - \$61,418.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2010 AND 2009

NOTE 5 - LEASES

In January 2008, the Belcourt entered into a capital lease obligation for a parking pay station. Assets under capital lease obligations are included in property and equipment and consist of the following at December 31:

	to	2010	 2009
Cost Accumulated depreciation	\$	24,325 (14,595)	\$ 24,325 (9,730)
Net book value	<u>\$</u>	9,730	\$ 14,595

The following is a schedule by year of future minimum payments required under the lease together with their present value as of December 31, 2010:

Year Ending December 31,

2011 2012	\$ 7,313 2,434
Total minimum lease payments	9,747
Less: Amount representing interest (13.2%)	 (820)
Present value of minimum lease payments	\$ 8,927

Amortization of assets held under capital lease is included with depreciation expense.

Short-term operating leases for certain equipment were not significant in 2010 or 2009.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2010 AND 2009

NOTE 6 - CONCENTRATIONS OF RISK

Financial instruments that potentially subject the Belcourt to concentrations of credit risk consist of cash and cash equivalents and pledges receivable. Pledges receivable consist of individual pledges for the capital campaign and represent concentrations of credit risk to the extent that 54% and 67% of pledges receivable are from one donor at December 31, 2010 and 2009, respectively.

The Belcourt maintains cash accounts at reputable financial institutions whose accounts are insured by the Federal Deposit Insurance Corporation (FDIC) up to statutory limits. As of December 31, 2010, all accounts of the Belcourt were fully insured.

NOTE 7 - TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets consisted of the following as of December 31:

	 2010		2009
Research project on Grand Ole Opry	\$ 5,198	\$	5,198
Creature Comforts campaign	-		67,192
Projection equipment	-		35,089
Capital campaign for purchase of building	 58,983	_	131,630
	\$ 64,181	\$	239,109

The purpose of the Creature Comforts campaign is to raise money to renovate both of the Belcourt Theatre's cinema rooms.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

DECEMBER 31, 2010 AND 2009

NOTE 8 - NOTE PAYABLE

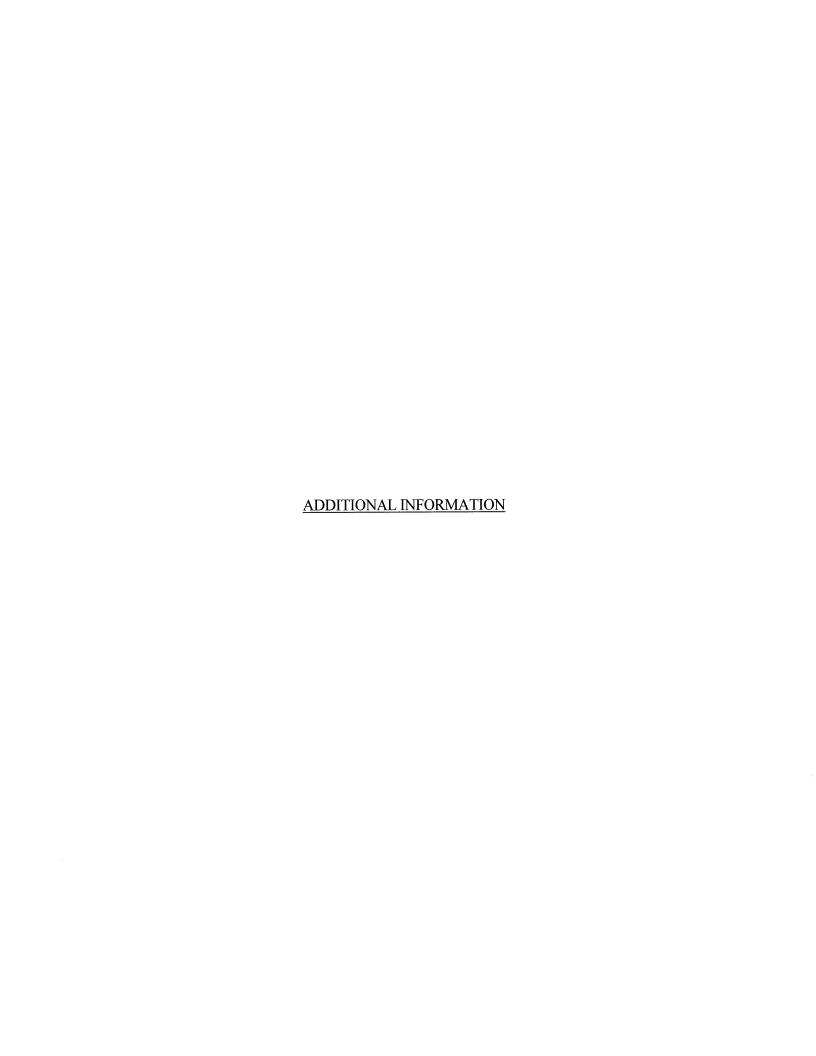
During 2007, the Belcourt obtained a mortgage loan from a bank to finance the acquisition of the theatre facility. The Belcourt's obligation under the note payable consists of the following at December 31:

	2010	2009
Mortgage loan - principal and interest at 6.75%,		
due in monthly installments of \$7,279, with final		
payment of remaining principal balance due		
November 2014; secured by deed of trust on		
real estate.	\$ 653,849	\$ 815,750

The following is a summary by year of the principal maturities of the note payable as of December 31, 2010:

Year ending December 31,

2011	\$	40,199
2012	Ψ	47,146
2012		50,556
2014		515,948
2014		313,510
Total	\$	653,849



SCHEDULES OF FUNCTIONAL EXPENSES

FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

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- 21	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	u

	PROGRAM	M SERVICES	SUPPORTING			
	THEATRE	CONCESSION	MANAGEMENT			
	OPERATING	OPERATING	AND	FUND -		
	COSTS	COSTS	GENERAL RAISING		TOTAL	
Salaries, payroll taxes, and						
employee benefits	\$ 293,334	\$ 65,402	\$ 53,930	\$ 38,501	\$ 451,167	
Advertising and marketing	43,350		-	-	43,350	
Bad debt expense	1,831	-	-	-	1,831	
Bank charges and credit card fees	30,128	9,285	630	64	40,107	
Beer, popcorn, water, soda,						
wine, liquor, etc.	-	84,785	-	-	84,785	
Box office expenses	27,862	-	-	-	27,862	
Concession supplies	-	28,049	-	-	28,049	
Depreciation and amortization	68,691	1,407	2,057	-	72,155	
Equipment purchase	3,640	1,183	1,091	180	6,094	
Equipment rental	1,0'04	-	-	-	1,004	
Equipment repairs	3,644	191	-	-	3,835	
Facilities upkeep	39,543	-	-	-	39,543	
Film distribution fees	236,406	-	-	_	236,406	
Insurance	19,019	614	6,041	-	25,674	
Licenses and permits	2,087	-	742	300	3,129	
Interest	49,030	-	-	-	49,030	
Membership expenses	9,611	-	-	-	9,611	
Miscellaneous	4,232	-	1,058	1,058	6,348	
nD Festival	-	-	-	15,381	15,381	
Oscar Party	-	-	-	16,460	16,460	
Professional fees	-	-	47,109	-	47,109	
Property taxes	28,723	-	-	-	28,723	
Supplies, printing and postage	19,957	-	11,107	8,186	39,250	
Travel and entertainment	9,823	-	-	2,038	11,861	
Utilities	47,085		1,079		48,164	
Total	\$ 939,000	\$ 190,916	\$ 124,844	\$ 82,168	\$ 1,336,928	

	_	SUPPORTING SERVICES			/ICES	I SERV	PROGRAM		
TOTAL		FUND - RAISING		AGEMENT AND ENERAL		NCESSION ERATING COSTS	OP	HEATRE ERATING COSTS	OP
358,519	\$ \$	12,988	\$	45,550	\$	59,483	\$	240,498	\$
39,641		-		-		-		39,641	
40,194	•	64		631		9,305		30,194	
66,078	_	-		_		66,078		_	
29,406	•	-		-		· -		29,406	
20,570	-	-		-		20,570			
63,474	-	_		645		1,462		61,367	
6,632		-		982		352		5,298	
995	•	-		-		-		995	
2,210	3	118		49		247		1,796	
24,142	-	-		-		-		24,142	
184,995	•	-		-		-		184,995	
16,949	•	-		3,988		405		12,556	
1,825	-	-		20		460		1,345	
59,237	-	-		-		-		59,237	
2,177	-	-		-		-		2,177	
7,940	3	2,403		121		-		5,416	
-	-	-		-		-		-	
17,783	3	17,783		-		-			
41,053	3	698		40,355		-		-	
24,275	-	-		-		-		24,275	
22,165	2	7,172		7,607		-		7,386	
7,263	7	957		-		-		6,306	
43,996) _	109		875	·			43,012	
1,081,519	<u> </u>	42,292	\$	100,823	\$	158,362	\$	780,042	\$