

TENNESSEE REPERTORY THEATRE, INC.

NASHVILLE, TENNESSEE

FINANCIAL STATEMENTS,
ADDITIONAL INFORMATION
AND
INDEPENDENT AUDITORS' REPORT

JUNE 30, 2006

TENNESSEE REPERTORY THEATRE, INC.

NASHVILLE, TENNESSEE

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ADDITIONAL INFORMATION
AND
INDEPENDENT AUDITORS' REPORT

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INDEPENDENT AUDITORS' REPORT

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

We have audited the accompanying statement of financial position of the Tennessee Repertory Theatre, Inc. (the "Tennessee Rep") as of June 30, 2006, and the related statements of activities and cash flows for the year then ended. These financial statements are the responsibility of the Tennessee Rep's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit 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 audit provides 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 the Tennessee Repertory Theatre, Inc. as of June 30, 2006, and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audit was made for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying additional information on page 13 is presented for purposes of additional analysis and is not a required part of the financial statements. Such information has been subjected to the auditing procedures applied in the audit of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

KraftCPAs PLLC

Nashville, Tennessee
August 17, 2006

TENNESSEE REPERTORY THEATRE, INC.

STATEMENT OF FINANCIAL POSITION

JUNE 30, 2006

ASSETS

Cash and cash equivalents	\$ 53,520
Due from Tennessee Performing Arts Management Corporation	43,590
Contributions receivable	15,200
Prepaid expenses and inventory	15,065
Property and equipment, less accumulated depreciation - Note 2	<u>20,961</u>
TOTAL ASSETS	<u>\$ 148,336</u>

LIABILITIES AND NET ASSETS

LIABILITIES

Accounts payable and accrued expenses	\$ 43,918
Advance ticket sales	42,705
Obligation under line of credit - Note 3	<u>160,000</u>
TOTAL LIABILITIES	<u>246,623</u>

LEASES - Note 8

NET ASSETS

Unrestricted (deficit)	(117,087)
Temporarily restricted	<u>18,800</u>
TOTAL NET ASSETS (DEFICIT)	<u>(98,287)</u>
TOTAL LIABILITIES AND NET ASSETS	<u>\$ 148,336</u>

See accompanying notes to financial statements.

TENNESSEE REPERTORY THEATRE, INC.

STATEMENT OF ACTIVITIES

FOR THE YEAR ENDED JUNE 30, 2006

	<u>Unrestricted</u>	<u>Temporarily Restricted</u>	<u>Total</u>
OPERATING REVENUE			
Ticket sales	\$ 365,865	\$ -	\$ 365,865
Sponsorships	27,500	-	27,500
Other income	93,194	-	93,194
	<u>486,559</u>	<u>-</u>	<u>486,559</u>
TOTAL OPERATING REVENUE			
	486,559	-	486,559
OPERATING EXPENSES	<u>1,051,610</u>	<u>-</u>	<u>1,051,610</u>
LOSS FROM OPERATIONS	<u>(565,051)</u>	<u>-</u>	<u>(565,051)</u>
PUBLIC SUPPORT AND OTHER REVENUES			
Contributions	522,697	18,800	541,497
Grants	112,655	-	112,655
Special events	88,305	-	88,305
Less: direct benefits to donors	(47,377)	-	(47,377)
Investment income	42	-	42
Gain on disposal of equipment	8,480	-	8,480
Net assets released from restrictions	22,560	(22,560)	-
	<u>707,362</u>	<u>(3,760)</u>	<u>703,602</u>
TOTAL PUBLIC SUPPORT AND OTHER REVENUES			
	707,362	(3,760)	703,602
FUNCTIONAL EXPENSES			
Supporting services:			
Management and general	140,185	-	140,185
Management and general - transition and moving	78,327	-	78,327
Fundraising	119,075	-	119,075
	<u>337,587</u>	<u>-</u>	<u>337,587</u>
Total Supporting Services			
	337,587	-	337,587
TOTAL FUNCTIONAL EXPENSES	<u>337,587</u>	<u>-</u>	<u>337,587</u>
CHANGE IN NET ASSETS	(195,276)	(3,760)	(199,036)
NET ASSETS - BEGINNING OF YEAR	<u>78,189</u>	<u>22,560</u>	<u>100,749</u>
NET ASSETS (DEFICIT) - END OF YEAR	<u>\$ (117,087)</u>	<u>\$ 18,800</u>	<u>\$ (98,287)</u>

See accompanying notes to financial statements.

TENNESSEE REPERTORY THEATRE, INC.

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED JUNE 30, 2006

OPERATING ACTIVITIES

Change in net assets	\$ (199,036)
Adjustments to reconcile change in net assets to net cash used in operating activities:	
Depreciation	8,158
Gain on sale of equipment	(8,480)
(Increase) decrease in:	
Due from Tennessee Performing Arts Management Corporation	152,443
Contributions receivable	9,210
Prepaid expenses and inventory	30,651
Increase (decrease) in:	
Accounts payable and accrued expenses	8,769
Advance ticket sales	(104,800)

TOTAL ADJUSTMENTS 95,951

NET CASH USED IN OPERATING ACTIVITIES (103,085)

INVESTING ACTIVITIES

Additions to property and equipment	(26,438)
Proceeds from sale of equipment	<u>9,000</u>

NET CASH USED IN INVESTING ACTIVITIES (17,438)

FINANCING ACTIVITIES

Proceeds from borrowings under line-of-credit	<u>160,000</u>
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NET CASH PROVIDED BY FINANCING ACTIVITIES 160,000

INCREASE IN CASH AND CASH EQUIVALENTS 39,477

CASH AND CASH EQUIVALENTS - BEGINNING OF YEAR 14,043

CASH AND CASH EQUIVALENTS - END OF YEAR \$ 53,520

OTHER CASH FLOW DISCLOSURES:

Interest expense paid during the year	<u>\$ 2,254</u>
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See accompanying notes to financial statements.

TENNESSEE REPERTORY THEATRE, INC.

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2006

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General

The Tennessee Repertory Theatre, Inc. (the "Tennessee Rep"), a Tennessee a not-for-profit organization, was established in February 1985. The Tennessee Rep is the theatre in residence at the Tennessee Performing Arts Center and is a professional Actor's Equity Troupe in Middle Tennessee. Effective July 1, 2002, the Board of Directors ratified an agreement for the consolidation of the Tennessee Rep and the Tennessee Performing Arts Center Management Corporation ("TPAC"). Under the terms of this agreement, certain operational functions were consolidated to achieve efficiencies and synergies for both agencies. The goal of this consolidation was to allow the Tennessee Rep to become more financially stable. The Tennessee Rep continued to operate under its own name and maintained its status as a not-for-profit corporation. 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 2005-06 season were transferred to the Tennessee Rep from TPAC effective that date (see Note 9).

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.

Basis of Presentation

Financial statement presentation follows the accounting and reporting standards established by the Financial Accounting Standards Board in its Statement of Financial Accounting Standards (SFAS) No. 117, *Financial Statements of Not-for-Profit Organizations*. Under SFAS No. 117, the assets, liabilities and net assets of the Tennessee Rep are reported as follows:

- Unrestricted - includes unrestricted resources and represents expendable funds available for support of the Organization's operations.
- Temporarily restricted - includes gifts from contributions restricted for specific programs or time periods. Temporarily restricted net assets as of June 30, 2006, in the amount of \$18,800, are comprised of contributions received or receivable to support the 2006-07 season's programs.
- Permanently restricted - includes gifts which contain provisions requiring in perpetuity that the principal be invested and the income or specific portions thereof be used for the Tennessee Rep's operations. There are no permanently restricted net assets at June 30, 2006.

TENNESSEE REPERTORY THEATRE, INC.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

JUNE 30, 2006

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

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 restricted by the donor for future periods or 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. However, if a restriction is fulfilled in the same time period in which the contribution is received, the support is reported as unrestricted.

The Tennessee Rep also receives grant revenue from various state and local agencies. Grant revenue is recognized in the period a liability is incurred for eligible expenditures under the terms of the grant.

The Tennessee Rep reports any 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 funds restricted for the acquisition of 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.

Cash Equivalents

Cash equivalents include demand deposits with banks, money market funds and time deposits with original maturities when purchased of three months or less.

Contributions Receivable

Unconditional promises to give that are expected to be collected within one year are recorded as contributions receivable at their 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 a risk-free interest rate applicable to the year in which the promise is received. 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. All promises to give at June 30, 2006 are expected to be received within one year.

An allowance for uncollectible contributions has not been provided based on management's estimate that the balance is fully collectible.

TENNESSEE REPERTORY THEATRE, INC.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

JUNE 30, 2006

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Prepaid Expenses and Inventory

Prepaid expenses and inventory consist of certain marketing and promotional costs pertaining to the following theater season that are paid for in advance and recognized in the following fiscal year.

Property and Equipment and Depreciation

Property and equipment are recorded at cost, when purchased, or at estimated fair value, when gifted to the Tennessee Rep. Depreciation is calculated by the straight-line method to allocate the cost of depreciable assets, as so determined, to operations over estimated useful lives of three to seven years for computers, furniture and fixtures, and equipment.

In 2006, the Tennessee Rep implemented the practice of capitalizing all expenditures for property and equipment in excess of \$500. Accordingly, property and equipment previously capitalized that did not meet this threshold was written off during 2006. The total cost of such items written-off during the year was \$16,888, with a book value of zero.

Donated Materials, Facilities, and Services

Significant services, materials and facilities are donated to the Tennessee Rep by various individuals and organizations. Donated materials and performance facilities, which amounted to \$32,000 in 2006, are recorded at their estimated fair value at the date of donation, and have been included in revenue and expenses.

Advance Ticket Sales

Ticket sales received prior to the fiscal year to which they apply are reported as advance ticket sales (deferred revenue). Such revenue is recognized and reported in the statement of activities in the year the production is performed.

Income Taxes

The Tennessee Rep qualifies as a not-for-profit organization exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code. Accordingly, income taxes are not provided.

TENNESSEE REPERTORY THEATRE, INC.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

JUNE 30, 2006

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Operating Expenses and Supporting Services - Functional Allocation

The following functional expense allocations are included in the accompanying financial statements:

Operating expenses - includes expenses that are directly identifiable with a particular production.

Supporting Services

Management and general - 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.

Fundraising - includes costs of activities directed toward appeals for financial support, including special events. Other activities include the cost of solicitations and 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 nonfinancial data or reasonable subjective methods determined by management.

Use of Estimates in the Preparation of Financial Statements

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

TENNESSEE REPERTORY THEATRE, INC.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

JUNE 30, 2006

NOTE 2 - PROPERTY AND EQUIPMENT

Property and equipment consisted of the following as of June 30, 2006:

Computers	\$	22,229
Furniture and fixtures		2,587
Equipment		<u>30,705</u>
		55,521
Less: accumulated depreciation		<u>(34,560)</u>
	\$	<u>20,961</u>

Total depreciation expense for 2006 amounted to \$8,158. Property and equipment include fully depreciated items amounting to approximately \$28,166 as of June 30, 2006.

NOTE 3 - DEBT

At June 30, 2006, the Tennessee Rep had a \$200,000 operating line of credit with a bank. The line is evidenced by a promissory note which bears interest, payable monthly, on the amount borrowed at a variable interest rate based on the bank's base commercial rate plus .75%. The interest rate at June 30, 2006 was 9.0%. The line of credit matures on March 15, 2007. As of June 30, 2006, the outstanding balance on the line of credit was \$160,000.

NOTE 4 - CONCENTRATIONS OF CREDIT RISK

Financial instruments that potentially subject the Tennessee Rep to concentrations of credit risk consist of cash and cash equivalents, various grants, accounts receivable and investments. Contributions receivable consist of individual and corporate contribution pledges which are widely dispersed to mitigate credit risk. Grant receivables represent concentrations of credit risk to the extent they are receivable from concentrated sources.

For the year ended June 30, 2006, combined contributions from one source amounted to \$260,240, or approximately 40% of total contributions and grant revenues.

TENNESSEE REPERTORY THEATRE, INC.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

JUNE 30, 2006

NOTE 5 - EMPLOYEE BENEFIT PLANS

The Tennessee Rep sponsors the Tennessee Repertory Theatre Tax-Deferred Annuity Plan (the "Plan") under Section 403(b) of the Internal Revenue Code. All full-time employees of the Tennessee Rep at July 1, 2005 were immediately eligible for participation. Full-time employees hired after July 1, 2005, are eligible after one year of employment. Eligible employees may elect to defer a portion of their compensation through the Plan, not to exceed the allowable amount under Section 403(b). The Tennessee Rep makes an annual contribution to the Plan equivalent to 1% of the employee's annual salary. Such contributions amounted to \$3,766 for the year ended June 30, 2006.

NOTE 6 - DONOR-DESIGNATED ENDOWMENT FUNDS HELD IN TRUST

Certain individuals have established two separate donor-designated endowment funds with the Community Foundation of Middle Tennessee for the benefit of the Tennessee Repertory Theatre. The Community Foundation of Middle Tennessee has the ultimate authority and control over these Funds and, therefore, these investments are not included in the financial statements of the Tennessee Rep. Income distributed from these funds to the Tennessee Rep is recognized in the year received. Such distributions totaled approximately \$48,500 during the year ended June 30, 2006. Total assets held in these funds amounted to \$1,020,000 at June 30, 2006.

NOTE 7 - RELATED PARTY TRANSACTIONS

During the year ended June 30, 2006, the Tennessee Rep paid \$57,200 in rent expense for office space leased from a Board member's company. In addition, an in-kind contribution valued at \$32,000 was received from a Board member's company.

TENNESSEE REPERTORY THEATRE, INC.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

JUNE 30, 2006

NOTE 8 - LEASES

The Tennessee Rep leases its office and warehouse space under non-cancelable operating leases requiring a monthly rental of \$6,000. The Tennessee Rep also leases certain office equipment.

As of June 30, 2006, aggregate future minimum lease commitments for office and warehouse space and office equipment are as follows:

<u>For the year ending June 30,</u>	<u>Office and Warehouse space</u>	<u>Equipment</u>	<u>Total</u>
2007	\$ 72,000	\$ 5,040	\$ 77,040
2008	18,000	4,560	22,560
2008	-	4,560	4,560
2009	-	4,560	4,560
2010	-	95	95
	<u>\$ 90,000</u>	<u>\$ 18,815</u>	<u>\$ 108,815</u>

Total rental expense incurred under all such agreements for the year ended June 30, 2006, amounted to approximately \$81,000.

TENNESSEE REPERTORY THEATRE, INC.

NOTES TO FINANCIAL STATEMENTS (CONTINUED)

JUNE 30, 2006

NOTE 9 - ASSETS TRANSFERRED

On July 1, 2005, TPAC transferred the following assets and liabilities to the Tennessee Rep in connection with the Separation Agreement (see Note 1):

ASSETS

Cash	\$	14,043
Accounts receivable		196,033
Contributions receivable		24,410
Prepaid expenses		45,716
Property and equipment, net		<u>3,201</u>

TOTAL ASSETS TRANSFERRED		<u>283,403</u>
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LIABILITIES

Accounts payable and accrued expenses		35,149
Advance ticket sales		<u>147,505</u>

TOTAL LIABILITIES ASSUMED		<u>182,654</u>
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NET ASSETS TRANSFERRED TO TENNESSEE REP	\$	<u><u>100,749</u></u>
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ADDITIONAL INFORMATION

TENNESSEE REPERTORY THEATRE, INC.

SCHEDULE OF EXPENSES

FOR THE YEAR ENDED JUNE 30, 2006

	SUPPORTING SERVICES					TOTAL EXPENSES
	OPERATING EXPENSES	MANAGEMENT AND GENERAL	MANAGEMENT AND GENERAL - TRANSITION AND MOVING	FUNDRAISING	TOTAL	
Artist fees	\$ 162,164	\$ -	\$ -	\$ -	\$ -	\$ 162,164
Salaries	261,447	76,306	-	70,673	146,979	408,426
Wages - part time	56,254	-	-	24	24	56,278
Wages - relocation of costume and scene shops	-	-	42,189	-	42,189	42,189
Employee related expenses	70,964	19,168	-	12,797	31,965	102,929
Bad debt expense	-	5,060	-	-	5,060	5,060
Computer support	4,503	1,295	-	957	2,252	6,755
Contract labor	42,423	-	-	-	-	42,423
Credit card fees	-	1,192	-	-	1,192	1,192
Depreciation	5,439	1,563	-	1,156	2,719	8,158
Dues and subscriptions	-	4,565	-	-	4,565	4,565
Equipment rentals	3,583	1,016	-	749	1,765	5,348
Fees - ticketing/bank/other	50,214	3,262	-	-	3,262	53,476
Fundraising event expenses	-	-	-	28,631	28,631	28,631
In-kind gifts used for raffle	-	-	-	24,000	24,000	24,000
Insurance	11,497	3,260	-	2,402	5,662	17,159
Marketing - programming	139,472	811	-	12,206	13,017	152,489
Meals and entertainment	660	187	-	138	325	985
Miscellaneous	-	5,282	-	-	5,282	5,282
Office and computer supplies	1,545	438	-	323	761	2,306
Postage	943	268	-	197	465	1,408
Printing and reproduction	504	-	-	-	-	504
Production costs	178,702	-	-	-	-	178,702
Rent	50,514	14,523	-	10,734	25,257	75,771
Repairs and maintenance	769	-	-	-	-	769
Special projects	3,000	-	-	-	-	3,000
Telephone	7,013	1,989	-	1,465	3,454	10,467
Transition and moving costs	-	-	36,138	-	36,138	36,138
Total expenses	1,051,610	140,185	78,327	166,452	384,964	1,436,574
Less expenses included with revenues on the statement of activities - direct benefits to donors	-	-	-	(47,377)	(47,377)	(47,377)
TOTAL EXPENSES INCLUDED IN THE EXPENSES SECTION OF THE STATEMENT OF ACTIVITIES	<u>\$ 1,051,610</u>	<u>\$ 140,185</u>	<u>\$ 78,327</u>	<u>\$ 119,075</u>	<u>\$ 337,587</u>	<u>\$ 1,389,197</u>