TENNESSEE REPERTORY THEATRE, INC. FINANCIAL STATEMENTS WITH SUPPLEMENTARY INFORMATION JUNE 30, 2014 AND 2013

(With Independent Auditor's Report Thereon)

TENNESSEE REPERTORY THEATRE, INC. FINANCIAL STATEMENTS WITH SUPPLEMENTARY INFORMATION JUNE 30, 2014 AND 2013

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PATTERSON, HARDEE & BALLENTINE, P.C.

Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors
Tennessee Repertory Theatre, Inc.

We have audited the accompanying financial statements of Tennessee Repertory Theatre, Inc. (a nonprofit organization) which comprise the statements of financial position as of June 30, 2014 and 2013, and the related statements of activities and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Tennessee Repertory Theatre, Inc. as of June 30, 2014 and 2013, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Patterson Harder € Bellentine
October 7, 2014

Franklin, TN 37067

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TENNESSEE REPERTORY THEATRE, INC. STATEMENTS OF FINANCIAL POSITION JUNE 30, 2014 AND 2013

ASSETS

		2014	<u>2013</u>		
Current Assets:					
Cash	\$	20,589	\$	121,719	
Receivables		117,622		117,211	
Prepaid expenses		21,701		30,461	
Total current assets		159,912		269,391	
Property and equipment, net		17,577	-	22,592	
Assets Whose Use Is Limited:					
Cash		51,230		60,500	
Receivables		112,500			
Total assets whose use is limited		163,730		60,500	
Total assets	\$	341,219	\$	352,483	
LIABILITIES AND NET ASSETS	<u> </u>	* *			
•		<u>2014</u>		<u>2013</u>	
Current Liabilities:		·			
Accounts payable and accrued expenses	\$	47,262	\$	60,974	
Deferred ticket sales		89,068		107,115	
Line of credit		75,000			
Total current liabilities	-	211,330		168,089	
Net Assets:					
Unrestricted		(33,841)		123,894	
Temporarily restricted		163,730		60,500	
Total net assets		129,889		184,394	
Total liabilities and net assets	\$	341,219	\$	352,483	

TENNESSEE REPERTORY THEATRE, INC. STATEMENTS OF ACTIVITIES FOR THE YEARS ENDED JUNE 30, 2014 AND 2013

	E-manufacture (1)	2014		2013				
	Unrestricted	Temporarily Restricted	Total	Unrestricted	Temporarily Restricted	Total		
Support and Revenues:	*							
Ticket sales	\$ 392,168	\$ -	\$ 392,168	\$ 499,059	\$ -	\$ 499,059		
Contributions	542,864	163,730	706,594	560,303	60,500	620,803		
Grants	137,000	-	137,000	153,820	-	153,820		
Special events	53,286		53,286	52,035	-	52,035		
Rental and sales income	75,877	-	75,877	106,088	-	106,088		
In-kind donations	3,950	-	3,950	7,400		7,400		
Other income	6,409		6,409	16,604	-	16,604		
Net assets released from restrictions	60,500	(60,500)	-	49,666	(49,666)			
Total support and revenues	1,272,054	103,230	1,375,284	1,444,975	10,834	1,455,809		
Expenses:								
Program services:								
Main stage productions	1,012,309	-	1,012,309	1,122,256	-	1,122,256		
New stages	90,129	-	90,129	59,582	-	59,582		
Professional training and education	95,009		95,009	51,022		51,022		
Total program services	1,197,447		1,197,447	1,232,860		1,232,860		
Supporting services:								
Management and general	126,631	-	126,631	115,380	_	115,380		
Fundraising	105,711	_	105,711	106,264	-	106,264		
	,) :	-		
Total supporting services	232,342		232,342	221,644		221,644		
Total expenses	1,429,789_		1,429,789	1,454,504		1,454,504		
Increase (decrease) in net assets	(157,735)	103,230	(54,505)	(9,529)	10,834	1,305		
Net assets - beginning of year	123,894	60,500	184,394	133,423	49,666	183,089		
Net assets - end of year	\$ (33,841)	\$ 163,730	\$ 129,889	\$ 123,894	\$ 60,500	\$ 184,394		

TENNESSEE REPERTORY THEATRE, INC. STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED JUNE 30, 2014 AND 2013

*	2014	<u> 2013</u>
Cash Flows From Operating Activities:	*	
Increase (decrease) in net assets	\$ (54,505)	\$ 1,305
Adjustments to reconcile increase (decrease) in net assets		
to net cash used in operating activities:		
Depreciation	5,015	4,095
Changes in:		
Receivables	(411)	1,527
Prepaid expenses	8,760	(13,177)
Restricted cash	9,270	(10,834)
Restricted receivables	(112,500)	-
Accounts payable and accrued expenses	(13,712)	(10,654)
Deferred ticket sales	(18,047)	(2,987)
Total adjustments	(121,625)	(32,030)
Net cash used in operating activities	(176,130)	(30,725)
Cash Flows from Investing Activities:		
Purchase of property and equipment	_	(15,367)
Net cash used in investing activities		(15,367)
Cash Flows from Financing Activities:		
Net change in line of credit	75,000	
Net cash provided by financing activities	75,000	_
Net decrease in cash	(101,130)	(46,092)
Cash - beginning of year	121,719	167,811
Cash - end of year	\$ 20,589	\$ 121,719

SUPPLEMENTAL CASH FLOW INFORMATION:

Interest paid during the year ended June 30, 2014, was \$530. Interest paid during the year ended June 30, 2013, was \$214.

NOTE 1 - Summary of Significant Accounting Policies

Nature of Activities

The terms ""we", "us", or "our"" are used throughout these notes to the financial statements to identify the Tennessee Repertory Theatre, Inc., a Tennessee not-for-profit organization. We were established in February 1985. We are the theatre in residence at the Tennessee Performing Arts Center ("TPAC") and are a Professional Actors' Equity Troupe in Middle Tennessee.

Our mission is to serve through creating "Ah-ha!" moments that inspire empathy, prod intellectual and emotional engagement, and expand the creative capacity of audience and artists though the dynamic connection unique to live theatre.

Our vision is to be a strong and vital professional regional theatre that is an indispensable part of our community's creative life, widely embraced and deeply valued as an essential source for illuminating artistic experiences and exciting entertainment, and recognized as a model of sustainability that is home for a thriving community of professional artists and whose name is synonymous with excellence in every aspect

Program and Supporting Services

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

Program Services

Operating expenses include the following:

Main Stage Productions - includes expenses that are directly identifiable with a particular production.

<u>New Stages</u> - includes expenses that are directly identifiable with the Ingram New Works program, which enables us to bring attention to the importance of new play development and establishes us as a leading advocate for new work. This program also includes the staged reading series "REPaloud".

<u>Professional training and education</u> - includes expenses that are directly identifiable with the professional and student internships program, workshops' program, and educational outreach activities.

Supporting Services

<u>Management and general</u> - relates to the overall direction of the organization. These costs 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> - includes costs of activities directed toward appeals for financial support, including special events. Other activities include creation and distribution of fundraising materials.

Basis of Presentation

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

NOTE 1 - Summary of Significant Accounting Policies (Continued)

Accordingly, our net assets and changes therein are classified and reported as follows:

<u>Unrestricted net assets</u> - Net assets not subject to donor-imposed stipulations. 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.

<u>Temporarily restricted net assets</u> - Net assets subject to donor-imposed stipulations which may or will be met, either by our actions and/or the passage of time. Restrictions fulfilled in the same accounting period in which the contributions are received are reported in the Statements of Activities as unrestricted. As of June 30, 2014 and 2013, all of our temporarily restricted net assets were from contributions for next year's operations.

<u>Permanently restricted net assets</u> - Net assets subject to permanent donor-imposed stipulations. Generally, the donors of these assets permit us to use all or part of the income earned and any related investments for general or specific purposes. We had no permanently restricted net assets as of June 30, 2014 and 2013.

Contributions, Support and Revenue

Contributions received are recorded as unrestricted, temporarily restricted, or permanently restricted support, depending on the existence and nature of any donor restrictions. 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 Statements of Activities as net assets released from restrictions.

We receive 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. Grants received in advance of the expenditure are recorded initially as deferred revenue.

We report any gifts of equipment or materials as unrestricted support unless explicit donor restrictions specify how the assets must be used. Expirations of donor restrictions are recognized when the donated or acquired long-lived assets are placed in service.

We lease certain items in our inventory and recognize income as items are leased.

Cash and Cash Equivalents

For purposes of the Statements of Cash Flows, we consider all unrestricted cash and investment instruments purchased with a maturity of three months or less to be cash equivalents. At June 30, 2014 and 2013, we had no cash equivalents

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 values 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, 2014 and 2013 were expected to be received within one year.

NOTE 1 - Summary of Significant Accounting Policies (Continued)

Contributions Receivable

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

Accounts Receivable

Ticket sales are processed by TPAC through the TPAC ticketing system. TPAC remits the tickets sales proceeds to us throughout the year. We also lease our performance props and costumes to other organizations, which is recorded as rental and sales income in the Statements of Activities.

Accounts receivable are reported at gross sales price less any applicable payments of adjustments. We do not charge interest on any past due accounts.

We use the allowance method in accordance with generally accepted accounting principles. In 2014, \$1,000 worth of receivables were deemed uncollectible and have been written off as Bad Debt Expense. As of June 30, 2014 and 2013, accounts receivables are deemed to be fully collectible, and no allowance for bad debts was recorded.

Prepaid Expenses

Prepaid expenses consist of certain marketing and promotional costs pertaining to the following theatre season that are paid for in advance and charged to operating expense in the following fiscal year.

Property and Equipment

Property and equipment are recorded at cost at the date of purchase or estimated fair value at the date of gift to us. Our policy is to capitalize purchases with a cost of \$500 or more and an estimated useful life greater than one year. Depreciation is calculated by the straight-line method over the estimated useful lives of the assets, ranging from three to seven years for computers, furniture and fixtures, and equipment.

Donated Goods, Facilities, and Services

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 us if not donated. Such services are recognized at fair value as support and expense in the period the services are performed.

Members of the Board of Directors have provided substantial assistance to us by donation of time and services. The value of this contribution is not reflected in the financial statements since it is not susceptible to objective measurement or valuation.

Donated Goods, Facilities, and Services

Donated goods, which amounted to \$3,950 in 2014 and \$7,400 in 2013, respectively, are recorded at their estimated fair value at the date of donation, and have been included in the appropriate categories revenue, expenses, and fixed assets.

Accrued Vacation

All full-time staff employees are eligible to accrue vacation time. For the employees who have been with us one to two years, one day per month can be accrued up to a maximum of twelve days. For the employees who have been with us for three to four years, fifteen days can be accrued in total. For the employees who have been with us for five or more years, twenty-one days are available to be accrued. These accrued days are accounted for at the average daily rate per employee, based on a 260-day work calendar.

NOTE 1 - Summary of Significant Accounting Policies (Continued)

Advance Ticket Sales

Ticket sales made prior to the fiscal year to which they apply are reported as advance ticket sales on the Statements of Financial Position. Such revenue is recognized and reported in the Statements of Activities in the year the productions are performed.

Production Expenses

All production expenses, including props and costumes, are expensed in the Statements of Activities in the year the associated productions are performed. Some props and costumes are kept if we believe they can be repurposed for future productions. We lease our old costumes and props to other organizations as well as utilizing them for future performances. Revenue from rental activities is recognized in the period it is earned in the Statements of Activities. When we no longer have space to store them, the props or costumes are disposed or sold in a yard sale. Revenue from such sales is recognized at that time in the Statements of Activities.

Income Tax Status

We qualify as a not-for-profit organization exempt from federal income taxes under section 501(c)(3) of the Internal Revenue Code. Therefore, no provision for federal income taxes is included in the accompanying financial statements.

A tax position is recognized as a benefit only if it is "more likely than not" the tax position would be sustained in a tax examination, with a tax examination being presumed to occur. The amount recognized is the largest amount of tax benefit greater than 50 percent likely of being realized on examination. For tax positions not meeting the "more likely than not" test, no tax benefit is recorded. We recognize interest and penalties related to unrecognized tax benefits in interest and income tax expense, respectively. We have no amounts accrued for interest or penalties as of October 7, 2014. We are no longer subject to examination by U.S. federal and state taxing authorities for fiscal years ending before June 30, 2011.

Fair Value of Financial Instruments

The fair values of current assets and current liabilities approximate the carrying amounts due to the short maturities of these instruments.

Functional Allocation of Expenses

The costs of providing program services and supporting services have been summarized on a functional basis in the Statements of Activities. Accordingly, certain costs have been allocated among the programs and supporting services benefited.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires us to make estimates and assumptions affecting certain reported amounts and disclosures. Actual results could differ from those estimates.

Reclassifications

Certain reclassifications of prior year amounts have been made to conform to the current year presentation.

NOTE 2 - Accounts Receivable

At June 30, we were due the following amounts:

*	2014		2013
Accounts receivable	\$ 10,904	\$	6,546
Advanced ticket sales receivable	89,068		107,115
Grant receivable	15,400		*
Pledge receivable	114,750		3,550
Less: restricted receivables	(112,500)		
	117,622		117,211
Less: allowance for bad debts	 (-)	_	(-)
	\$ 117,622	\$	117,211

NOTE 3 - Property and Equipment

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

	2014		2013
Computers	\$ 42,702	\$	42,702
Furniture and fixtures	2,587		2,587
Equipment	41,838		41,838
Vehicle	6,000		6,000
	93,127		93,127
Less: accumulated depreciation	 (75,550)	_	(70,535)
	\$ 17,577	\$	22,592

Depreciation expense for 2014 and 2013 totaled \$5,015 and \$4,095 respectively.

NOTE 4 - Accounts Payable and Accrued Expenses

At June 30, expenses were accrued for the following:

	2014	2013
Accounts payable	\$ 4,208	\$ 16,139
Credit card payable	5,834	13,629
Accrued employee benefits	 37,220	 31,206
y = 3	\$ 47,262	\$ 60,974

NOTE 5 - Line of Credit

We have 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, 2014 and 2013, was 4.5% and 4.5% respectively. The line of credit matures on December 15, 2014. As of June 30, 2014 and 2013, there was an outstanding balance of \$75,000 and \$0 on the line of credit.

NOTE 6 - Letters of Credit

We maintain two letters of credit with various groups named as the beneficiaries. These letters of credit are secured by our fixed assets. The two letters of credit are maintained at First Tennessee Bank.

<u>Bank</u>	<u>Vendor</u>	Maturity	2	Amount
First Tennessee Bank First Tennessee Bank	Actors' Equity Association Tennessee Performing Arts Center	August 31, 2015 August 31, 2015	\$	21,223 8,288
			\$	29,511

NOTE 7 - Net Assets

Also at June 30, we held assets whose use was temporarily restricted by donors or grantors for:

a contract of the contract of	2014	2013
Future operations	\$ 163,730	\$ 60,500

NOTE 8 - Lease Agreements

We lease our office under an operating lease requiring monthly rental payments through the end of this fiscal year. We also lease certain office equipment. Total rental expense on June 30, 2014 and 2013, under all agreements totaled \$94,487 and \$94,728 respectively.

Future minimum lease payments are as follows:

Vear Ending June 30

Teal Eliuling	Julie 50,	
2015 2016 2017 2018 2019	5 7 3	\$ 90,333 90,333 4,344 3,258
		\$ 188,268

NOTE 9 - Concentrations and Contingencies

We maintain cash balances at financial institutions whose accounts are insured by the Federal Deposit Insurance Corporations ("FDIC") up to statutory limits. As of June 30, 2014 and 2013, all of our depositor accounts were fully insured.

At the years ended June 30, 2014 and 2013, 88% and 91%, respectively, of our total receivables were due to our ticket sales held by TPAC and a 30th Anniversary Matching Grant from Ingram Charitable Fund Advised Fund of the Community Foundation of Middle Tennessee, and are accounted for as a receivable. If this contributor were to be unable to satisfy those receivables, we would experience significant losses, however, management believes this vendor will remain solvent for the foreseeable future.

For the years ended June 30, 2014 and 2013, combined contributions from one source were approximately 49% and 57%, respectively, of total contribution revenues.

NOTE 10 - Retirement Plan

We sponsor a tax-deferred annuity plan ("Plan") under Section 403(b) of the Internal Revenue Code. Full-time employees 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). We may make an annual contribution to the Plan equivalent to 1% of the employee's annual salary; however, there were no such contributions to the Plan for the years ended June 30, 2014 and 2013.

NOTE 11 - Related Party Transactions

During the years ended June 30, 2014 and 2013, we paid \$83,484 and \$83,484, respectively, in rent expense for office spaces leased from a Board member's employer.

NOTE 12 - Donor-Designated Endowment Funds Held in Trust

Certain individuals have established one 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 our financial statements. Income distributed to us from these funds is recognized in the year received. Such distributions totaled approximately \$1,100 and \$1,100 during the years ended June 30, 2014 and 2013, respectively. Total assets held in this fund amount to approximately, \$23,422 and \$24,269 at June 30, 2014 and 2013, respectively.

NOTE 13 - Name Change

In September 2014, we changed our name from Tennessee Repertory Theatre, Inc. to Nashville Repertory Theatre, Inc.

NOTE 14 - Subsequent Events

We have evaluated events subsequent to the years ending June 30, 2014 and 2013, as of October 7, 2014, the date that the financial statements were available to be issued. Other than the following matter, we are not aware of any material subsequent events which would require recognition or disclosure in the accompanying financial statements.

In September 2014, we changed our name, see NOTE 13.



PATTERSON, HARDEE & BALLENTINE, P.C.

Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY INFORMATION

To the Board of Directors Tennessee Repertory Theatre, Inc.

We have audited the financial statements of Tennessee Repertory Theatre, Inc. as of and for the year ended June 30, 2014, and have issued our report thereon dated October 7, 2014, which contained an unmodified opinion on those financial statements. Our audit was performed for the purpose of forming an opinion on the financial statements as a whole.

The statement of functional expenses is presented for the purposes of additional analysis and is not a required part of the financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the financial statements as a whole.

October 7, 2014

isson Harder & Bellentine

TENNESSEE REPERTORY THEATRE, INC. STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED JUNE 30, 2014

	Program Services									Supporting Services				
		ain Stage oductions	Ne	w Stages	Tra	ofessional ining and lucation		al Program Services		Management and General		•		Total unctional expenses
Salaries	\$	266,088	\$	21,911	\$	66,556	\$	354,555	\$	\$ 75,603		64,131	\$	494,289
Wages	•	124,753		8,000		_		132,753	,	_	\$	-		132,753
Hourly wages		24,507		_		_		24,507		_		-		24,507
Payroll taxes		30,140		2,220		4,933		37,293		5,344		4,559		47,196
Fringe benefits		37,780		3,313	5	6,383	_	47,476		11,662		3,198		62,336
Total payroll costs		483,268		35,444		77,872		596,584		92,609		71,888		761,081
Bad debt expense		_		_		-		_		_		1,000		1,000
Bank fees		-		-		_		_		2,356		-		2,356
Communications		3,194		210		2,101		5,505		925		714		7,144
Conferences		2,859		10,753		363		13,975		43		39		14,057
Contract services		34,275		-		120	2	34,395		_		_		34,395
Depreciation		· -		_		_		-		5,015		_		5,015
Dues and subscriptions		799		_		-		799		4,629		-	*	5,428
Equipment rental		2,238		147		1,471		3,856		647		500		5,003
In-kind expense		1,500		-		-		1,500		-		2,450		3,950
Insurance		7,071		465		4,652		12,188		2,047		1,582		15,817
Marketing		92,778		1,240		-		94,018				-		94,018
Meals and entertainment		-		2,634		470		3,104		527		401		4,032
Miscellaneous		994		2,027		13		3,034		5,054		2,638		10,726
Office supplies		390		108		3		501		1,401		398		2,300
Postage and shipping		913		29		-		942		30		709		1,681
Printing		394		540		71		1,005	,	_		605		1,610
Production expenses		291,722		35,998		451		328,171		-	*	55		328,226
Professional services		_		-		-		_		9,000		_		9,000
Rent		73,452		534		5,336		79,322		2,348		1,814		83,484
Special events		_		-		-		-		-		20,918		20,918
Supplies		16,462				2,086		18,548				_		18,548
* * *	\$	1,012,309	\$	90,129	\$	95,009	\$	1,197,447	\$	126,631	\$	105,711	\$	1,429,789