



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



Return of Organization Exempt From Income Tax

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

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

OMB No 1545-0047

2007

Open to Public Inspection

A For the 2007 calendar year, or tax year beginning **SEP 1, 2007** and ending **AUG 31, 2008**

B Check if applicable:

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

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

C Name of organization

UNITED PERFORMING ARTS FUND, INC.

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

929 NORTH WATER STREET

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

MILWAUKEE, WI 53202

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

D Employer identification number

39-6100399

E Telephone number

(414) 273-8723

F Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) **03**

G Website: **WWW.UPAF.ORG**

J Organization type (check only one) ☒ 501(c) (**3**) (insert no) ☐ 4947(a)(1) or ☐ 527

K Check here ☐ if the organization is not a 509(a)(3) supporting organization and its gross receipts are normally not more than \$25,000. A return is not required, but if the organization chooses to file a return, be sure to file a complete return

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)

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12 **10,811,778.**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances

1 Contributions, gifts, grants, and similar amounts received.					
a	Contributions to donor advised funds	1a			
b	Direct public support (not included on line 1a)	1b	10,365,682.		
c	Indirect public support (not included on line 1a)	1c	231,000.		
d	Government contributions (grants) (not included on line 1a)	1d			
e	Total (add lines 1a through 1d) (cash \$ 10,596,682. noncash \$)	1e		10,596,682.	
2	Program service revenue including government fees and contracts (from Part VII, line 93)	2			
3	Membership dues and assessments	3			
4	Interest on savings and temporary cash investments	4		83,422.	
5	Dividends and interest from securities	5			
6a	Gross rents	6a			
b	Less: rental expenses	6b			
c	Net rental income or (loss) Subtract line 6b from line 6a	6c			
7	Other investment income (describe)	7			
8a	Gross amount from sales of assets other than inventory	(A) Securities	110,000.	8a	
b	Less cost or other basis and sales expenses		-124,689.	8b	
c	Gain or (loss) (attach schedule)		234,689.	8c	
d	Net gain or (loss). Combine line 8c, columns (A) and (B)	8d		234,689.	
9	Special events and activities (attach schedule). If any amount is from gaming, check here ☐				
a	Gross revenue (not including \$ 459,064. of contributions reported on line 1b)	9a	21,674.		
b	Less direct expenses other than fundraising expenses	9b	173,996.		
c	Net income or (loss) from special events Subtract line 9b from line 9a	9c		-152,322.	
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 1e, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11	12		10,762,471.	
13	Program services (from line 44, column (B))	13		8,754,486.	
14	Management and general (from line 44, column (C))	14		764,510.	
15	Fundraising (from line 44, column (D))	15		994,632.	
16	Payments to affiliates (attach schedule)	16			
17	Total expenses. Add lines 16 and 44, column (A)	17		10,513,628.	
18	Excess or (deficit) for the year Subtract line 17 from line 12	18		248,843.	
19	Net assets or fund balances at beginning of year (from line 73, column (A))	19		4,539,917.	
20	Other changes in net assets or fund balances (attach explanation)	20		-352,304.	
21	Net assets or fund balances at end of year Combine lines 18, 19, and 20	21		4,436,456.	

0423268770 DEC 16 '10 54483014 Revenue as program as Oregon SCANNED JAN 06 2011

4 G17

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
22a Grants paid from donor advised funds (attach schedule) (cash \$ 0 • noncash \$ 0) If this amount includes foreign grants, check here ☐				
22b Other grants and allocations (attach schedule) (cash \$ 8397996 • noncash \$ 0) If this amount includes foreign grants, check here ☐	8,397,996.	8,397,996.		
23 Specific assistance to individuals (attach schedule)				
24 Benefits paid to or for members (attach schedule)				
25a Compensation of current officers, directors, key employees, etc. listed in Part V-A	220,808.	63,633.	77,913.	79,262.
25b Compensation of former officers, directors, key employees, etc. listed in Part V-B	1,650.	1,650.	0.	0.
25c Compensation and other distributions, not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
26 Salaries and wages of employees not included on lines 25a, b, and c	946,027.	130,317.	323,956.	491,754.
27 Pension plan contributions not included on lines 25a, b, and c				
28 Employee benefits not included on lines 25a-27				
29 Payroll taxes				
30 Professional fundraising fees				
31 Accounting fees	19,325.		19,325.	
32 Legal fees				
33 Supplies	21,462.	1,120.	11,561.	8,781.
34 Telephone	11,869.		11,869.	
35 Postage and shipping	31,160.	1,019.	27,340.	2,801.
36 Occupancy	70,314.		70,314.	
37 Equipment rental and maintenance	7,669.		7,669.	
38 Printing and publications	56,663.	2,822.	14,123.	39,718.
39 Travel				
40 Conferences, conventions, and meetings				
41 Interest				
42 Depreciation, depletion, etc. (attach schedule)	18,105.		18,105.	
43 Other expenses not covered above (itemize):				
a				
b				
c				
d				
e				
f				
g SEE STATEMENT 5	710,580.	155,929.	182,335.	372,316.
44 Total functional expenses. Add lines 22a through 43g (Organizations completing columns (B)-(D), carry these totals to lines 13-15)	10,513,628.	8,754,486.	764,510.	994,632.

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 ☒ No

If "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

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? ► **SEE STATEMENT 7**

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.)

Program Service Expenses
(Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others)

a DISTRIBUTIONS TO MEMBER AND AFFILIATE PERFORMING ARTS ORGANIZATIONS

(Grants and allocations \$ **8,397,996.**) If this amount includes foreign grants, check here ► ☐

8,397,996.

b PERFORMING ARTS COMMUNITY ENRICHMENT

(Grants and allocations \$ **0.**) If this amount includes foreign grants, check here ► ☐

73,936.

c AUDIENCE DEVELOPMENT, MEMBER, AFFILIATE, AND DONOR SUPPORT PROGRAMS

(Grants and allocations \$ **0.**) If this amount includes foreign grants, check here ► ☐

282,554.

e Other program services (attach schedule)

(Grants and allocations \$) If this amount includes foreign grants, check here ► ☐

f Total of Program Service Expenses (should equal line 44, column (B), Program services)

8,754,486.

Form 990 (2007)

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
Assets	45 Cash - non-interest-bearing	1,591,096.	45	2,132,358.
	46 Savings and temporary cash investments	4,113,449.	46	3,713,921.
	47 a Accounts receivable	8,613.		
	b Less: allowance for doubtful accounts		47c	8,613.
	48 a Pledges receivable	3,781,674.		
	b Less: allowance for doubtful accounts	600,000.	48c	3,181,674.
	49 Grants receivable		49	
	50 a Receivables from current and former officers, directors, trustees, and key employees		50a	
	b Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)		50b	
	51 a Other notes and loans receivable			
	b Less: allowance for doubtful accounts		51c	
	52 Inventories for sale or use		52	
	53 Prepaid expenses and deferred charges	13,195.	53	11,948.
	54 a Investments - publicly-traded securities STMT 9 ☐ Cost ☒ FMV	3,217,269.	54a	3,012,158.
	b Investments - other securities ☐ Cost ☐ FMV		54b	
55 a Investments - land, buildings, and equipment: basis				
b Less: accumulated depreciation		55c		
56 Investments - other		56		
57 a Land, buildings, and equipment: basis	235,928.			
b Less: accumulated depreciation STMT 8	158,661.	57c	77,267.	
58 Other assets, including program-related investments (describe)		58		
59 Total assets (must equal line 74). Add lines 45 through 58	11,939,536.	59	12,137,939.	
Liabilities	60 Accounts payable and accrued expenses	7,399,619.	60	7,701,483.
	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	
	65 Other liabilities (describe)		65	
	66 Total liabilities. Add lines 60 through 65	7,399,619.	66	7,701,483.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☒ and complete lines 67 through 69 and lines 73 and 74.			
	67 Unrestricted	2,548,971.	67	2,332,909.
	68 Temporarily restricted	1,890,946.	68	2,003,547.
	69 Permanently restricted	100,000.	69	100,000.
	Organizations that do not follow SFAS 117, check here ☐ and 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 Total net assets or fund balances. Add lines 67 through 69 or lines 70 through 72. (Column (A) must equal line 19 and column (B) must equal line 21)	4,539,917.	73	4,436,456.
	74 Total liabilities and net assets/fund balances. Add lines 66 and 73	11,939,536.	74	12,137,939.

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

a	Total revenue, gains, and other support per audited financial statements		a	11,184,010.
b	Amounts included on line a but not on Part I, line 12:			
1	Net unrealized gains on investments	b1	-352,304.	
2	Donated services and use of facilities	b2	599,847.	
3	Recoveries of prior year grants	b3		
4	Other (specify): SPECIAL EVENTS EXPENSE	b4	173,996.	
	Add lines b1 through b4			b 421,539.
c	Subtract line b from line a			c 10,762,471.
d	Amounts included on Part I, line 12, but not on line a:			
1	Investment expenses not included on Part I, line 6b	d1		
2	Other (specify):	d2		
	Add lines d1 and d2			d 0.
e	Total revenue (Part I, line 12). Add lines c and d			e 10,762,471.

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

a Total expenses and losses per audited financial statements		a	11,287,471.
b Amounts included on line a but not on Part I, line 17:			
1 Donated services and use of facilities	b1	599,847.	
2 Prior year adjustments reported on Part I, line 20	b2		
3 Losses reported on Part I, line 20	b3		
4 Other (specify): <u>SPECIAL EVENTS EXPENSE</u>	b4	173,996.	
Add lines b1 through b4			b 773,843.
c Subtract line b from line a			c 10,513,628.
d Amounts included on Part I, line 17, but not on line a:			
1 Investment expenses not included on Part I, line 6b	d1		
2 Other (specify):	d2		
Add lines d1 and d2			d 0.
e Total expenses (Part I, line 17). Add lines c and d			e 10,513,628.

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.)

[illegible]

Part VI Other Information (continued)

		Yes	No
82 a	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?	82a	X
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.)	82b	599,847.
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X
b	Did the organization comply with the disclosure requirements relating to <i>quid pro quo</i> contributions?	83b	X
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b	N/A
85 a	501(c)(4), (5), or (6). Were substantially all dues nondeductible by members?	85a	N/A
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	85b	N/A
If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.			
c	Dues, assessments, and similar amounts from members	85c	N/A
d	Section 162(e) lobbying and political expenditures	85d	N/A
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	N/A
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	N/A
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g	N/A
h	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?	85h	N/A
86	501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on line 12	86a	N/A
b	Gross receipts, included on line 12, for public use of club facilities	86b	N/A
87	501(c)(12) organizations. Enter: a Gross income from members or shareholders	87a	N/A
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b	N/A
88 a	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?	88a	X
b	At any time during the year, did the organization, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Part XI	88b	X
89 a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 ▶ 0.; section 4912 ▶ 0.; section 4955 ▶ 0.		
b	501(c)(3) and 501(c)(4) organizations. 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	89b	X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0.		
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization ▶ 0.		
e	All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction?	89e	X
f	All organizations. Did the organization acquire a direct or indirect interest in any applicable insurance contract?	89f	X
g	For supporting organizations and sponsoring organizations maintaining donor advised funds. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	89g	X
90 a	List the states with which a copy of this return is filed ▶ WI	90b	24
b	Number of employees employed in the pay period that includes March 12, 2007		
91 a	The books are in care of ▶ JEFFREY KLOTZ Telephone no ▶ (414) 273-8723		
	Located at ▶ 929 N. WATER STREET, MILWAUKEE, WI ZIP + 4 ▶ 53202		
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 ▶ N/A	91b	X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			

Part VI Other Information (continued)

Yes No

c At any time during the calendar year, did the organization maintain an office outside of the United States?

91c ☐ ☒ XIf "Yes," enter the name of the foreign country **N/A**92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here ☐

and enter the amount of tax-exempt interest received or accrued during the tax year

92

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					
b					
c					
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	83,422.	
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					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory			18	234,689.	
101 Net income or (loss) from special events			02	-152,322.	
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))		0.		165,789.	0.
105 Total (add line 104, columns (B), (D), and (E))					165,789.

Note: Line 105 plus line 1e, 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).
▼	N/A

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).

Part XI

Information Regarding Transfers To and From Controlled Entities. Complete only if the organization is a controlling organization as defined in section 512(b)(13). N/A

106 Did the reporting organization make any transfers to a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

Yes	No
-----	----

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	----- -----			
b	----- -----			
c	----- -----			
Totals				

107 Did the reporting organization receive any transfers from a controlled entity as defined in section 512(b)(13) of the Code? If "Yes," complete the schedule below for each controlled entity.

Yes	No
-----	----

	(A) Name, address, of each controlled entity	(B) Employer Identification Number	(C) Description of transfer	(D) Amount of transfer
a	----- -----			
b	----- -----			
c	----- -----			
Totals				

108 Did the organization have a binding written contract in effect on August 17, 2006, covering the interest, rents, royalties, and annuities described in question 107 above?

Yes	No
-----	----

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.

Please Sign Here

Signature of officer: Renee Dudley Date: 1/4/23/09

Type or print name and title: RENEE DUDLEY VICE PRESIDENT OF FINANCE & ADMIN

Paid Preparer's Use Only

Preparer's signature: Jim L. Mame, CPA Date: 04/17/09 Check if self-employed: ☐ Preparer's SSN or PTIN (See Gen. Inst. X): P00187863

Firm's name (or yours if self-employed), address, and ZIP + 4: VIRCHOW, KRAUSE & COMPANY, LLP
115 S. 84TH ST., SUITE 400
MILWAUKEE, WI 53214

EIN: 39-0859910 Phone no: (414) 777-5500

Form 990 (2007)

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(e), 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

2007

Name of the organization

UNITED PERFORMING ARTS FUND, INC.

Employer identification number

39 6100399

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
CARL KOMASSA 929 N. WATER STREET, MILWAUKEE, WI 53202	SENIOR CAMPAIGN DIR 40.00	58,995.	13,569.	
KATHERINE PESCHEL 929 N. WATER STREET, MILWAUKEE, WI 53202	SENIOR CAMPAIGN DIR 40.00	50,462.	11,606.	
JEFFREY KLOTZ 929 N. WATER STREET, MILWAUKEE, WI 53202	DIRECTOR OF FINANCE 40.00	54,431.	12,519.	
LINDA EDELSTEIN 929 N. WATER STREET, MILWAUKEE, WI 53202	VP OF MARKETING 40.00	68,346.	15,720.	

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
TAYLAR DEVELOPMENT 735 N. WATER STREET, MILWAUKEE, WI 53202	TELEFUNDING SERVICES	246,482.

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 ► \$ _____ \$ _____ (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.	1	X
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?	2a	X
b Lending of money or other extension of credit?	2b	X
c Furnishing of goods, services, or facilities? SEE STATEMENT 11	2c	X
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? SEE PART V-A, FORM 990	2d	X
e Transfer of any part of its income or assets? SEE STATEMENT 12	2e	X
3 a Did the organization make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how the organization determines that recipients qualify to receive payments.)	3a	X
b Did the organization have a section 403(b) annuity plan for its employees?	3b	X
c Did the organization receive or hold an easement for conservation purposes, including easements to preserve open space, the environment, historic land areas or historic structures? If "Yes," attach a detailed statement	3c	X
d Did the organization provide credit counseling, debt management, credit repair, or debt negotiation services?	3d	X
4 a Did the organization maintain any donor advised funds? If "Yes," complete lines 4b through 4g. If "No," complete lines 4f and 4g	4a	X
b Did the organization make any taxable distributions under section 4966? N/A	4b	
c Did the organization make a distribution to a donor, donor advisor, or related person? N/A	4c	
d Enter the total number of donor advised funds owned at the end of the tax year ►	N/A	
e Enter the aggregate value of assets held in all donor advised funds owned at the end of the tax year ►	N/A	
f Enter the total number of separate funds or accounts owned at the end of the year (excluding donor advised funds included on line 4d) where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts ►	0.	
g Enter the aggregate value of assets in all funds or accounts included on line 4f at the end of the tax year ►	0.	

Part IV Reason for Non-Private Foundation Status (See pages 4 through 8 of the instructions.)I certify that 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 otherwise meets the requirements of section 509(a)(3). Check the box that describes the type of supporting organization:
☐ Type I ☐ Type II ☐ Type III-Functionally Integrated ☐ Type III-Other

Provide the following information about the supported organizations. (See page 8 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Employer identification number (EIN)	(c) Type of organization (described in lines 5 through 12 above or IRC section)	(d) Is the supported organization listed in the supporting organization's governing documents?		(e) Amount of support
			Yes	No	
Total					

- 14 ☐ An organization organized and operated to test for public safety. Section 509(a)(4). (See page 8 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) 2006	(b) 2005	(c) 2004	(d) 2003	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	10,557,291.	10,600,294.	11,081,113.	9,625,901.	41,864,599.
16 Membership fees received					
17 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	32,656.	56,705.	52,800.	456,535.	598,696.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, income from similar sources, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	273,507.	154,111.	27,157.	18,791.	473,566.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 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					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets			SEE STATEMENT 13 17,785.		17,785.
23 Total of lines 15 through 22	10,863,454.	10,811,110.	11,178,855.	10,101,227.	42,954,646.
24 Line 23 minus line 17	10,830,798.	10,754,405.	11,126,055.	9,644,692.	42,355,950.
25 Enter 1% of line 23	108,635.	108,111.	111,789.	101,012.	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24					847,119.
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 2003 through 2006 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					0.
c Total support for section 509(a)(1) test. Enter line 24, column (e)					42,355,950.
d Add: Amounts from column (e) for lines 18 <u>473,566.</u> 19 _____ 22 <u>17,785.</u> 26b _____					491,351.
e Public support (line 26c minus line 26d total)					41,864,599.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					98.8399%
27 Organizations described on line 12: 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				
(2006) (2005) (2004) (2003)					
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				
(2006) (2005) (2004) (2003)					
c Add: Amounts from column (e) for lines 15 _____ 16 _____ 17 _____ 20 _____ 21 _____					N/A
d Add: Line 27a total _____ and line 27b total _____					N/A
e Public support (line 27c total minus line 27d total)					N/A
f Total support for section 509(a)(2) test. Enter amount on line 23, column (e)			27f	N/A	
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					N/A %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					N/A %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2003 through 2006, 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 9 of the instructions.)

N/A

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

	Yes	No
29 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?	29	
30 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?	30	
31 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?	31	
If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement)		
32 Does the organization maintain the following:		
a Records indicating the racial composition of the student body, faculty, and administrative staff?	32a	
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b	
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c	
d Copies of all material used by the organization or on its behalf to solicit contributions?	32d	
If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement)		
33 Does the organization discriminate by race in any way with respect to:		
a Students' rights or privileges?	33a	
b Admissions policies?	33b	
c Employment of faculty or administrative staff?	33c	
d Scholarships or other financial assistance?	33d	
e Educational policies?	33e	
f Use of facilities?	33f	
g Athletic programs?	33g	
h Other extracurricular activities?	33h	
If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement.)		
34 a Does the organization receive any financial aid or assistance from a governmental agency?	34a	
b Has the organization's right to such aid ever been revoked or suspended?	34b	
If you answered "Yes" to either 34a or b, please explain using an attached statement.		
35 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	35	

Schedule A (Form 990 or 990-EZ) 2007

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 11 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		(a) Affiliated group totals	(b) To be completed for all electing organizations
(The term "expenditures" means amounts paid or incurred.)			
		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	
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 13 of the instructions.)

Calendar year (or fiscal year beginning in)	Lobbying Expenditures During 4-Year Averaging Period				N/A
	(a) 2007	(b) 2006	(c) 2005	(d) 2004	(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 14 of the instructions.)

N/A

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			
b Paid staff or management (Include compensation in expenses reported on lines c through h.)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
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

2007 DEPRECIATION AND AMORTIZATION REPORT

FORM 990 PAGE 2

990

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	FURNITURE AND FIXTURES	VARIOUS	SL	5.00	HY16		189,873.				189,873.	122,806.		7,754.	130,560.
2	CAPITAL COMPUTER SOFTWARE	VARIOUS	SL	5.00	HY16		12,420.				12,420.	5,970.		2,340.	8,310.
3	COMPUTER EQUIPMENT	VARIOUS	SL	3.00	HY16		23,256.				23,256.	10,833.		5,935.	16,768.
14	LEASEHOLD IMPROVEMENTS	VARIOUS	SL	5.00	HY16		10,379.				10,379.	947.		2,076.	3,023.
* TOTAL 990 PAGE 2 DEPR							235,928.				235,928.	140,556.		18,105.	158,661.

FOOTNOTES

STATEMENT 1

FORM 990 RELATED PARTIES QUESTION 75B STATEMENT A

UNITED PERFORMING ARTS FUND INC'S BOARD OF DIRECTORS CONSIST OF ONE INDIVIDUAL FROM EACH OF THE MEMBER ORGANIZATIONS THAT UPAF PROVIDES ALLOCATION FUNDING TO ANNUALLY. ALL MEMBERSHIP ORGANIZATIONS ARE CONSIDERED RELATED PARTIES DUE TO THIS RELATIONSHIP.

FORM 990 DIRECT PUBLIC SUPPORT LINE 1B STATEMENT B

DIRECT PUBLIC SUPPORT IS REPORTED NET OF UNCOLLECTABLE PLEDGES OF \$259,119.

FORM 990 GAIN (LOSS) FROM PUBLICLY TRADED SECURITIES STATEMENT 2

DESCRIPTION	GROSS SALES PRICE	COST OR OTHER BASIS	EXPENSE OF SALE	NET GAIN OR (LOSS)
VARIOUS INVESTMENTS	110,000.	-124,689.	0.	234,689.
TO FORM 990, PART I, LINE 8	110,000.	-124,689.	0.	234,689.

FORM 990

SPECIAL EVENTS AND ACTIVITIES

STATEMENT 3

DESCRIPTION OF EVENT	GROSS RECEIPTS	CONTRIBUT. INCLUDED	GROSS REVENUE	DIRECT EXPENSES	NET INCOME OR (LOSS)
INCOME FROM SPECIAL EVENT	480,738.	459,064.	21,674.	173,996.	-152,322.
TO FM 990, PART I, LINE 9	480,738.	459,064.	21,674.	173,996.	-152,322.

FORM 990	OTHER CHANGES IN NET ASSETS OR FUND BALANCES	STATEMENT	4
----------	--	-----------	---

DESCRIPTIONAMOUNT

UNREALIZED GAIN/LOSS ON SECURITIES

-352,304.

TOTAL TO FORM 990, PART I, LINE 20

-352,304.

FORM 990	OTHER EXPENSES			STATEMENT 5
DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING
DIRECT PROGRAM EXPENSES	108,883.	108,883.		
OTHER PROFESSIONAL SERVICES	59,548.		38,374.	21,174.
COMPUTER AND DATA PROCESSING EXPENSES	28,758.		28,758.	
TELEFUNDING	262,737.	500.		262,237.
PUBLICITY, PUBLIC RELATIONS & ADVERTISING	105,252.	20,240.	19,746.	65,266.
FEEES AND PERMITS	65.		40.	25.
FOOD AND BEVERAGE DUES, MEMBERSHIPS, AND CONFERENCES	22,823.	17.	16,742.	6,064.
BANK AND CREDIT CARD FEES	23,079.		17,134.	5,945.
MISCELLANEOUS	47,947.		47,947.	
EVENTS AND DONOR BENEFITS	280.		280.	
INSURANCE	37,894.	26,289.	13,314.	11,605.
TOTAL TO FM 990, LN 43	13,314.			
	710,580.	155,929.	182,335.	372,316.

FORM 990	CASH GRANTS AND ALLOCATIONS TO OTHERS	STATEMENT 6
----------	--	-------------

CLASS OF ACTIVITY/DONEE'S NAME AND ADDRESS	AMOUNT
ALLOCATION BEL CANTO CHORUS MILWAUKEE, WI	64,265.
ALLOCATION DANCEWORKS MILWAUKEE, WI	95,021.
ALLOCATION FIRST STAGE CHILDREN'S THEATER MILWAUKEE, WI	485,428.
ALLOCATION FLORENTINE OPERA COMPANY MILWAUKEE, WI	772,322.
ALLOCATION KO-THI DANCE COMPANY MILWAUKEE, WI	85,629.
ALLOCATION MILWAUKEE BALLET MILWAUKEE, WI	829,589.
ALLOCATION MILWAUKEE CHAMBER THEATRE MILWAUKEE, WI	124,837.
ALLOCATION MILWAUKEE PUBLIC THEATRE MILWAUKEE, WI	78,852.
ALLOCATION MILWAUKEE REPERTORY THEATER MILWAUKEE, WI	1,284,387.

UNITED PERFORMING ARTS FUND, INC.

39-6100399

ALLOCATION

3,061,004.

MILWAUKEE SYMPHONY ORCHESTRA
MILWAUKEE, WI

ALLOCATION

320,850.

MILWAUKEE YOUTH SYMPHONY ORCHESTRA
MILWAUKEE, WI

ALLOCATION

136,019.

NEXT ACT THEATRE
MILWAUKEE, WI

ALLOCATION

111,989.

PRESENT MUSIC
MILWAUKEE, WI

ALLOCATION

64,407.

RENAISSANCE THEATERWORKS
MILWAUKEE, WI

ALLOCATION

630,228.

SKYLIGHT OPERA THEATRE
MILWAUKEE, WI

GRANTS

13,000.

WILD SPACE DANCE COMPANY
MILWAUKEE, WI

GRANTS

13,752.

BOULEVARD ENSEMBLE STUDIO THEATRE
MILWAUKEE, WI

GRANTS

5,500.

FRANKLY MUSIC
MILWAUKEE, WI

GRANTS

19,400.

FESTIVAL CITY SYMPHONY
MILWAUKEE, WI

GRANTS IN TANDEM THEATRE, INC. MILWAUKEE, WI	30,580.
ALLOCATION MILWAUKEE CHILDREN'S CHOIR MILWAUKEE, WI	18,322.
GRANTS MILWAUKEE CHORAL ARTISTS MILWAUKEE, WI	7,391.
GRANTS MILWAUKEE OPERA THEATRE MILWAUKEE, WI	2,891.
GRANTS MILWAUKEE SHAKESPEARE MILWAUKEE, WI	13,200.
GRANTS MODJESKA THEATRE COMPANY MILWAUKEE, WI	11,380.
GRANTS RACINE SYMPHONY ORCHESTRA, INC. MILWAUKEE, WI	5,455.
GRANTS WINDFALL THEATRE MILWAUKEE, WI	5,144.
GRANTS KENOSHA SYMPHONY ASSOCIATION MILWAUKEE, WI	2,000.
GRANTS KETTLE MORaine SYMPHONY MILWAUKEE, WI	2,004.

UNITED PERFORMING ARTS FUND, INC.

39-6100399

GRANTS PIANOARTS OF WISCONSIN MILWAUKEE, WI	2,868.
GRANTS WAUKESHA SYMPHONY ORCHESTRA MILWAUKEE, WI	14,800.
ALLOCATION AFRICAN AMERICAN CHILDREN'S THEATRE MILWAUKEE, WI	4,500.
ALLOCATION LATINO ARTS, INC. MILWAUKEE, WI	11,486.
GRANTS DANCECIRCUS MILWAUKEE, WI	2,000.
GRANTS MILWAUKEE CHAMBER ORCHESTRA MILWAUKEE, WI	2,000.
GRANTS MUSICAL OFFERING LTD MILWAUKEE, WI	2,000.
GRANTS THEATRE GIGANTE MILWAUKEE, WI	3,000.
GRANTS MEMBER BOD GIVING INCENTIVE MILWAUKEE, WI	57,496.
GRANTS ARTIST SOCIETY DESIGNATED GIFT - BALLET MILWAUKEE, WI	3,000.

TOTAL INCLUDED ON FORM 990, PART II, LINE 22B

8,397,996.

FORM 990 · STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE STATEMENT 7
PART III

EXPLANATION

THE UNITED PERFORMING ARTS FUND, INC. MISSION IS TO ADVANCE THE EXCELLENCE AND SUSTAINABILITY OF THE PERFORMING ARTS IN METRO MILWAUKEE THROUGH COMMUNITY FUNDRAISING, ADVOCACY, COLLABORATION, SUPPORT SERVICES, AND THE RESPONSIBLE INVESTMENT AND ALLOCATION OF RESOURCES.

FORM 990	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	8
----------	--	-----------	---

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE AND FIXTURES	189,873.	130,560.	59,313.
CAPITAL COMPUTER SOFTWARE	12,420.	8,310.	4,110.
COMPUTER EQUIPMENT	23,256.	16,768.	6,488.
LEASEHOLD IMPROVEMENTS	10,379.	3,023.	7,356.
TOTAL TO FORM 990, PART IV, LN 57	235,928.	158,661.	77,267.

FORM 990	NON-GOVERNMENT SECURITIES	STATEMENT	9
----------	---------------------------	-----------	---

SECURITY DESCRIPTION	COST/FMV	CORPORATE STOCKS	CORPORATE BONDS	OTHER PUBLICLY TRADED SECURITIES	TOTAL NON-GOV'T SECURITIES
GREATER MILWAUKEE FOUNDATION ENDOWMENT FUND	FMV			929,393.	929,393.
MUTUAL FUNDS	FMV			2,082,765.	2,082,765.
TO FORM 990, LINE 54A, COL B				3,012,158.	3,012,158.

FORM 990 PART V-A - LIST OF CURRENT OFFICERS, DIRECTORS, STATEMENT 10
TRUSTEES AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
THOMAS ELLIS 929 N. WATER STREET MILWAUKEE, WI 53202	BOARD CHAIR 1.00	0.	0.	0.
GLEN HACKMANN 929 N. WATER STREET MILWAUKEE, WI 53202	PAST CHAIRPERSON 1.00	0.	0.	0.
JOE PICKART 929 N. WATER STREET MILWAUKEE, WI 53202	SECRETARY 1.00	0.	0.	0.
JANE BELL 929 N. WATER STREET MILWAUKEE, WI 53202	AT-LARGE MEMBER 1.00	0.	0.	0.
TINA CHANG 929 N. WATER STREET MILWAUKEE, WI 53202	AT-LARGE MEMBER 1.00	0.	0.	0.
CHRIS CRAWLEY 929 N. WATER STREET MILWAUKEE, WI 53202	AT-LARGE MEMBER 1.00	0.	0.	0.
WILLIAM WERNER 929 N. WATER STREET MILWAUKEE, WI 53202	TREASURER 1.00	0.	0.	0.
SUSAN FRAUTSCHI 929 N. WATER STREET MILWAUKEE, WI 53202	AT-LARGE MEMBER 1.00	0.	0.	0.
MARY JANE HALL 929 N. WATER STREET MILWAUKEE, WI 53202	AT-LARGE MEMBER 1.00	0.	0.	0.
JOHN EMORY, JR. 929 N. WATER STREET MILWAUKEE, WI 53202	AT-LARGE MEMBER 1.00	0.	0.	0.
PAUL MATHEWS 929 N. WATER STREET MILWAUKEE, WI 53202	AT-LARGE MEMBER 1.00	0.	0.	0.

UNITED PERFORMING ARTS FUND, INC.

39-6100399

MIKE JONES 929 N. WATER STREET MILWAUKEE, WI 53202	AT-LARGE MEMBER 1.00	0.	0.	0.
JUNE GARLAND 929 N. WATER STREET MILWAUKEE, WI 53202	AT-LARGE MEMBER 1.00	0.	0.	0.
GERARD RANDALL 929 N. WATER STREET MILWAUKEE, WI 53202	AT-LARGE MEMBER 1.00	0.	0.	0.
GREG SCHNEIDER 929 N. WATER STREET MILWAUKEE, WI 53202	AT-LARGE MEMBER 1.00	0.	0.	0.
MARY ELLEN STANEK 929 N. WATER STREET MILWAUKEE, WI 53202	AT-LARGE MEMBER 1.00	0.	0.	0.
THOMAS TUTTLE 929 N. WATER STREET MILWAUKEE, WI 53202	AT-LARGE MEMBER 1.00	0.	0.	0.
GREGORY DORF 929 N. WATER STREET MILWAUKEE, WI 53202	AT-LARGE MEMBER 1.00	0.	0.	0.
ALEXANDER FRASER 929 N. WATER STREET MILWAUKEE, WI 53202	CHAIRPERSON ELECT 1.00	0.	0.	0.
TIMOTHY FRAUTSCHI 929 N. WATER STREET MILWAUKEE, WI 53202	AT-LARGE MEMBER 1.00	0.	0.	0.
SUSAN KREH 929 N. WATER STREET MILWAUKEE, WI 53202	AT-LARGE MEMBER 1.00	0.	0.	0.
CAROL KRACHT 929 N. WATER STREET MILWAUKEE, WI 53202	AT-LARGE MEMBER 1.00	0.	0.	0.
STEVE RICHMAN 929 N. WATER STREET MILWAUKEE, WI 53202	AT-LARGE MEMBER 1.00	0.	0.	0.
JENNIFER MATTES 929 N. WATER STREET MILWAUKEE, WI 53202	AT-LARGE MEMBER 1.00	0.	0.	0.

UNITED PERFORMING ARTS FUND, INC.

39-6100399

PAT NOBLE 929 N. WATER STREET MILWAUKEE, WI 53202	AT-LARGE MEMBER 1.00	0.	0.	0.
LINDA PELEJ 929 N. WATER STREET MILWAUKEE, WI 53202	AT-LARGE MEMBER 1.00	0.	0.	0.
JULIE TOLAN 929 N. WATER STREET MILWAUKEE, WI 53202	AT-LARGE MEMBER 1.00	0.	0.	0.
CARLENE ZIEGLER 929 N. WATER STREET MILWAUKEE, WI 53202	AT-LARGE MEMBER 1.00	0.	0.	0.
EDWARD ZORE 929 N. WATER STREET MILWAUKEE, WI 53202	AT-LARGE MEMBER 1.00	0.	0.	0.
MARY LEAHY 929 N. WATER STREET MILWAUKEE, WI 53202	MEMBER DIRECTORS 1.00	0.	0.	0.
JACQUELINE HERD-BARBER 929 N. WATER STREET MILWAUKEE, WI 53202	MEMBER DIRECTORS 1.00	0.	0.	0.
CHRISTOPHER ABELE 929 N. WATER STREET MILWAUKEE, WI 53202	MEMBER DIRECTORS 1.00	0.	0.	0.
HOWARD MILLER 929 N. WATER STREET MILWAUKEE, WI 53202	MEMBER DIRECTORS 1.00	0.	0.	0.
KRISTIN SEVERSON 929 N. WATER STREET MILWAUKEE, WI 53202	MEMBER DIRECTORS 1.00	0.	0.	0.
SALLY HOYT 929 N. WATER STREET MILWAUKEE, WI 53202	MEMBER DIRECTORS 1.00	0.	0.	0.
PATRICIA CRUMP 929 N. WATER STREET MILWAUKEE, WI 53202	MEMBER DIRECTORS 1.00	0.	0.	0.
JILL HAAS 929 N. WATER STREET MILWAUKEE, WI 53202	MEMBER DIRECTORS 1.00	0.	0.	0.

UNITED PERFORMING ARTS FUND, INC.

39-6100399

JAN WADE 929 N. WATER STREET MILWAUKEE, WI 53202	AT-LARGE MEMBER 1.00	0.	0.	0.
MARK ERNST 929 N. WATER STREET MILWAUKEE, WI 53202	MEMBER DIRECTORS 1.00	0.	0.	0.
CATHERINE GORDON 929 N. WATER STREET MILWAUKEE, WI 53202	MEMBER DIRECTORS 1.00	0.	0.	0.
WAYNE LUEDERS 929 N. WATER STREET MILWAUKEE, WI 53202	MEMBER DIRECTORS 1.00	0.	0.	0.
KATHY NUSSLOCK 929 N. WATER STREET MILWAUKEE, WI 53202	MEMBER DIRECTORS 1.00	0.	0.	0.
KENT TESS-MATTNER 929 N. WATER STREET MILWAUKEE, WI 53202	MEMBER DIRECTORS 1.00	0.	0.	0.
CRISTINA GARCIA-THOMAS 929 N. WATER STREET MILWAUKEE, WI 53202	PRESIDENT 40.00	129,808.	29,856.	0.
RENEE DUDLEY 929 N. WATER STREET MILWAUKEE, WI 53202	VICE PRESIDENT OF FINANCE 40.00	91,000.	20,930.	0.
JON VAN DRISSE 929 N. WATER STREET MILWAUKEE, WI 53202	AT-LARGE MEMBER 1.00	0.	0.	0.
ANNE ZIZZO 929 N. WATER STREET MILWAUKEE, WI 53202	AT-LARGE MEMBER 1.00	0.	0.	0.
VERONA MORGAN 929 N. WATER STREET MILWAUKEE, WI 53202	MEMBER DIRECTORS 1.00	0.	0.	0.
TOTALS INCLUDED ON FORM 990, PART V-A		220,808.	50,786.	0.

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

UNITED PERFORMING ARTS FUND, INC. MAY OCCASIONALLY PROVIDE DONOR
INFORMATION TO ITS MEMBER ORGANIZATIONS IN ACCORDANCE WITH ITS PRIVACY
POLICY.

SCHEDULE A	EXPLANATION OF TRANSACTIONS	STATEMENT	12
	PART III, LINE 2E		

UNITED PERFORMING ARTS FUND, INC. MAKES DISTRIBUTIONS OF ITS INCOME
AND ASSETS TO MEMBER AND AFFILIATE ORGANIZATIONS.

SCHEDULE A	OTHER INCOME			STATEMENT 13
DESCRIPTION	2006 AMOUNT	2005 AMOUNT	2004 AMOUNT	2003 AMOUNT
OTHER	0.	0.	17,785.	0.
TOTAL TO SCHEDULE A, LINE 22	0.	0.	17,785.	0.

Form **8868**

(Rev. April 2008)

Department of the Treasury
Internal Revenue Service**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 ☒ **X**
- 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).A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.***Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print	Name of Exempt Organization	Employer identification number
	UNITED PERFORMING ARTS FUND, INC.	39-6100399
	Number, street, and room or suite no. If a P.O. box, see instructions. 929 NORTH WATER STREET	
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. MILWAUKEE, WI 53202	

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

- | | | |
|--|---|------------------------------------|
| ☒ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☐ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

- The books are in the care of ► **JEFFREY KLOTZ**

Telephone No. ► (414) 270-4489

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.

- I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **APRIL 15, 2009**, 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 **SEP 1, 2007**, and ending **AUG 31, 2008**

- 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.	3a	\$
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.	3b	\$
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.	3c	\$ 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. 4-2008)

Filed via Certified Mail**7006-2150-0001-3439-4588**

43145

Updated TM-

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II		Additional (Not Automatic) 3-Month Extension of Time. You must file original and one copy.	
Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization	Employer identification number	
	UNITED PERFORMING ARTS FUND, INC.	39-6100399	
	Number, street, and room or suite no. If a P.O. box, see instructions. 929 NORTH WATER STREET	For IRS use only	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MILWAUKEE, WI 53202		

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

☒ Form 990
 ☐ Form 990-EZ
 ☐ Form 990-T (sec. 401(a) or 408(a) trust)
 ☐ Form 1041-A
 ☐ Form 5227
 ☐ Form 8870
☐ Form 990-BL
☐ Form 990-PF
☐ Form 990-T (trust other than above)
☐ Form 4720
☐ Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **JEFFREY KLOTZ**
 Telephone No. **(414) 273-8723** 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 is for.

- 4 I request an additional 3-month extension of time until **JULY 15, 2009**.
- 5 For calendar year _____, or other tax year beginning **SEP 1, 2007**, and ending **AUG 31, 2008**.
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension
AN ADDITIONAL AMOUNT OF TIME IS REQUIRED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	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.	8a	\$
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$
c	Balance Due. Subtract line 8b from line 8a. 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.	8c	\$ N/A

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Jeffrey Klotz** Title **CPA** Date **4/15/09**

Form 8868 (Rev 4-2008)

Filed via Certified Mail

70080500000148612192