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## Return of Organization Exempt From Income Tax

2009

Department of the Treasury  
Internal Revenue ServiceUnder 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

Open to Public Inspection

For the 2009 calendar year, or tax year beginning 7/01, 2009, and ending 6/30, 2010

<b>B</b> Check if applicable		<b>C</b>		<b>D</b> Employer Identification Number
<input type="checkbox"/> Address change	<b>Please use IRS label or print or type. See specific instructions.</b>	TOWER THEATRE FOUNDATION, INC.		91-1829147
<input checked="" type="checkbox"/> Name change		PO BOX 1378		<b>E</b> Telephone number
<input type="checkbox"/> Initial return		BEND, OR 97709		(541) 317-0700
<input type="checkbox"/> Termination				<b>G</b> Gross receipts \$ 963,231.
<input type="checkbox"/> Amended return				
<input type="checkbox"/> Application pending		<b>F</b> Name and address of principal officer SAME AS C ABOVE		<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
				<b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If 'No,' attach a list (see instructions)
				<b>H(c)</b> Group exemption number ►
<b>I</b> Tax-exempt status <input checked="" type="checkbox"/> 501(c) (3) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527				
<b>J</b> Website: ► WWW.TOWERTHEATRE.ORG				
<b>K</b> Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ►				<b>L</b> Year of Formation 1997 <b>M</b> State of legal domicile OR

**Part I** Summary

<b>Activities &amp; Governance</b>	1 Briefly describe the organization's mission or most significant activities. <u>THE TOWER THEATRE FOUNDATION OWNS AND OPERATES A MULTI-USE CENTER FOR A VARIETY OF ACTIVITIES INCLUDING INSTRUMENTAL MUSIC, OPERA, THEATRE, DANCE, POETRY, LECTURES, CHILDREN'S GROUPS AND SYMPOSIUMS.</u>		
	2 Check this box ► <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets		
<b>Revenue</b>	3 Number of voting members of the governing body (Part VI, line 1a)	3	13
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	13
<b>Expenses</b>	5 Total number of employees (Part V, line 2a)	5	10
	6 Total number of volunteers (estimate if necessary)	6	140
<b>Net Assets/Fund Balances</b>	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0.
	b Net unrelated business taxable income from Form 990-T, line 5d	7b	0.
		<b>Prior Year</b>	<b>Current Year</b>
8 Contributions and grants (Part VIII, line 1h)		197,716.	443,456.
9 Program service revenue (Part VIII, line 2g)		630,484.	517,891.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		3,679.	1,884.
11 Other revenue (Part VIII, column (A), lines 5, 6, 8, 9a, 10c and 11e)			
12 Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)		831,879.	963,231.
		<b>Beginning of Year</b>	<b>End of Year</b>
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		3,139,106.	3,253,944.
14 Benefits paid to or for members (Part IX, column (A), line 4)		343,109.	346,433.
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)			
16a Professional fundraising fees (Part IX, column (A), line 11e)			
b Total fundraising expenses (Part IX, column (D), line 25) ► 102,062.			
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)		808,162.	504,946.
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)		1,078,172.	851,717.
19 Revenue less expenses. Subtract line 18 from line 12		-246,293.	111,514.

**Part II** Signature Block

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.

Sign Here

Signature of officer

Ray Solly, Executive Director

Type or print name and title

11-15-10

Date

Paid Preparer's Use Only

Preparer's signature

► *Candace Frunk* NOV 12 2010

Date

Check if self-employed ► 

Preparer's identifying number (see instructions)

P00051000

Firm's name (or yours if self-employed), address, and ZIP + 4

► HARRIGAN PRICE FRUNK & CO. LLP  
975 SW COLORADO AVE, SUITE 200  
BEND, OR 97702

EIN ► 93-0620214

Phone no ► (541) 382-4791

May the IRS discuss this return with the preparer shown above? (see instructions)

BAA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

TEEA0113L 12/29/09 Form 990 (2009)

**Part III Statement of Program Service Accomplishments**

1 Briefly describe the organization's mission:

THE TOWER THEATRE FOUNDATION IS DEDICATED TO AWAKENING, ENTERTAINING, EDUCATING AND CHALLENGING THE HUMAN SPIRIT BY PROVIDING AN EXTRAORDINARY SPACE FOR PERFORMANCES, EDUCATIONAL OPPORTUNITIES, CIVIC GATHERINGS AND SOCIAL EVENTS.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

Yes  No

If 'Yes,' describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

Yes  No

If 'Yes,' describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code: \_\_\_\_\_) (Expenses \$ 660,562. including grants of \$ \_\_\_\_\_) (Revenue \$ 517,891.)

THE THEATRE WAS UTILIZED FOR A WIDE VARIETY OF CULTURAL EVENTS ON 159 DAYS DURING THE YEAR. ATTENDANCE AT 174 EVENTS AMOUNTED TO 41,787. 62% OF THE THEATRE'S LICENSEES WERE NONPROFIT ORGANIZATIONS.

4b (Code \_\_\_\_\_) (Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

4c (Code. \_\_\_\_\_) (Expenses \$ \_\_\_\_\_ including grants of '\$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

4d Other program services. (Describe in Schedule O.)

(Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_) (Revenue \$ \_\_\_\_\_)

4e Total program service expenses ► 660,562.

**Part IV Checklist of Required Schedules**

1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A

2 Is the organization required to complete Schedule B, Schedule of Contributors?

3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I

4 **Section 501(c)(3) organizations** Did the organization engage in lobbying activities? If 'Yes,' complete Schedule C, Part II

5 **Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations.** Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If 'Yes,' complete Schedule C, Part III

6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I

7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' complete Schedule D, Part II

8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III

9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV

10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If 'Yes,' complete Schedule D, Part V

11 Is the organization's answer to any of the following questions 'Yes'? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable

- Did the organization report an amount for land, buildings and equipment in Part X, line 10? If 'Yes,' complete Schedule D, Part VI
- Did the organization report an amount for investments— other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VII
- Did the organization report an amount for investments— program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VIII
- Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part IX
- Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X
- Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? If 'Yes,' complete Schedule D, Part X

12 Did the organization obtain separate, independent audited financial statement for the tax year? If 'Yes,' complete Schedule D, Parts XI, XII, and XIII

12A Was the organization included in consolidated, independent audited financial statement for the tax year? If 'Yes,' completing Schedule D, Parts XI, XII, and XIII is optional

13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E

14a Did the organization maintain an office, employees, or agents outside of the United States?

b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If 'Yes,' complete Schedule F, Part I

15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If 'Yes,' complete Schedule F, Part II

16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If 'Yes,' complete Schedule F, Part III

17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If 'Yes,' complete Schedule G, Part I

18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II

19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III

20 Did the organization operate one or more hospitals? If 'Yes,' complete Schedule H

	Yes	No
1	X	
2	X	
3		X
4		X
5		
6		X
7		X
8		X
9		X
10		X
11	X	
12	X	
12A	X	
13		X
14a		X
14b		X
15		X
16		X
17		X
18		X
19		X
20		X

## Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? If 'Yes,' complete Schedule I, Parts I and II	21	X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If 'Yes,' complete Schedule I, Parts I and III	22	X
23 Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If 'Yes,' complete Schedule J	23	X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, and that was issued after December 31, 2002? If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?	24d	
25a <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? If 'Yes,' complete Schedule L, Part I	25a	X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If 'Yes,' complete Schedule L, Part I	25b	X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If 'Yes,' complete Schedule L, Part II	26	X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? If 'Yes,' complete Schedule L, Part III	27	X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):	28a	X
a A current or former officer, director, trustee, or key employee? If 'Yes,' complete Schedule L, Part IV	28b	X
b A family member of a current or former officer, director, trustee, or key employee? If 'Yes,' complete Schedule L, Part IV	28c	X
c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? If 'Yes,' complete Schedule L, Part IV	29	X
29 Did the organization receive more than \$25,000 in non-cash contributions? If 'Yes,' complete Schedule M	30	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If 'Yes,' complete Schedule M	31	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If 'Yes,' complete Schedule N, Part I	32	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If 'Yes,' complete Schedule N, Part II	33	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Schedule R, Part I	34	X
34 Was the organization related to any tax-exempt or taxable entity? If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1	35	X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? If 'Yes,' complete Schedule R, Part V, line 2	36	X
36 <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? If 'Yes,' complete Schedule R, Part V, line 2	37	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If 'Yes,' complete Schedule R, Part VI	38	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O		

BAA

Form 990 (2009)

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

		Yes	No
<b>1a</b> Enter the number reported in Box 3 of form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable	1a	20	
<b>b</b> Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0	
<b>c</b> Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X	
<b>2a</b> Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	10	
<b>2b</b> If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <i>Note.</i> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	2b	X	
<b>3a</b> Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a	X	
<b>b</b> If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O	3b		
<b>4a</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)?	4a	X	
<b>b</b> If 'Yes,' enter the name of the foreign country: ► See the instructions for exceptions and filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts			
<b>5a</b> Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X	
<b>b</b> Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X	
<b>c</b> If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5c		
<b>6a</b> Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	X	
<b>b</b> If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not deductible?	6b		
<b>7</b> <b>Organizations that may receive deductible contributions under section 170(c).</b>	7a	X	
<b>a</b> Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7b		
<b>b</b> If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	7c	X	
<b>c</b> Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7d		
<b>d</b> If 'Yes,' indicate the number of Forms 8282 filed during the year	7e	X	
<b>e</b> Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7f	X	
<b>f</b> Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7g		
<b>g</b> For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7h		
<b>h</b> For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	8		
<b>8</b> <b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	9a		
<b>9</b> <b>Sponsoring organizations maintaining donor advised funds.</b>	9b		
<b>a</b> Did the organization make any taxable distributions under section 4966?			
<b>b</b> Did the organization make any distribution to a donor, donor advisor, or related person?			
<b>10</b> <b>Section 501(c)(7) organizations.</b> Enter.	10a		
<b>a</b> Initiation fees and capital contributions included on Part VIII, line 12	10b		
<b>b</b> Gross Receipts, included on Form 990, Part VIII, line 12, for public use of club facilities			
<b>11</b> <b>Section 501(c)(12) organizations.</b> Enter	11a		
<b>a</b> Gross income from other members or shareholders	11b		
<b>b</b> Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them )	12a		
<b>12a</b> <b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?	12b		
<b>b</b> If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year			

**Part VI** **Governance, Management and Disclosure** For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions

### Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body	13	
1b	Enter the number of voting members that are independent	13	
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	X	
4	Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	X	
5	Did the organization become aware during the year of a material diversion of the organization's assets?	X	
6	Does the organization have members or stockholders?	X	
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	X	
7b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	X	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	The governing body?	X	
8b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O	X	

### Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Does the organization have local chapters, branches, or affiliates?	X	
b	If 'Yes,' does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
11	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?		
11A	Describe in Schedule O the process, if any, used by the organization to review this Form 990 SEE SCHEDULE O		
12a	Does the organization have a written conflict of interest policy? If 'No,' go to line 13		
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?		
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done		
13	Does the organization have a written whistleblower policy?		
14	Does the organization have a written document retention and destruction policy?		
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official SEE SCHEDULE O		
b	Other officers of key employees of the organization		
	If 'Yes' to line 15a or 15b, describe the process in Schedule O. (See instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		
b	If 'Yes,' has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		
16b			

### Section C. Disclosures

17 List the states with which a copy of this Form 990 is required to be filed ► OR

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.

Own website  Another's website  Upon request

19 Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. SEE SCHEDULE O

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization:  
► ANGELA MILLER 835 NW WALL ST BEND OR 97701 (541) 317-0700

## **Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

**1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees. See instructions for definition of 'key employees'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated

**Part VII: Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (cont.)**

**1b Total**

90,000.

0.

0.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization ► 0	
3 Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? If 'Yes,' complete Schedule J for such individual	<b>Yes</b> <input checked="" type="checkbox"/> <b>No</b> <input type="checkbox"/>
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If 'Yes' complete Schedule J for such individual	<b>3</b> <input checked="" type="checkbox"/> <b>4</b> <input checked="" type="checkbox"/>
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If 'Yes,' complete Schedule J for such person	<b>5</b> <input checked="" type="checkbox"/>

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**Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

## Part VIII Statement of Revenue

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1a Federated campaigns	1a				
	1b Membership dues	1b				
	1c Fundraising events	1c				
	1d Related organizations	1d				
	1e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	443,456.			
	g Noncash contribns included in lns 1a-1f:		\$			
<b>h Total.</b> Add lines 1a-1f			443,456.			
PROGRAM SERVICE REVENUE	2a EVENTS AND RELATED INCOME	Business Code				
	2b TICKET OFFICE		438,421.	438,421.		
	c		79,470.	79,470.		
	d					
	e					
	f All other program service revenue					
	<b>g Total.</b> Add lines 2a-2f			517,891.		
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts)		1,884.		1,884.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6a Gross Rents	(i) Real				
	b Less: rental expenses	(ii) Personal				
	c Rental income or (loss)					
	d Net rental income or (loss)					
7a Gross amount from sales of assets other than inventory	(i) Securities					
b Less cost or other basis and sales expenses	(ii) Other					
c Gain or (loss)						
d Net gain or (loss)						
8a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c).	a					
See Part IV, line 18	b					
b Less: direct expenses						
c Net income or (loss) from fundraising events						
9a Gross income from gaming activities See Part IV, line 19	a					
b Less: direct expenses	b					
c Net income or (loss) from gaming activities						
10a Gross sales of inventory, less returns and allowances	a					
b Less cost of goods sold	b					
c Net income or (loss) from sales of inventory						
Miscellaneous Revenue	Business Code					
11a						
b						
c						
d All other revenue						
<b>e Total.</b> Add lines 11a-11d						
<b>12 Total revenue.</b> See instructions		963,231.	517,891.	0.	1,884.	

**Part IX | Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>	<b>(A) Total expenses</b>	<b>(B) Program service expenses</b>	<b>(C) Management and general expenses</b>	<b>(D) Fundraising expenses</b>
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	90,000.	45,000.	22,500.	22,500.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages	228,278.	161,493.	41,365.	25,420.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes	28,493.	18,520.	5,699.	4,274.
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting	5,900.		5,900.	
d Lobbying				
e Prof fundraising svcs See Part IV, ln 17				
f Investment management fees				
g Other	14,209.	9,502.	116.	4,591.
12 Advertising and promotion	17,277.	12,821.		4,456.
13 Office expenses	5,337.	4,057.	640.	640.
14 Information technology	2,564.		2,564.	
15 Royalties				
16 Occupancy	33,140.	25,186.	3,977.	3,977.
17 Travel	1,351.	1,027.	162.	162.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	1,823.	1,385.	219.	219.
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	96,996.	96,996.		
23 Insurance	16,964.	13,232.	3,732.	
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below )				
a IN-HOUSE PRESENTING EXPENSES	227,324.	196,284.		31,040.
b CONCESSION EXPENSES	34,015.	34,015.		
c BANK CHARGES/CARD FEES	18,614.	18,614.		
d OTHER EXPENSES	9,175.	5,335.	638.	3,202.
e PRINTING AND PUBLICATIONS	8,467.	6,435.	1,016.	1,016.
f All other expenses	11,790.	10,660.	565.	565.
25 Total functional expenses Add lines 1 through 24f	851,717.	660,562.	89,093.	102,062.
26 Joint costs. Check here □ if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

## Part X | Balance Sheet

		(A) Beginning of year		(B) End of year
<b>ASSETS</b>	1 Cash – non-interest-bearing	3,332.	1	1,720.
	2 Savings and temporary cash investments	34,807.	2	224,727.
	3 Pledges and grants receivable, net		3	87,708.
	4 Accounts receivable, net	40,862.	4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	9,299.	9	14,107.
	<b>10a Land, buildings, and equipment cost or other basis.</b> Complete Part VI of Schedule D	3,633,895.		
	<b>b Less: accumulated depreciation</b>	10b 708,213.	10c 3,019,260.	2,925,682.
	11 Investments – publicly-traded securities		11	
	12 Investments – other securities. See Part IV, line 11		12	
	13 Investments – program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets See Part IV, line 11	31,546.	15	
	<b>16 Total assets</b> Add lines 1 through 15 (must equal line 34)	3,139,106.	16	3,253,944.
<b>LIABILITIES</b>	17 Accounts payable and accrued expenses	51,957.	17	31,132.
	18 Grants payable		18	
	19 Deferred revenue	35,127.	19	66,026.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	256,025.	23	249,275.
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D		25	
	<b>26 Total liabilities.</b> Add lines 17 through 25	343,109.	26	346,433.
<b>NET ASSETS OR FUND BALANCES</b>	Organizations that follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 29 and lines 33 and 34.			
	27 Unrestricted net assets	2,785,443.	27	2,900,211.
	28 Temporarily restricted net assets	10,554.	28	7,300.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, and equipment fund.		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances.	2,795,997.	33	2,907,511.
	<b>34 Total liabilities and net assets/fund balances.</b>	3,139,106.	34	3,253,944.

BAA

Form 990 (2009)

**Part XI | Financial Statements and Reporting**

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		
b Were the organization's financial statements audited by an independent accountant?	X	
c If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?		
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		
d If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both.		
<input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		
b If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.	X	
3b		

BAA

Form 990 (2009)

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

# Public Charity Status and Public Support

**Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.**

2009

**Open to Public  
Inspection**

Department of the Treasury  
Internal Revenue Service

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**Name of the organization**

**TOWER THEATRE FOUNDATION, INC.**

**Employer identification number**

Employer Identification No.

**Part I** **Reason for Public Charity Status** (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

1  A church, convention of churches or association of churches described in **section 170(b)(1)(A)(i)**.

2  A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)

3  A hospital or cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.

4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: \_\_\_\_\_

5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)

6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.

7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)

8  A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)

9  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 exempt 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)**. (Complete Part III.)

10  An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.

11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or carry out the purposes of one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**. See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a  Type I      b  Type II      c  Type III – Functionally integrated      d  Type III – Other

e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in **section 509(a)(1)** or **section 509(a)(2)**.

f If the organization received a written determination from the IRS that is a Type I, Type II or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
11g (i)		
11g (ii)		
11g (iii)		

**BAA**

**BAA** For Privacy Act and Paperwork Reduction Act Notice, see the instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2009

**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**

(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

**Section A. Public Support****Calendar year (or fiscal year beginning in) ▶**

	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include 'unusual grants.')	159,428.	353,513.	297,590.	417,724.	443,456.	1,671,711.
2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf						0.
3 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						0.
<b>4 Total.</b> Add lines 1-through 3	<b>159,428.</b>	<b>353,513.</b>	<b>297,590.</b>	<b>417,724.</b>	<b>443,456.</b>	<b>1,671,711.</b>
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						194,508.
<b>6 Public support.</b> Subtract line 5 from line 4						<b>1,477,203.</b>

**Section B. Total Support****Calendar year (or fiscal year beginning in) ▶**

	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	159,428.	353,513.	297,590.	417,724.	443,456.	1,671,711.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
	6,342.	8,321.	6,705.	3,679.	1,884.	26,931.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						0.
<b>11 Total support.</b> Add lines 7 through 10						<b>1,698,642.</b>
<b>12 Gross receipts from related activities, etc (see instructions)</b>					<b>12</b>	<b>2,209,420.</b>

**13 First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ▶ **Section C. Computation of Public Support Percentage**

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	87.0 %
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	98.5 %
<b>16a 33-1/3 support test – 2009.</b> If the organization did not check the box on line 13, and the line 14 is 33-1/3 % or more, check this box and stop here. The organization qualifies as a publicly supported organization. ▶ <input checked="" type="checkbox"/>		
<b>b 33-1/3 support test – 2008.</b> If the organization did not check a box on line 13, or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
<b>17a 10%-facts-and-circumstances test – 2009</b> If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
<b>b 10%-facts-and-circumstances test – 2008.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization. ▶ <input type="checkbox"/>		
<b>18 Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ▶ <input type="checkbox"/>		

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Schedule A (Form 990 or 990-EZ) 2009

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I)

**Section A. Public Support**

Calendar year (or fiscal yr beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions and membership fees received (Do not include 'unusual grants')						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in a activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>6 Total.</b> Add lines 1 through 5						
<b>7a</b> Amounts included on lines 1, 2, 3 received from disqualified persons						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the amount on line 13 for the year						
<b>c</b> Add lines 7a and 7b						
<b>8 Public support</b> (Subtract line 7c from line 6)						

**Section B. Total Support**

Calendar year (or fiscal yr beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
<b>13 Total support.</b> (add lines 9, 10c, 11, and 12)						
<b>14 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

**Section D. Computation of Investment Income Percentage**

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%
<b>19a 33-1/3 support tests – 2009.</b> If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
<b>b 33-1/3 support tests – 2008.</b> If the organization did not check a box on line 14 or 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
<b>20 Private foundation.</b> If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► <input type="checkbox"/>		

**Part IV** **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Provide any other additional information. See instructions.

**SCHEDULE D**  
**(Form 990)**Department of the Treasury  
Internal Revenue Service

OMB No. 1545-0047

**Supplemental Financial Statements**

► Complete if the organization answered 'Yes' to Form 990,  
Part IV, lines 6, 7, 8, 9, 10, 11, or 12.  
► Attach to Form 990. ► See separate instructions

**2009**Open to Public  
Inspection

Name of the organization

TOWER THEATRE FOUNDATION, INC.

Employer identification number

91-1829147

**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts** Complete if the organization answered 'Yes' to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?  Yes  No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor or for any other purpose conferring impermissible private benefit??  Yes  No

**Part II Conservation Easements** Complete if the organization answered 'Yes' to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or pleasure)  Preservation of an historically important land area  
 Protection of natural habitat  Preservation of certified historic structure  
 Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► \_\_\_\_\_

4 Number of states where property subject to conservation easement is located ► \_\_\_\_\_

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easement it holds?  Yes  No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ \_\_\_\_\_

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?  Yes  No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets**  
Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items.

(i) Revenues included in Form 990, Part VIII, line 1 ► \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X ► \$ \_\_\_\_\_

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items.

a Revenues included in Form 990, Part VIII, line 1 ► \$ \_\_\_\_\_

b Assets included in Form 990, Part X ► \$ \_\_\_\_\_

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)**

3 Using the organization's acquisition accession and other records, check any of the following that are a significant use of its collection items (check all that apply):

a  Public exhibition  
 b  Scholarly research  
 c  Preservation for future generations

d  Loan or exchange programs  
 e  Other \_\_\_\_\_

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Escrow and Custodial Arrangements** Complete if organization answered 'Yes' to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No

b If 'Yes,' explain the arrangement in Part XIV and complete the following table:

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21?  Yes  No

b If 'Yes,' explain the arrangement in Part XIV.

**Part V Endowment Funds** Complete if organization answered 'Yes' to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net Investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as:

a Board designated or quasi-endowment ► \_\_\_\_\_ %

b Permanent endowment ► \_\_\_\_\_ %

c Term endowment ► \_\_\_\_\_ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

Yes	No
3a(i)	
3a(ii)	
3b	

(i) unrelated organizations

(ii) related organizations

b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds

**Part VI Investments—Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated Depreciation	(d) Book Value
1a Land		202,844.		202,844.
b Buildings		3,255,773.	552,152.	2,703,621.
c Leasehold improvements				
d Equipment		170,005.	151,314.	18,691.
e Other		5,273.	4,747.	526.
<b>Total.</b> Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				2,925,682.

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Schedule D (Form 990) 2009

**Part VII Investments—Other Securities** See Form 990, Part X, line 12. **N/A**

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives .		
Closely-held equity interests		
Other _____		
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**Part VIII Investments—Program Related (See Form 990, Part X, line 13)**

N/A

**Total. (Column (b) must equal Form 990, Part X, Col (B) line 13)**

**Part IX Other Assets (See Form 990, Part X, line 15)**

N/A

(a) Description	(b) Book value

**Total.** (Column (b) must equal Form 990, Part X, col (B), line 15)

**Part X Other Liabilities (See Form 990, Part X, line 25)**

(a) Description of Liability	(b) Amount
Federal Income Taxes	

**Total. (Column (b) must equal Form 990, Part X, col. (B) line 25)**

2. FIN 48 Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48  
SEE PART XIV

**Part XI | Reconciliation of Change in Net Assets from Form 990 to Financial Statements**

1. Total revenue (Form 990, Part VIII, column (A), line 12)	963,231.
2 Total expenses (Form 990, Part IX, column (A), line 25)	851,717.
3 Excess or (deficit) for the year. Subtract line 2 from line 1	111,514.
4 Net unrealized gains (losses) on investments	
5 Donated services and use of facilities	
6 Investment expenses	
7 Prior period adjustments	
8 Other (Describe in Part XIV)	
9 Total adjustments (net) Add lines 4 through 8	
10 Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9	111,514.

**Part XII | Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

1 Total revenue, gains, and other support per audited financial statements	1	1,062,279.
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a Net unrealized gains on investments	2a	
b Donated services and use of facilities	2b	99,048.
c Recoveries of prior year grants	2c	
d Other (Describe in Part XIV)	2d	
e Add lines 2a through 2d	2e	99,048.
3 Subtract line 2e from line 1	3	963,231.
4 Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a Investments expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIV)	4b	
c Add lines 4a and 4b	4c	
5 Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	963,231.

**Part XIII | Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

1 Total expenses and losses per audited financial statements	1	950,765.
2 Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a Donated services and use of facilities	2a	99,048.
b Prior year adjustments	2b	
c Other losses	2c	
d Other (Describe in Part XIV)	2d	
e Add lines 2a through 2d	2e	99,048.
3 Subtract line 2e from line 1	3	851,717.
4 Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a Investments expenses not included on Form 990, Part VIII, line 7b	4a	
b Other (Describe in Part XIV)	4b	
c Add lines 4a and 4b	4c	
5 Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	851,717.

**Part XIV | Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4, Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2, Part XI, line 8, Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information

**PART X - FIN 48 FOOTNOTE**

THE THEATRE IS EXEMPT FROM FEDERAL AND STATE INCOME TAXES, WITH THE EXCEPTION OF FEDERAL TAXES FOR NET PROFITS ON UNRELATED BUSINESS INCOME, UNDER INTERNAL REVENUE CODE SECTION 501(C) (3).

ON JULY 1, 2009, THE THEATRE ADOPTED NEW ACCOUNTING GUIDANCE RELATED TO UNCERTAIN INCOME TAX POSITIONS. THE THEATRE WILL RECOGNIZE IN ITS FINANCIAL STATEMENTS THE BENEFIT OF A TAX POSITION WHEN IT BELIEVES THAT TAX POSITION WILL MORE LIKELY THAN

**Part XIV Supplemental Information (continued)****PART X - FIN 48 FOOTNOTE (CONTINUED)**

NOT BE SUSTAINED ON AUDIT BASED ON THE TECHNICAL MERITS OF THE POSITION. FOR AN EXEMPT ORGANIZATION, UNCERTAIN TAX POSITIONS COULD RESULT FROM UNRELATED BUSINESS INCOME ACTIVITIES OR ACTIONS THAT JEOPARDIZE ITS STATUS AS TAX-EXEMPT, SUCH AS POLITICAL ACTIVITY, SUBSTANTIAL LOBBYING EXPENDITURES OR EXCESSIVE UNRELATED BUSINESS ACTIVITIES. THE THEATRE HAS CONCLUDED THAT IT HAD NO UNRECOGNIZED INCOME TAX BENEFITS AT JULY 1, 2009, OR JUNE 30, 2010, AND IT HAS NO TAX POSITIONS FOR WHICH IT ESTIMATES A SIGNIFICANT CHANGE OVER THE NEXT 12 MONTHS.

THE THEATRE IS SUBJECT TO EXAMINATION BY STATE AND FEDERAL TAX AUTHORITIES. WITH FEW EXCEPTIONS, THE THEATRE IS NO LONGER SUBJECT TO EXAMINATION BY MAJOR TAXING AUTHORITIES FOR YEARS BEFORE 2006.

**Part XIV** **Supplemental Information (continued)**

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**SCHEDULE O**  
(Form 990)Department of the Treasury  
Internal Revenue Service**Supplemental Information to Form 990**

OMB No 1545-0047

**2009****Open to Public  
Inspection**

Name of the organization

**TOWER THEATRE FOUNDATION, INC.**

Employer identification number

**91-1829147****FORM 990, PART VI, LINE 11 - FORM 990 REVIEW PROCESS**

FORM 990 IS REVIEWED BY MANAGEMENT AND THE FINANCE COMMITTEE PRIOR TO BEING FILED.

**FORM 990, PART VI, LINE 15A - COMPENSATION REVIEW & APPROVAL PROCESS FOR CEO, EXEC. DIR., OR TOP MG**

SALARY COMPARABILITY DATA IS PROVIDED BY A LOCAL EMPLOYMENT PLACING AGENCY, WHICH IS

THEN AVERAGED WITH REGIONAL AND STATE DATA OBTAINED THROUGH AN INTERNET RESOURCE.

IN ADDITION, THE FOUNDATION INDEPENDENTLY SURVEYS OTHER NON-PROFIT PERFORMING ARTS

THEATRES THROUGHOUT THE STATE OF OREGON AND INVESTIGATES SALARIES PAID TO THEATRE

MANAGERS AND EXECUTIVE DIRECTORS AT PERFORMING ARTS THEATRES NATIONWIDE.

**FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE**

GOVERNING DOCUMENTS, POLICIES AND FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST AT

THE THEATRE.

Name of the organization

TOWER THEATRE FOUNDATION, INC.

**Employer identification number**

91-1829147

Depreciation and Amortization  
(Including Information on Listed Property)

2009

Name(s) shown on return

TOWER THEATRE FOUNDATION, INC.

Business or activity to which this form relates

FORM 990/990-PF

## Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I

1 Maximum amount See the instructions for a higher limit for certain businesses.	1	\$250,000.
2 Total cost of section 179 property placed in service (see instructions)	2	
3 Threshold cost of section 179 property before reduction in limitation (see instructions)	3	\$800,000.
4 Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5 Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost	
7 Listed property Enter the amount from line 29	7		
8 Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8		
9 Tentative deduction. Enter the smaller of line 5 or line 8	9		
10 Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10		
11 Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11		
12 Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12		
13 Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12 ► 13			

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

## Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

14 Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15 Property subject to section 168(f)(1) election	15	
16 Other depreciation (including ACRS)	16	13,519.

## Part III MACRS Depreciation (Do not include listed property) (See instructions)

## Section A

17 MACRS deductions for assets placed in service in tax years beginning before 2009	17	83,478.
18 If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ► <input type="checkbox"/>		

## Section B – Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only – see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
i Nonresidential real property			27.5 yrs	MM	S/L	
			39 yrs	MM	S/L	
				MM	S/L	

## Section C – Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

## Part IV Summary (See instructions)

21 Listed property Enter amount from line 28	21	
22 Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return. Partnerships and S corporations – see instructions	22	96,997.
23 For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs.	23	

6/30/10

## 2009 FEDERAL BOOK DEPRECIATION SCHEDULE

TOWER THEATRE FOUNDATION, INC.

91-1829147

PAGE 1

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/BASIS	CUR 179/BUS PCL	SPECIAL DEPR. ALLOW.	BONUS/DEC BAL SP. DEPR.	PRIORITY 179/ BONUS/ DEPR. BASIS REDUCT.	SALVAG/BASIS DEPR. BASIS	PRIORITY DEPR. BASIS	S/L MM	39 02564	S/L MM	39 02564	CURRENT DEPR.
<b>BUILDINGS</b>															
1	BUILDING 835 NW WALL ST	1/30/04			242,608				242,608		46,915	S/L	MM	39	02564
2	RENOVATION CONSTRUCTION	1/30/04			3,013,165				3,013,165		421,759	S/L	MM	39	02564
	<b>TOTAL BUILDINGS</b>				3,255,773				0	0	0				77,258
<b>LAND</b>															
3	LAND	12/19/01			202,844						202,844				0
	<b>TOTAL LAND</b>				202,844				0	0	0				0
<b>MACHINERY AND EQUIPMENT</b>															
4	TABLE	1/09/04			906				906		906	S/L	5		0
5	CHAIRS	2/21/04			3,454				3,454		3,454	S/L	5		0
6	FURNITURE CAP ONE	5/10/04			913				913		913	S/L	5		0
7	COMPUTER	7/10/03			2,575				2,575		2,575	S/L	5		0
8	PROJECTOR ETC	2/20/04			29,654				29,654		29,166	S/L	5		0
9	WASTE RECEPTICAL	4/01/04			1,947				1,947		1,947	S/L	5		0
10	PIANO	1/30/04			13,500				13,500		10,607	S/L	7		1,929
11	PIANO	1/30/04			21,885				21,885		17,194	S/L	7		3,126
12	COMPUTER EQUIP CAP ONE	5/01/04			850				850		850	S/L	5		0
13	ADDITIONAL PIANO EXPENSE	1/30/04			850				850		545	S/L	7		121
14	FILM EXPENSES	8/31/04			4,827				4,827		4,343	S/L	5		161
15	STAGE EQUIPMENT	9/03/04			59,224				59,224		53,302	S/L	5		1,974
16	EQUALIZER	4/11/05			745				745		671	S/L	5		74

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## 2009 FEDERAL BOOK DEPRECIATION SCHEDULE

PAGE 2

## TOWER THEATRE FOUNDATION, INC.

91-1829147

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/BASIS	BUS PCT.	CUR 179/ BONUS ALLOW	SPECIAL DEPR.	PRIOR 179/ BONUS/ SP. DEPR.	DEC BAL/ DEPR.	SALVAG BASIS REDUCE	DEPR BASIS	PRIOR DEPR.	METHOD	LIFE	RATE	CURRENT DEPR.
17	AUDIO EQUIPMENT	4/30/05		3,957								3,957	3,560	S/L	5	397
18	REFRIGERATOR	9/16/05		125								125	88	S/L	5	25
19	OFFICE LAPTOP	2/13/06		1,107								1,107	774	S/L	5	221
20	POPCORN MACHINE	2/20/06		770								770	539	S/L	5	154
21	MICROSPHERE COMPUTER	6/16/06		999								999	700	S/L	5	200
22	COUNTER TOPS	7/28/05		1,375								1,375	963	S/L	5	275
23	WALL SIGN	11/30/05		1,500								1,500	749	S/L	7	214
24	FILE SERVER	8/06/06		3,082								3,082	1,540	S/L	5	616
25	BOCA PRINTER	10/24/06		1,342								1,342	670	S/L	5	268
26	COMPUTER SOFTWARE-DONOR P	1/11/07		4,830								4,830	4,025	S/L	3	805
27	DRUM SET	4/26/07		400								400	200	S/L	5	80
28	PROJECTOR BULBS	5/01/07		1,480								1,480	740	S/L	5	296
29	SOUND MONITOR & EQUIPMENT	11/21/07		2,000								2,000	600	S/L	5	400
30	COMPUTER & EQUIPMENT	8/27/08		1,021								1,021	102	S/L	5	204
31	EVENTS MANAGEMENT SOFTWARE	9/05/08		2,468								2,468	411	S/L	3	823
32	LCD LOBBY DISPLAY	9/24/08		971								971	97	S/L	5	194
33	CPU	10/02/08		460								460	46	S/L	5	92
34	MICROPHONES	12/01/08		837								837	84	S/L	5	167
35	WIRELESS MICROPHONES	3/02/09		319								319	32	S/L	5	64
36	HAZER	6/25/09		1,486								1,486	149	S/L	5	297
37	WIRELESS MICROPHONES	1/15/10		3,419								3,419		S/L	5	342
TOTAL MACHINERY AND EQUIPME																
				175,278		0	0	0	0	0		175,278	142,542			13,519
TOTAL DEPRECIATION																
				3,633,895		0	0	0	0	0		3,633,895	611,216			96,997

6/30/10

**2009 FEDERAL BOOK DEPRECIATION SCHEDULE**

**PAGE 3**

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**TOWER THEATRE FOUNDATION, INC.**

NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/BASIS	BUS PCT.	CUR 179 BONUS	SPECIAL DEPR. ALLOW	PRIOR 179/ BONUS/ SP. DEPR.	PRIOR DEPR. BASIS/ DEPR.	SALVAG /BASIS REDUCT	PRIOR DEPR. BASIS/ DEPR.	METHOD LIFE	RATE	CURRENT DEPR.
	GRAND TOTAL DEPRECIATION					<u>3,633.895</u>		<u>0</u>	<u>0</u>	<u>0</u>	<u>3,633.895</u>	<u>611,216</u>		<u>96.997</u>