



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



Form **990**
 Department of the Treasury
 Internal Revenue Service

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
2010
Open to Public Inspection

A For the 2010 calendar year, or tax year beginning 09-01-2010 and ending 08-31-2011

- B** Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name of organization
 BERKELEY REPERTORY THEATRE

Doing Business As

Number and street (or P O box if mail is not delivered to street address) Room/suite
 999 HARRISON STREET

City or town, state or country, and ZIP + 4
 BERKELEY, CA 94710

D Employer identification number
 94-1679756

E Telephone number
 (510) 647-2900

G Gross receipts \$ 14,293,023

F Name and address of principal officer
 SUSAN MEDAK
 999 HARRISON STREET
 BERKELEY, CA 94710

H(a) Is this a group return for affiliates? Yes No

H(b) Are all affiliates included? Yes No
 If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status 501(c)(3) 501(c) () (Insert no) 4947(a)(1) or 527

J Website: ▶ WWW.BERKELEYREP.ORG

K Form of organization Corporation Trust Association Other ▶ **L** Year of formation 1968 **M** State of legal domicile CA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
 THE THEATRE PRODUCES PREMIERS OF NEW WORK AND MAJOR PRODUCTIONS FROM AN INTERNATIONAL REPERTOIRE

2 Check this box if the organization discontinued its operations or disposed of more than 25% of its net assets

3 Number of voting members of the governing body (Part VI, line 1a)	3	32
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	30
5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	330
6 Total number of volunteers (estimate if necessary)	6	1,000
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	-5,828
b Net unrelated business taxable income from Form 990-T, line 34	7b	-5,827

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	3,126,539	6,343,913
9 Program service revenue (Part VIII, line 2g)	8,447,821	7,306,084
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	32,038	-659,774
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	38,302	98,281
12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	11,644,700	13,088,504

13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	34,740	36,590
14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	6,459,872	6,064,126
16a Professional fundraising fees (Part IX, column (A), line 11e)	50,355	69,997
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 645,827		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	6,567,363	6,069,832
18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	13,112,330	12,240,545
19 Revenue less expenses Subtract line 18 from line 12	-1,467,630	847,959

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	34,367,634	35,406,323
21 Total liabilities (Part X, line 26)	14,781,710	14,852,152
22 Net assets or fund balances Subtract line 21 from line 20	19,585,924	20,554,171

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: *****
 Date: 2012-07-10

SUSAN MEDAK MANAGING DIRECTOR
 Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name LYNN HENLEY Preparer's signature LYNN HENLEY Date Check if self-employed PTIN

Firm's name ▶ ARMANINO MCKENNA LLP Firm's EIN ▶

Firm's address ▶ 12667 ALCOSTA BOULEVARD SUITE 500 SAN RAMON, CA 945834427 Phone no ▶ (925) 790-2600

May the IRS discuss this return with the preparer shown above? (see instructions) Yes No

Part III Statement of Program Service AccomplishmentsCheck if Schedule O contains a response to any question in this Part III **1** Briefly describe the organization's mission

BERKELEY REPERTORY THEATRE SEEKS TO SET A NATIONAL STANDARD FOR AMBITIOUS PROGRAMMING, ENGAGEMENT WITH ITS AUDIENCES AND LEADERSHIP WITHIN THE COMMUNITY IN WHICH IT RESIDES WE ENDEAVOR TO CREATE A DIVERSE BODY OF WORK THAT EXPRESSES A RIGOROUS, EMBRACING AESTHETIC AND REFLECTS THE HIGHEST ARTISTIC STANDARDS, AND SEEK TO MAINTAIN AN ENVIRONMENT IN WHICH TALENTED ARTISTS CAN DO THEIR BEST WORK WE STRIVE TO ENGAGE OUR AUDIENCES IN AN ONGOING DIALOGUE OF IDEAS, AND ENCOURAGE LIFELONG LEARNING AS A CORE COMMUNITY VALUE THROUGH PRODUCTIONS, OUTREACH AND EDUCATION, BERKELEY REP ASPIRES TO USE THEATRE AS A MEANS TO CHALLENGE, THRILL AND GALVANIZE WHAT IS BEST IN THE HUMAN SPIRIT

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 \$ 9,000,001 including grants of \$) (Revenue \$ 5,524,480)

BERKELEY REPERTORY THEATRE PRESENTED 330 PERFORMANCES OF 7 SHOWS FOR AN AUDIENCE OF MORE THAN 145,000 ATTENDEES LOCAL MEDIA CELEBRATED BERKELEY REP'S SHOWS WITH SEVERAL FRONT-PAGE STORIES, AND PLAYS DEVELOPED AT THE THEATRE RANKED AMONG THE BEST OF 2011 IN THE NEW YORK TIMES, WASHINGTON POST, WALL STREET JOURNAL, BOSTON GLOBE, SEATTLE TIMES, AND SEATTLE WEEKLY COMPULSION EXTENDED ITS OFF-BROADWAY RUN AND TOP BRASS FROM THE PENTAGON REQUESTED AN ENCORE PERFORMANCE OF THE GREAT GAME BERKELEY REP DEBUTED A CONTROVERSIAL NEW MONOLOGUE FROM MIKE DAISEY THE AGONY AND THE ECSTASY OF STEVE JOBS ATTRACTED INTERNATIONAL ATTENTION, AND WENT ON TO WASHINGTON, DC AND SEATTLE BEFORE OCCUPYING OFF-BROADWAY CRITICS ACROSS THE COUNTRY RANKED IT AMONG THE YEAR'S MOST IMPORTANT WORKS OF THEATRE THE THEATRE ALSO PRODUCED ANOTHER AWARD-WINNING MONOLOGUE ANNA DEEVERE SMITH'S LET ME DOWN EASY THE NATIONAL TOUR EARNED THE BARRYMORE AWARD FOR BEST LEADING ACTRESS IN A PLAY, WHILE THE SHOW'S EXTENDED RUN IN BERKELEY RANKED AMONG THE 10 BEST OF 2011 FOR ROBERT HURWITT OF THE SAN FRANCISCO CHRONICLE AND KAREN D'SOUZA OF THE MERCURY NEWS, OAKLAND TRIBUNE, AND CONTRA COSTA TIMES LES WATERS' STAGING OF SARAH RUHL'S THREE SISTERS ALSO MADE D'SOUZA'S TOP 10 LIST OUR CO-PRODUCTION OF LYNN NOTTAGE'S RUINED ALSO MADE THE CUT IN THE SAN FRANCISCO CHRONICLE, AND IT LED DON AUCION'S TOP 10 IN THE BOSTON GLOBE, AND ITS CAST EARNED SEVERAL LOCAL THEATRE AWARDS DURING THE RUN, BERKELEY REP COORDINATED WITH ALLIANCE FOR AFRICA TO SELL JEWELRY FEATURING BEADS HAND-ROLLED WITH RECYCLED PAPER MADE BY A FIVE-MEMBER BEADING GROUP NAMED LACAN PEKUM (A POOR PERSON NEVER GIVES UP IN THE STRUGGLE) EACH MEMBER HAS SURVIVED KIDNAP AND TORTURE, THROUGH THEIR WORK WITH THE BEADING GROUP, THEY CAN SUPPORT THEIR FAMILIES FOR THE HOLIDAYS, WE PRODUCED AN AMBITIOUS WORLD PREMIERE LEMONY SNICKET'S THE COMPOSER IS DEAD, CONCEIVED FOR THE STAGE BY LEMONY SNICKET WITH MUSIC BY NATHANIEL STOOKEY, AND FEATURING GORGEOUS SET DESIGN AND A FULL MARIONETTE ORCHESTRA BY THE WORLD-RENOWNED PHANTOM LIMB THE SHOW WAS PRECEDED BY A SHORT FILM, THE MAGIC OF LIVING, BREATHING THEATER, ALSO WRITTEN BY MR SNICKET AND FEATURING PUPPETS BY PHANTOM LIMB

4b (Code) (Expenses \$ 685,929 including grants of \$ 36,590) (Revenue \$ 397,812)

AT THE BERKELEY REP SCHOOL OF THEATRE, ARTISTS OF ALL AGES AND ABILITIES ARE OFFERED THE OPPORTUNITY TO EXPERIENCE THE CRAFT AND ARTISTRY OF THEATRE AND TO ACTIVELY ENGAGE WITH THEIR OWN CREATIVITY WHILE MAKING MEANINGFUL CONNECTIONS THE ONLY REQUIREMENT IS AN ACTIVE MIND OPEN TO IMAGINATION, COLLABORATION, HARD WORK, AND LOTS OF FUN TWENTY THEATRE ARTS EDUCATION PROGRAMS SERVED NEARLY 24,000 STUDENTS THE BERKELEY REP SCHOOL OF THEATRE IS COMMITTED TO WORKING WITH LOCAL SCHOOLS TO REINFORCE ARTS EDUCATION AS A COMMUNITY VALUE AND AS AN INTEGRAL PART OF OUR CULTURAL FABRIC FREE AND LOW-COST DYNAMIC WORKSHOPS FOR ELEMENTARY, MIDDLE, AND HIGH SCHOOLS ARE OFFERED IN ALL NINE BAY AREA COUNTIES USING THEATRE ARTS TECHNIQUES THAT ENCOURAGE TEAMWORK AND ENSEMBLE-BUILDING, OUTREACH PROGRAMS REINFORCE CALIFORNIA STATE BOARD OF EDUCATION CONTENT STANDARDS IN THE FIELDS OF ENGLISH LANGUAGE ARTS, HISTORY-SOCIAL SCIENCE, MATHEMATICS, PHYSICAL EDUCATION, AND VISUAL AND PERFORMING ARTS

4c (Code) (Expenses \$ 665,969 including grants of \$) (Revenue \$ 1,097,189)

IN THE SUMMER WHEN OUR MAINSTAGE SEASON IS DARK, BERKELEY REP HAS THE OPPORTUNITY TO OFFER SPECIAL-EVENT PERFORMANCES TO OUR AUDIENCES ANNA DEEVERE SMITH'S LET ME DOWN EASY, A STUNNING PERFORMANCE ABOUT THE VULNERABILITY OF THE HUMAN BODY, THE RESILIENCE OF THE SPIRIT, AND THE PRICE OF CARE, PLAYED AS PART OF OUR LIMITED SEASON TO PACKED HOUSES AND OVERWHELMING CRITICAL PRAISE SO WE BROUGHT IT BACK FOR AN ENCORE PERFORMANCE FROM AUGUST 10 TO SEPTEMBER 4 EARLIER IN THE SEASON, WE WELCOMED THE RETURN OF ANOTHER HIT SHOW FOR THE HOLIDAYS, MARY ZIMMERMAN'S ARABIAN NIGHTS BOTH OF THESE SHOWS REACHED AUDIENCES WELL BEYOND OUR CORE GROUP OF SUBSCRIBERS AND RETURN SINGLE-TICKET BUYERS AT OTHER TIMES, BERKELEY REP OPENS ITS DOORS TO ORGANIZATIONS AND INDIVIDUALS FROM THE COMMUNITY FOR A WIDE RANGE OF EVENTS VARIOUS FACILITIES AND SPACES ARE AVAILABLE THROUGHOUT THE YEAR TO ACCOMMODATE EVENTS OF ALL SIZES AND TYPES, AND NON-PROFIT RATES ARE AVAILABLE FOR QUALIFYING COMMUNITY ORGANIZATIONS BERKELEY REP PROVIDED FACILITIES TO PLAYWRIGHTS, LECTURERS FROM LAWRENCE BERKELEY NATIONAL LABS, BERKELEY HIGH SCHOOL TEACHERS, THEATRE BAY AREA AUDITIONS AND EVENTS, DANCE AND OTHER PERFORMANCE EVENTS EACH YEAR BERKELEY REP HAS BEEN ONE OF THE VENUES FOR THE JEWISH FILM FESTIVAL THE BERKELEY FIRE DEPARTMENT HOLDS ITS ANNUAL BADGE CEREMONY IN BERKELEY REP'S THEATRE AND COURTYARD

4d Other program services (Describe in Schedule O)







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

4e Total program service expenses \$ 10,351,899

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A.</i>	Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instruction)?	Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I.</i>		No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II.</i>		No
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III.</i>		
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? <i>If "Yes," complete Schedule D, Part I.</i>		No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If "Yes," complete Schedule D, Part II.</i>		No
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III.</i>		No
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? <i>If "Yes," complete Schedule D, Part IV.</i>		No
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i>	Yes	
11 If the organization's answer to any of the following questions is 'Yes,' then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI.</i>	Yes	
b 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? <i>If "Yes," complete Schedule D, Part VII.</i>		No
c 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? <i>If "Yes," complete Schedule D, Part VIII.</i>		No
d 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? <i>If "Yes," complete Schedule D, Part IX.</i>		No
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>	Yes	
f 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 (ASC 740)? <i>If "Yes," complete Schedule D, Part X.</i>	Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII.</i>	Yes	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i>		No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E.</i>		No
14a Did the organization maintain an office, employees, or agents outside of the United States?		No
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? <i>If "Yes," complete Schedule F, Parts I and IV.</i>		No
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 U S? <i>If "Yes," complete Schedule F, Parts II and IV.</i>		No
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 U S? <i>If "Yes," complete Schedule F, Parts III and IV.</i>		No
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? <i>If "Yes," complete Schedule G, Part I (see instructions).</i>	Yes	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II.</i>	Yes	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III.</i>		No
20a Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H.</i>		No
b If "Yes" to line 20a, did the organization attach its audited financial statement to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		

Part IV Checklist of Required Schedules *(continued)*

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? <i>If "Yes," complete Schedule I, Parts I and II</i> 	21		No
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? <i>If "Yes," complete Schedule I, Parts I and III</i> 	22	Yes	
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i> 	23	Yes	
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, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b-24d and complete Schedule K. If "No," go to line 25</i>	24a		No
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	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
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? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
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? <i>If "Yes," complete Schedule L, Part II</i>	26		No
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? <i>If "Yes," complete Schedule L, Part III</i>	27		No
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)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> 	29	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> 	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> 	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
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? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34		No
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)?	35		No
a	Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
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? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.		
1a	110		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
1b	0		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	
2a	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return.		
2a	330		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	Yes	
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.	Yes	
4a	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)?		No
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
5c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?		
6a	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?		No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	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?	Yes	
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	Yes	
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		No
7d	If "Yes," indicate the number of Forms 8282 filed during the year.		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		No
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	Yes	
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12.		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders.		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		
13c	Enter the amount of reserves on hand.		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		No
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.
 Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
	1a 32		
b	Enter the number of voting members included in line 1a, above, who are independent		
	1b 30		
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?		No
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?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Does the organization have members or stockholders?		No
7a	Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		No
b	Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	Yes	
b	Each committee with authority to act on behalf of the governing body?	Yes	
9	Is there any officer, director, 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		No

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?		No
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?		
11a	Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	Yes	
b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	Yes	
13	Does the organization have a written whistleblower policy?	Yes	
14	Does the organization have a written document retention and destruction policy?		No
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	Yes	
b	Other officers or key employees of the organization	Yes	
	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?		No
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?		

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed <input checked="" type="checkbox"/> CA
18	Section 6104 requires an organization to make its Form 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. <input checked="" type="checkbox"/> Own website <input type="checkbox"/> Another's website <input checked="" type="checkbox"/> 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 Additional Data Table.
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization <input checked="" type="checkbox"/> SUZANNE PETTIGREW CONTROLLER 999 HARRISON STREET BERKELEY, CA 94710 (510) 647-2900

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
See Additional Data Table										
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)							967,600	0	157,268	

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 **7**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		No
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? <i>If "Yes," complete Schedule J for such individual</i>	Yes	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		No

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

(A) Name and business address	(B) Description of services	(C) Compensation
VALLEE CONSTRUCTION 5360 GATEWAY PLACE DRIVE BENICIA, CA 94510	GENERAL CONTRACTOR/CONSTRUCTION	2,021,338
TRICYCLE THEATRE 269 KILBURN HIGH ROAD LONDON NW67JR UK	THEATRICAL PRODUCTION	204,338
BAY AREA ARTS MARKETING 584 CASTRO STREET 473 SAN FRANCISCO, CA 94114	TELEMARKETING/TELEFUNDING	167,886
PEARL B YOUNG INC 162 FIFTH AVENUE 6TH FLOOR NEW YORK, NY 10010	THEATRICAL PRODUCTION	146,574
OPUS 3 ARTISTS 470 PARK AVENUE 9TH FLOOR NEW YORK, NY 10016	THEATRICAL PRODUCTION	127,500

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **6**

Part VIII Statement of Revenue

		(A)	(B)	(C)	(D)	
		Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a Federated campaigns 1a					
	b Membership dues 1b					
	c Fundraising events 1c	360,789				
	d Related organizations 1d					
	e Government grants (contributions) 1e	38,800				
	f All other contributions, gifts, grants, and similar amounts not included above 1f	5,944,324				
	g Noncash contributions included in lines 1a-1f \$	82,720				
	h Total. Add lines 1a-1f	6,343,913				
	Program Service Revenue	2a <u>ADMISSIONS</u>	711110	5,749,305	5,749,305	
b <u>OTHER PROGRAM REVENUE</u>		711110	809,374	809,374		
c <u>TUITION/EDUCATION</u>		711110	397,812	397,812		
d <u>CONCESSIONS</u>		711110	219,476		-5,258	
e <u>CO-PRODUCTION REVENUE</u>		711110	72,000	72,000		
f All other program service revenue			58,117		58,117	
g Total. Add lines 2a-2f			7,306,084			
Other Revenue		3 Investment income (including dividends, interest and other similar amounts)		87,530		87,530
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties		59,634		59,634	
	6a Gross Rents	(i) Real	136,694			
		(ii) Personal		1,234		
		b Less rental expenses	205,349			27,756
		c Rental income or (loss)	-68,655			-26,522
	d Net rental income or (loss)		-95,177		-58,687	-36,490
	7a Gross amount from sales of assets other than inventory	(i) Securities	4,624			
		(ii) Other				
b Less cost or other basis and sales expenses		4,849			747,079	
c Gain or (loss)		-225			-747,079	
d Net gain or (loss)		-747,304			-747,304	
8a Gross income from fundraising events (not including \$ 360,789 of contributions reported on line 1c) See Part IV, line 18	a		219,486			
	b Less direct expenses b		219,486			
	c Net income or (loss) from fundraising events		0			
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						
11a <u>DEBT FORGIVENESS</u>		Business Code	900099	107,658		107,658
	b <u>OTHER SPECIAL EVENTS</u>	900099	26,166		26,166	
	c _____					
	d All other revenue					
	e Total. Add lines 11a-11d		133,824			
12 Total revenue. See Instructions		13,088,504	7,028,491	-5,828	-278,072	

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).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
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	36,590	36,590		
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	420,000	157,500	157,500	105,000
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7	Other salaries and wages	4,552,936	3,801,218	576,714	175,004
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	98,118	76,827	14,325	6,966
9	Other employee benefits	570,550	445,985	83,450	41,115
10	Payroll taxes	422,522	338,827	51,373	32,322
a	Fees for services (non-employees)				
	Management				
b	Legal				
c	Accounting	57,035		57,035	
d	Lobbying				
e	Professional fundraising services See Part IV, line 17	69,997			69,997
f	Investment management fees				
g	Other	547,342	534,425	12,917	
12	Advertising and promotion	221,599	221,599		
13	Office expenses	646,461	549,173	56,068	41,220
14	Information technology	22,527		22,527	
15	Royalties	747,684	747,684		
16	Occupancy	394,252	329,126	4,712	60,414
17	Travel	292,828	281,135	10,526	1,167
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings				
20	Interest	328,061	314,939	6,561	6,561
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	797,326	762,447	17,440	17,439
23	Insurance	182,879	172,702	5,757	4,420
24	Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24f If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O)				
a	MISCELLANEOUS	467,547	313,007	92,465	62,075
b	PRODUCTION MATERIALS	355,335	355,335		
c	HOUSING	318,925	318,925		
d	CREDIT CARD FEES	265,122	208,853	38,961	17,308
e	MAINTENANCE	245,699	236,061	4,819	4,819
f	All other expenses	179,210	149,541	29,669	
25	Total functional expenses. Add lines 1 through 24f	12,240,545	10,351,899	1,242,819	645,827
26	Joint costs. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720) 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)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	1,241,159	1	175,760
	2 Savings and temporary cash investments	1,755,906	2	1,504,257
	3 Pledges and grants receivable, net	2,743,681	3	2,951,990
	4 Accounts receivable, net	13,539	4	34,483
	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)), persons described in section 4958(c)(3)(B), and contributing employers, and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	701,915	9	567,297
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	34,871,398		
	b Less accumulated depreciation	8,691,693	10c	26,179,705
	11 Investments—publicly traded securities	2,596,187	11	3,880,430
	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	109,762	15	112,401
16 Total assets. Add lines 1 through 15 (must equal line 34)	34,367,634	16	35,406,323	
Liabilities	17 Accounts payable and accrued expenses	786,912	17	751,136
	18 Grants payable		18	
	19 Deferred revenue	3,207,484	19	3,196,995
	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	10,166,867	23	10,168,488
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities Complete Part X of Schedule D	620,447	25	735,533
	26 Total liabilities. Add lines 17 through 25	14,781,710	26	14,852,152
Net Assets or Fund Balances	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	12,936,397	27	12,502,496
	28 Temporarily restricted net assets	4,399,396	28	4,701,344
	29 Permanently restricted net assets	2,250,131	29	3,350,331
	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 or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	19,585,924	33	20,554,171	
34 Total liabilities and net assets/fund balances	34,367,634	34	35,406,323	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	13,088,504
2	Total expenses (must equal Part IX, column (A), line 25)	2	12,240,545
3	Revenue less expenses Subtract line 2 from line 1	3	847,959
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	19,585,924
5	Other changes in net assets or fund balances (explain in Schedule O)	5	120,288
6	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	20,554,171

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		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?		No
b	Were the organization's financial statements audited by an independent accountant?	Yes	
c	If "Yes," to 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	Yes	
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 separate basis, consolidated basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated 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?		No
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		

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2010

Open to Public Inspection

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

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
BERKELEY REPERTORY THEATRE

Employer identification number

94-1679756

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 a 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 to 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 it 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?
 (i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?
 (ii) a family member of a person described in (i) above?
 (iii) a 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

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

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
Total									

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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	5,411,788	7,275,348	5,964,568	3,126,540	6,343,913	28,122,157
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	5,411,788	7,275,348	5,964,568	3,126,540	6,343,913	28,122,157
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)						3,011,835
6 Public Support. Subtract line 5 from line 4						25,110,322

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	5,411,788	7,275,348	5,964,568	3,126,540	6,343,913	28,122,157
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	235,676	180,095	200,285	170,768	285,092	1,071,916
9 Net income from unrelated business activities, whether or not the business is regularly carried on	84,159	115,946		14,548	5,827	220,480
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	943,146			40,389	26,166	1,009,701
11 Total support (Add lines 7 through 10)						30,424,254
12 Gross receipts from related activities, etc (See instructions)					12	34,553,073

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

14 Public Support Percentage for 2010 (line 6 column (f) divided by line 11 column (f))	14	82.530%
15 Public Support Percentage for 2009 Schedule A, Part II, line 14	15	84.020%

16a 33 1/3% support test—2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization **b 33 1/3% support test—2009.** If the organization did not check the 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 **17a 10%-facts-and-circumstances test—2010.** 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 **b 10%-facts-and-circumstances test—2009.** 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 **18 Private Foundation** If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions

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 or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) 	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any 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						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public Support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) 	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11 and 12)						
14 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

15 Public Support Percentage for 2010 (line 8 column (f) divided by line 13 column (f))	15	
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c column (f) divided by line 13 column (f))	17	
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	
19a 33 1/3% support tests—2010. 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 		
b 33 1/3% support tests—2009. If the organization did not check a box on line 14 or line 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 		
20 Private Foundation If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions 		

Part IV **Supplemental Information.** 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. Also complete this part for any additional information. (See instructions).

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2010

Open to Public Inspection

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

Name of the organization BERKELEY REPERTORY THEATRE

Employer identification number

94-1679756

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.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4: Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), 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?
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?

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, Protection of natural habitat, Preservation of open space, Preservation of an historically important land area, Preservation of a certified historic structure.

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

Table with 2 columns: Held at the End of the Year. Rows 2a, 2b, 2c, 2d.

- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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 easements it holds?
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)?
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 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 the 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 Beginning balance	
1d Additions during the year	
1e Distributions during the year	
1f Ending balance	

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 the 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	2,259,943	2,197,109	2,213,034		
b Contributions	1,100,200	14,689	38,633		
c Investment earnings or losses	257,800	95,893	-39,558		
d Grants or scholarships					
e Other expenditures for facilities and programs	125,677	47,748	15,000		
f Administrative expenses					
g End of year balance	3,492,266	2,259,943	2,197,109		

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

- a** Board designated or quasi-endowment ▶ 0.600 %
- b** Permanent endowment ▶ 99.400 %
- c** Term endowment ▶ 0 %

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

	Yes	No
(i) unrelated organizations	3a(i)	No
(ii) related organizations	3a(ii)	No
b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b	

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		2,802,299		2,802,299
b Buildings		29,021,533	6,825,369	22,196,164
c Leasehold improvements				
d Equipment		1,792,810	1,555,668	237,142
e Other		1,254,756	310,656	944,100
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				26,179,705

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)	1	13,088,504
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	12,240,545
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	847,959
4	Net unrealized gains (losses) on investments	4	172,260
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-51,972
9	Total adjustments (net) Add lines 4 - 8	9	120,288
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	968,247

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	13,647,260
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	172,260
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	386,496
e	Add lines 2a through 2d	2e	558,756
3	Subtract line 2e from line 1	3	13,088,504
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1 :		
a	Investment 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	0
5	Total Revenue Add lines 3 and 4c . (This should equal Form 990, Part I, line 12)	5	13,088,504

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

1	Total expenses and losses per audited financial statements	1	12,627,041
2	Amounts included on line 1 but not on Form 990, Part IX, line 25		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV)	2d	386,496
e	Add lines 2a through 2d	2e	386,496
3	Subtract line 2e from line 1	3	12,240,545
4	Amounts included on Form 990, Part IX, line 25, but not on line 1 :		
a	Investment 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	0
5	Total expenses Add lines 3 and 4c . (This should equal Form 990, Part I, line 18)	5	12,240,545

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, 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.

Identifier	Return Reference	Explanation
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	THE PURPOSE OF THE ENDOWMENT FUNDS IS TO FURTHER THE CHARITABLE AND EDUCATIONAL PURPOSES OF BERKELEY REPERTORY THEATRE BY PROVIDING GENERAL SUPPORT IN MEETING THE OPERATING AND PROGRAM NEEDS OF BERKELEY REPERTORY THEATRE, AS DETERMINED BY BERKELEY REPERTORY THEATRE'S BOARD OF TRUSTEES. A DONOR MAKING A CONTRIBUTION TO THE ENDOWMENT FUND MAY IMPOSE SPECIFIC USE RESTRICTIONS (A "RESTRICTED PURPOSE") ON THE DONOR'S CONTRIBUTION, PROVIDED THAT ANY SUCH RESTRICTION MUST BE CLEARLY STATED IN THE DONOR'S GIFT INSTRUMENT. IF AT ANY TIME IN THE JUDGMENT OF THE BOARD OF TRUSTEES IT IS IMPOSSIBLE OR IMPRACTICABLE TO CARRY OUT EXACTLY THE RESTRICTED PURPOSE IN THE MANNER REQUESTED BY THE DONOR, A PURPOSE AND MANNER AS NEAR AS IS PRACTICABLE TO THE RESTRICTED PURPOSE SHALL BE DETERMINED BY THE BOARD OF TRUSTEES.
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X	THE THEATRE ADOPTED THE PROVISIONS FOR ACCOUNTING FOR UNCERTAIN TAX POSITIONS ON JANUARY 1, 2009. IT EVALUATES ITS TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN TO DETERMINE WHETHER THE TAX POSITIONS ARE "MORE-LIKELY-THAN-NOT" OF BEING SUSTAINED BY THE APPLICABLE TAX AUTHORITY. TAX POSITIONS NOT DEEMED TO MEET THE "MORE-LIKELY-THAN-NOT" THRESHOLD ARE RECORDED AS AN EXPENSE IN THE APPLICABLE YEAR. AS OF AUGUST 31, 2011, THE THEATRE DOES NOT HAVE ANY SIGNIFICANT UNCERTAIN TAX POSITIONS FOR WHICH A RESERVE WOULD BE NECESSARY. THE THEATRE FILES U.S. FEDERAL, AND U.S. STATE TAX RETURNS. FOR U.S. STATE TAX RETURNS, THE THEATRE IS GENERALLY NO LONGER SUBJECT TO TAX EXAMINATIONS FOR YEARS PRIOR TO 2006. FOR U.S. FEDERAL TAX RETURNS, THE THEATRE IS NO LONGER SUBJECT TO TAX EXAMINATION FOR YEARS PRIOR TO 2007.
PART XI, LINE 8 - OTHER ADJUSTMENTS		LOSS ON INTEREST RATE SWAP -51,972
PART XII, LINE 2D - OTHER ADJUSTMENTS		FUNDRAISING EXPENSE 219,486 RECLASS OF RENTAL EXPENSE 186,836 RECLASS OF ADVERTISING EXPENSE - 19,826
PART XIII, LINE 2D - OTHER ADJUSTMENTS		FUNDRAISING EXPENSE 219,486 RECLASS OF RENTAL EXPENSE 186,836 RECLASS OF ADVERTISING EXPENSE - 19,826

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2010

Open to Public Inspection

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a. Attach to Form 990 or Form 990-EZ. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization BERKELEY REPERTORY THEATRE

Employer identification number 94-1679756

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a Mail solicitations
b Internet and e-mail solicitations
c Phone solicitations
d In-person solicitations
e Solicitation of non-government grants
f Solicitation of government grants
g Special fundraising events

2a Did the organization have a written or oral agreement with any individual... Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements...

Table with 6 columns: (i) Name and address of individual or entity (fundraiser), (ii) Activity, (iii) Did fundraiser have custody or control of contributions?, (iv) Gross receipts from activity, (v) Amount paid to (or retained by) fundraiser listed in col (i), (vi) Amount paid to (or retained by) organization.

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing

CA
Dotted lines for listing states.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events
		GALA DINNER, AUCTION & RAFFLE (event type)	_____ (event type)	_____ (total number)	(Add col (a) through col (c))
Revenue	1 Gross receipts	580,275			580,275
	2 Less Charitable contributions	360,789			360,789
	3 Gross income (line 1 minus line 2)	219,486			219,486
Direct Expenses	4 Cash prizes				
	5 Non-cash prizes	118,970			118,970
	6 Rent/facility costs				
	7 Food and beverages	81,494			81,494
	8 Entertainment	11,300			11,300
	9 Other direct expenses	7,722			7,722
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				219,486
11 Net income summary Combine lines 3 and 10 in column (d) ▶				0	

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming
					(Add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	<input type="checkbox"/> Yes _____% <input type="checkbox"/> No	<input type="checkbox"/> Yes _____% <input type="checkbox"/> No	<input type="checkbox"/> Yes _____% <input type="checkbox"/> No	
7 Direct expense summary Add lines 2 through 5 in column (d) ▶					
8 Net gaming income summary Combine lines 1 and 7 in column (d) ▶					

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? Yes No

b If "No," Explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No

b If "Yes," Explain _____

- 11** Does the organization operate gaming activities with nonmembers? Yes No
- 12** Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity operated in

a The organization's facility	13a
b An outside facility	13b

14 Provide the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶ _____

Address ▶ _____

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? Yes No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If "Yes," enter name and address

Name ▶ _____

Address ▶ _____

16 Gaming manager information

Name ▶ _____

Gaming manager compensation ▶ \$ _____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Complete this part to provide additional information for responses to question on Schedule G (see instructions.)

Identifier	ReturnReference	Explanation
------------	-----------------	-------------

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Use Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
(1) SCHOLARSHIPS	68	36,590		FMV	SCHOLARSHIPS ARE MADE TO STUDENTS ATTENDING BERKELEY REPERTORY THEATRE'S SCHOOL OF THEATRE

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 SCHOLARSHIPS ARE MADE TO STUDENTS ATTENDING BERKELEY REPERTORY THEATRE'S SCHOOL OF THEATRE SCHOLARSHIP FUNDS DIRECTLY REDUCE COSTS OF ATTENDANCE ALL APPLICANTS ARE ASKED TO SUBMIT A FINANCIAL AID APPLICATION DEMONSTRATING THEIR NEED A COPY OF TAX RETURN IS REQUIRED APPLICATIONS REMAIN ON FILE SCHOOL OF THEATRE DIRECTOR, ASSOCIATE DIRECTOR, AND ADMINITSTRATOR EVALUATE REQUESTS AND SCALE AWARD IN RELATION TO AGI, ADJUSTING FOR EXTENUATING CIRCUMSTANCES, PREVIOUS AWARDS, AND PARTICIPATION IN SCHOOL OF THEATRE

Schedule J
(Form 990)

Compensation Information

OMB No 1545-0047

2010

Open to Public Inspection

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.

▶ Attach to Form 990. ▶ See separate instructions.

Department of the Treasury
Internal Revenue Service

Name of the organization
BERKELEY REPERTORY THEATRE

Employer identification number

94-1679756

Part I Questions Regarding Compensation

	Yes	No								
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a Complete Part III to provide any relevant information regarding these items</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax idemnification and gross-up payments</td> <td><input type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax idemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)		
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use									
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence									
<input type="checkbox"/> Tax idemnification and gross-up payments	<input type="checkbox"/> Health or social club dues or initiation fees									
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e g , maid, chauffeur, chef)									
<p>b If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain</p>	1b									
<p>2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?</p>	2									
<p>3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director Check all that apply</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/> Compensation committee</td> <td><input checked="" type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input type="checkbox"/> Independent compensation consultant</td> <td><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input checked="" type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract	<input type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study	<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee				
<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract									
<input type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study									
<input checked="" type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee									
<p>4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization</p>										
<p>a Receive a severance payment or change-of-control payment from the organization or a related organization?</p>	4a	No								
<p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p>	4b	Yes								
<p>c Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III</p>	4c	No								
<p>Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.</p>										
<p>5 For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of</p>										
<p>a The organization?</p>	5a	No								
<p>b Any related organization? If "Yes," to line 5a or 5b, describe in Part III</p>	5b	No								
<p>6 For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of</p>										
<p>a The organization?</p>	6a	No								
<p>b Any related organization? If "Yes," to line 6a or 6b, describe in Part III</p>	6b	No								
<p>7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III</p>	7	No								
<p>8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs section 53 4958-4(a)(3)? If "Yes," describe in Part III</p>	8	No								
<p>9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?</p>	9									

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) must equal the applicable column (D) or column (E) amounts on Form 990, Part VII, line 1a

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1)	SUSAN MEDAK	(i) 220,850 (ii) 0	0 0	0 0	6,300 0	13,109 0	240,259 0	0 0
(2)	TONY TACCONE	(i) 206,105 (ii) 0	0 0	0 0	22,321 0	6,582 0	235,008 0	0 0
(3)								
(4)								
(5)								
(6)								
(7)								
(8)								
(9)								
(10)								
(11)								
(12)								
(13)								
(14)								
(15)								
(16)								

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
	PART I, LINE 4B	SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN (RABBI TRUST) TONY TACCONE - \$16,639

**SCHEDULE M
(Form 990)**

NonCash Contributions

OMB No 1545-0047

2010

Open to Public Inspection

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, lines 29 or 30.**
▶ **Attach to Form 990.**

Department of the Treasury
Internal Revenue Service

Name of the organization
BERKELEY REPERTORY THEATRE

Employer identification number
94-1679756

Part I Types of Property

	(a) Check if applicable	(b) Number of Contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining oncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications	X		100	FMV
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	1	15,008	FMV
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory	X	2	6,723	FMV
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)		See Add'l Data		
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		No
b If "Yes," describe the arrangement in Part II		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	Yes	
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?	Yes	
b If "Yes," describe in Part II		
33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II		

Part II

Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
THIRD PARTY USE	PART I, LINE 32B	CARS DONATED TO BERKELEY REPERTORY THEATRE ARE SOLD BY CHARITABLE AUTO RESOURCES, INC FOR A FEE NET PROCEEDS ARE RECEIVED BY THE THEATRE

Additional Data

Software ID:
Software Version:
EIN: 94-1679756
Name: BERKELEY REPERTORY THEATRE

Form 990 Schedule M, Part I - Types of Property

Property Type	(a) Check if applicable	(b) Number of Contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining oncash contribution amounts
AUCTION/RAFFLE - Other ▶ (ENTERTAINMENT)	X	51	15,674	FMV
AUCTION/RAFFLE Other ▶ (- MEALS)	X	11	6,775	FMV
AUCTION/RAFFLE Other ▶ (- WINE)	X	33	33,361	FMV
Other ▶ (WALLETS)	X	1	18,000	FMV
PHOTO AND LYRIC Other ▶ (BOOK, CD)	X	1	1,697	FMV
Other ▶ (SHAWLS)	X	1	390	FMV

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ **Attach to Form 990 or 990-EZ.**

OMB No 1545-0047

2010

Open to Public Inspection

Name of the organization
BERKELEY REPERTORY THEATRE

Employer identification number

94-1679756

Identifier	Return Reference	Explanation
FORM 990, PART VI, SECTION B, LINE 11		THE MANAGING DIRECTOR, IN CONSULTATION WITH THE BOARD OR FINANCE COMMITTEE, AS THE MANAGING DIRECTOR DEEMS APPROPRIATE, IS RESPONSIBLE FOR THE TIMELY PREPARATION OF THE RETURN THE MANAGING DIRECTOR SHALL PROVIDE THE FINANCE COMMITTEE WITH A SUBSTANTIALLY COMPLETE FORM 990 SUFFICIENTLY IN ADVANCE OF THE FILING DEADLINE TO ENABLE A DETAILED AND CONSCIENTIOUS REVIEW BY THE MEMBERS OF THE FINANCE COMMITTEE. SUBSEQUENTLY, THE BOARD WILL BE INVITED TO REVIEW THE FORM 990 IN ITS ENTIRETY IN ADVANCE OF THE FILING DEADLINE.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 12C	THE ORGANIZATION'S CONFLICT OF INTEREST POLICY COVERS ALL TRUSTEES, THE MANAGING DIRECTOR AND ARTISTIC DIRECTOR. NO TRUSTEE MAY USE HIS OR HER POSITION AT THE ORGANIZATION FOR PERSONAL GAIN OR TO BENEFIT ANOTHER AT THE EXPENSE OF THE ORGANIZATION, ITS MISSION, OR ITS REPUTATION. EACH TRUSTEE MUST SIGN AN ANNUAL CONFLICT OF INTEREST DISCLOSURE STATEMENT AFFIRMING THEY HAVE READ THE CONFLICT OF INTEREST POLICY, ARE NOT AWARE OF ANY DIRECT OR INDIRECT FINANCIAL OR OTHER MATERIAL INTEREST THAT IS REQUIRED TO BE DISCLOSED, AND WILL PROMPTLY REPORT ANY FUTURE SITUATION THAT MIGHT CONSTITUTE A CONFLICT OF INTEREST. IF A CONFLICT OF INTEREST FAILS TO BE DISCLOSED THE BOARD WILL INVESTIGATE THE SITUATION AND TAKE APPROPRIATE DISCIPLINARY AND CORRECTIVE ACTION AS NECESSARY.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION B, LINE 15	COMPENSATION FOR THE ARTISTIC DIRECTOR AND THE MANAGING DIRECTOR IS NEGOTIATED BY THE BOARD PRESIDENT AND A COMMITTEE OF THE BOARD OF TRUSTEES AND APPROVED BY THE BOARD THROUGH ITS APPROVAL OF WRITTEN EMPLOYMENT AGREEMENTS AND THE ANNUAL BUDGET PROCESS. THE BOARD (OR A BOARD COMMITTEE) REVIEWS DATA GATHERED FROM THEATRE COMMUNICATIONS GROUP AND OTHER PUBLIC DATA, TAKING INTO ACCOUNT INDIVIDUAL PERFORMANCE AND THE COST OF LIVING IN THE BERKELEY, CALIFORNIA AREA. THE BOARD REGULARLY EVALUATES THE PERFORMANCE OF THE ARTISTIC DIRECTOR AND MANAGING DIRECTOR. OTHER SALARIES ARE SUGGESTED BY MANAGEMENT AND APPROVED THROUGH THE BUDGET PROCESS.

Identifier	Return Reference	Explanation
	FORM 990, PART VI, SECTION C, LINE 19	BERKELEY REPERTORY THEATRE'S FINANCIAL STATEMENTS ARE ANNUALLY PROVIDED TO DUN AND BRADSTREET FINANCIAL STATEMENTS FOR MOST RECENTLY COMPLETED FISCAL YEAR ARE AVAILABLE ON OUR WEBSITE AND UPON REQUEST

Identifier	Return Reference	Explanation
CHANGES IN NET ASSETS OR FUND BALANCES	FORM 990, PART XI, LINE 5	NET UNREALIZED GAINS ON INVESTMENTS 172,260 LOSS ON INTEREST RATE SWAP -51,972 TOTAL TO FORM 990, PART XI, LINE 5 120,288

Identifier	Return Reference	Explanation
		FORM 990, PART XII, LINE 2C THE PROCESS HAD NOT CHANGED FROM THE PRIOR YEAR

Additional Data

Software ID:
Software Version:
EIN: 94-1679756
Name: BERKELEY REPERTORY THEATRE

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
SUSAN MEDAK TRUSTEE, MANAGING DIRECTOR	40 00	X		X			220,850	0	19,409	
TONY TACCONE TRUSTEE, ARTISTIC DIRECTOR	40 00	X					206,105	0	28,903	
MARJORIE RANDOLPH TRUSTEE, PRESIDENT	1 00	X		X			0	0	0	
WILLIAM FALIK TRUSTEE, VICE PRESIDENT	1 00	X		X			0	0	0	
SANDRA R MCCANDLESS TRUSTEE, VICE PRESIDENT	1 00	X		X			0	0	0	
JACK SCHAFER TRUSTEE	1 00	X					0	0	0	
DAVID COX TRUSTEE, TREASURER	1 00	X		X			0	0	0	
SCOTT HABER TRUSTEE, SECRETARY	1 00	X		X			0	0	0	
CARRIE AVERY TRUSTEE	1 00	X					0	0	0	
THALIA DORWICK TRUSTEE	1 00	X					0	0	0	
OZ ERICKSON TRUSTEE	1 00	X					0	0	0	
WILLIAM ESPEY TRUSTEE	1 00	X					0	0	0	
LISA FINER TRUSTEE	1 00	X					0	0	0	
DAVID FLEISHHACKER TRUSTEE	1 00	X					0	0	0	
KERRY FRANCIS TRUSTEE	1 00	X					0	0	0	
PAUL FRIEDMAN TRUSTEE	1 00	X					0	0	0	
DAVID HOFFMAN TRUSTEE	1 00	X					0	0	0	
CAROLE S KRUMLAND TRUSTEE	1 00	X					0	0	0	
DALE ROGERS MARSHALL TRUSTEE	1 00	X					0	0	0	
JULIE MCCRAY TRUSTEE	1 00	X					0	0	0	
HELEN MEYER TRUSTEE	1 00	X					0	0	0	
PAMELA NICTER TRUSTEE	1 00	X					0	0	0	
MARY ANN PEOPLES TRUSTEE	1 00	X					0	0	0	
LEN RAND TRUSTEE	1 00	X					0	0	0	
RICHARD A RUBIN TRUSTEE	1 00	X					0	0	0	

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
EMILY SHANKS TRUSTEE	1 00	X						0	0	0
SALLY SMITH TRUSTEE	1 00	X						0	0	0
RICHARD SHAPIRO TRUSTEE	1 00	X						0	0	0
ROGER STRAUCH TRUSTEE	1 00	X						0	0	0
JEAN Z STRUNSKY TRUSTEE	1 00	X						0	0	0
ANNE WATTIS TRUSTEE	1 00	X						0	0	0
FELICIA WOYTAK TRUSTEE	1 00	X						0	0	0
LYNN EVE KOMAROMI DIRECTOR OF DEVELOPMENT	40 00					X		111,752	0	21,466
KAREN RACANELLI GENERAL MANAGER	40 00					X		108,546	0	24,672
ROBERT SWEIBEL DIRECTOR OF MARKETING & COMM	40 00					X		104,308	0	28,911
LESLIE WATERS ASSOCIATE ARTISTIC DIRECTOR	40 00					X		115,665	0	22,589
SUZANNE PETTIGREW CONTROLLER	40 00					X		100,374	0	11,318