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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
2011
Open to Public Inspection

A For the 2011 calendar year, or tax year beginning 09-01-2011 and ending 08-31-2012

- 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 \$ 13,190,886

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

Activities & Governance	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 <input type="checkbox"/> 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 2011 (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	-55,848
b Net unrelated business taxable income from Form 990-T, line 34	7b	-55,848	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	6,343,913	4,902,905
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-659,774	94,578
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	98,281	-244,658
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	13,088,504	12,562,857
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	36,590	29,334
	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)	6,064,126	6,181,865
	16a Professional fundraising fees (Part IX, column (A), line 11e)	69,997	56,611
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 608,188		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	6,069,832	6,491,108
18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	12,240,545	12,758,918	
19 Revenue less expenses Subtract line 18 from line 12	847,959	-196,061	
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	35,406,323	35,476,647
	21 Total liabilities (Part X, line 26)	14,852,152	14,887,173
22 Net assets or fund balances Subtract line 21 from line 20	20,554,171	20,589,474	

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: 2013-07-11

Type or print name and title: EMILY SHANKS TREASURER

Paid Preparer's Use Only

Preparer's signature: LYNN HENLEY Date: _____ Check if self-employed

Firm's name (or yours if self-employed), address, and ZIP + 4: ARMANINO LLP, 12667 ALCOSTA BOULEVARD SUITE 500, SAN RAMON, CA 945834427

Preparer's taxpayer identification number (see instructions): P00356034

EIN: 94-6214841

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 Accomplishments

Check 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 (CONTINUED ON SCHEDULE O) 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 organization's program service accomplishments for each of its three largest program services, as measured 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 \$ 9,298,892 including grants of \$) (Revenue \$ 5,604,978)

BERKELEY REPERTORY THEATRE PRESENTED 426 PERFORMANCES OF 10 SHOWS FOR AN AUDIENCE OF MORE THAN 167,068 ATTENDEES LOCAL MEDIA CELEBRATED BERKELEY REP'S SHOWS WITH SEVERAL FRONT-PAGE STORIES, AND SEVERAL PRODUCTIONS ATTRACTED THE ATTENTION OF CRITICS FROM LOS ANGELES AND NEW YORK BERKELEY REP PRESENTED TWO COMMISSIONED WORLD PREMIERES IN OUR 2011-12 SEASON FIRST, WE HELPED A LEGEND CELEBRATE HER 80TH BIRTHDAY WITH A SOLD-OUT, EXTENDED RUN OF RITA MORENO LIFE WITHOUT MAKEUP THE SECOND COMMISSION WAS BLACK N BLUE BOYS/BROKEN MEN, A FIERCE AND UNCOMPROMISING MONOLOGUE BY PULITZER PRIZE FINALIST DAEL ORLANDERSMITH DURING THE RUN OF THIS PLAY, WHICH INTRODUCES (CONTINUED ON SCHEDULE O) US TO CHILDREN AND ADULTS FORGING IDENTITIES IN FAMILIES FRACTURED BY ABUSE, WE PROVIDED INFORMATION TO OUR AUDIENCES ABOUT LOCAL CHILD PROTECTIVE SERVICES AGENCIES, AS WELL AS RAINN RAPE, ABUSE & INCEST NATIONAL NETWORK HOTLINE AND CHILDHELP NATIONAL CHILD ABUSE HOTLINE WE ALSO PROVIDED TALKBACKS AFTER EVERY PERFORMANCE FOR AUDIENCE MEMBERS TO SHARE THEIR FEELINGS ABOUT THE SHOW BLACK N BLUE BOYS WENT ON TO A SUCCESSFUL PRODUCTION IN CHICAGO DURING THE HOLIDAYS, THE AMERICAN PREMIERE OF KNEEHIGH THEATRE'S THE WILD BRIDE EARNED A THREE-WEEK EXTENSION AND MENTIONS IN SEVERAL LOCAL PAPERS IN THE SAN FRANCISCO CHRONICLE, ROBERT HURWITT PROCLAIMED IT THE "HIGH POINT OF THE YEAR " KAREN D'SOUZA INCLUDED THE WILD BRIDE AMONG THE YEAR'S BEST IN THE MERCURY NEWS, OAKLAND TRIBUNE, AND CONTRA COSTA TIMES BERKELEY REP ALSO PRESENTED TWO OTHER WORLD PREMIERES BILL CAIN'S HOW TO WRITE A NEW BOOK FOR THE BIBLE WENT ON TO SEATTLE AFTER ITS RUN AT BERKELEY REP, AND RESPECTED LOCAL THEATRE CRITIC CHAD JONES NAMED IT THE BEST PLAY OF 2011 IT WAS ALSO LISTED AMONG THE BEST PLAYS BY THE DAILY PILOT, A LOS ANGELES WEBSITE GHOST LIGHT, A POIGNANT PLAY CONCEIVED BY TONY TACCONE AND JONATHAN MOSCONE, HONORED THE MEMORY OF THE LATE SAN FRANCISCO MAYOR GEORGE MOSCONE AND WAS ATTENDED BY SEVERAL HIGH-RANKING GOVERNMENT DIGNITARIES THE MEMORY BE GREEN, AN ORIGINAL 30-MINUTE DOCUMENTARY ABOUT THE WORLD-PREMIERE PRODUCTION OF GHOST LIGHT, PREMIERED ON KQED, THE LOCAL PBS STATION, AND EARNED A SAN FRANCISCO REGIONAL EMMY NOMINATION IN FEBRUARY WE WELCOMED BACK AUDIENCE FAVORITE STEVEN EPP IN MOLIERE'S A DOCTOR IN SPITE OF HIMSELF, WHICH ALSO FEATURED STAGE PUPPETRY AND LIVE MUSIC PUNCTUATED BY POP-IDOL CHIVAS MICHAEL AND OUR PRODUCTION OF JOHN LOGAN'S RED, A TONY AWARD-WINNING PLAY ABOUT MARK ROTHKO, EXTENDED FOR TWO WEEKS THANKS TO BELOVED, AWARD-WINNING DIRECTOR LES WATERS' BRILLIANT STAGING IN SEPTEMBER, BERKELEY REP ANNOUNCED A BOLD NEW INITIATIVE DESIGNED TO RAISE THE BAR ON ITS ALREADY SUCCESSFUL RECORD OF ARTISTIC INNOVATION WE LAUNCHED THE GROUND FLOOR BERKELEY REP'S CENTER FOR THE CREATION AND DEVELOPMENT OF NEW WORK, LED BY COMPANY DRAMATURG MADELEINE OLDHAM AN EXTRAORDINARY LABORATORY FOR COLLABORATION, THIS NEW PROGRAM SEEKS TO ENHANCE AND EXPAND THE PROCESS BY WHICH BERKELEY REP MAKES THEATRE, PROMOTES CROSS-POLLINATION AMONG ARTISTS, AND CHAMPIONS THE SPIRIT OF INNOVATION INHERENT TO BERKELEY AND THE BAY AREA THE CORE OF THE PROGRAM IS THE ANNUAL SUMMER LAB DURING AN INTENSE FOUR-WEEK PERIOD IN JULY, DOZENS OF ARTISTS WORKED ON 13 PROJECTS AT THE THEATRE'S WEST BERKELEY CAMPUS AN ADDITIONAL GROUND FLOOR PROGRAM, THE FOOD PROJECT, ENVISIONS A SWEEPING CYCLE OF SHORT SCRIPTS BY 20 PLAYWRIGHTS THAT EXPLORE OUR INTRICATE RELATIONSHIP WITH WHAT WE EAT

4b (Code) (Expenses \$ 809,730 including grants of \$ 29,334) (Revenue \$ 445,639)

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-TWO THEATRE ARTS EDUCATION PROGRAMS SERVED NEARLY 23,000 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 (CONTINUED ON SCHEDULE O) 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 \$ 771,934 including grants of \$) (Revenue \$ 1,368,114)

BERKELEY REP ALSO HAS THE OPPORTUNITY TO OFFER SPECIAL-EVENT PRESENTATIONS TO OUR AUDIENCES ACTIVIST/PLAYWRIGHT/PERFORMER EVE ENSLER'S POWERFUL EMOTIONAL CREATURE PLACED GIRLS' STORIES FRONT AND CENTER, HIGHLIGHTING THE DIVERSITY AND THE COMMONALITY OF THE ISSUES THEY FACE WE GAVE AWAY 3,000 FREE TICKETS FOR EMOTIONAL CREATURE TO FELLOW NONPROFIT ORGANIZATIONS AND TO GOVERNMENT AGENCIES THAT SERVE KEY CONSTITUENCIES, INCLUDING AT-RISK YOUTH, TEENS, AND YOUNG ADULTS OF BOTH GENDERS, AND ABUSE VICTIMS OF ALL AGES, WITH PRIORITY GIVEN TO GROUPS THAT SERVE WOMEN AND GIRLS ALSO A WORLD PREMIERE AT BERKELEY REP THAT PLAYED IN JUNE AND JULY, EMOTIONAL CREATURE ENJOYED A SUBSEQUENT RUN OFF BROADWAY EARLIER IN THE SEASON, WE WELCOMED INTERNATIONAL DANCE STAR (CONTINUED ON SCHEDULE O) MIKHAIL BARYSHNIKOV IN AN ADAPTATION OF IVAN BUNIN'S IN PARIS BOTH OF THESE SHOWS REACHED AN AUDIENCE 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 THIS YEAR, WE WERE ABLE TO EXPAND THESE OPPORTUNITIES WHEN WE OPENED THREE NEW STUDIOS IN THE BERKELEY CENTRAL BUILDING IN DOWNTOWN BERKELEY WITH A 20-YEAR LEASE ON THIS 13,000-SQUARE-FOOT FACILITY, BERKELEY REP IS PROVIDING THE STUDIOS AT A SUBSIDIZED RATE TO LOCAL NONPROFITS THAT DO NOT HAVE PERMANENT HOMES OF THEIR OWN, SUCH AS THE BAY AREA CHILDREN'S THEATRE AND RAGGED WING ENSEMBLE OTHER ORGANIZATIONS THAT ANNUALLY USE OUR MAIN THEATRES INCLUDE LAWRENCE BERKELEY NATIONAL LABS, THE JEWISH FILM FESTIVAL, AND THE BERKELEY FIRE DEPARTMENT, WHICH HOLDS ITS ANNUAL BADGE CEREMONY IN BERKELEY REP'S THEATRE AND COURTYARD WE ARE PROUD TO FORGE PARTNERSHIPS WITH FELLOW NONPROFITS TO CONTINUE TRANSFORMING DOWNTOWN INTO A DESTINATION FOR THEATRE LOVERS






4d Other program services (Describe in Schedule O)
(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses \$ 10,880,556

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> <input checked="" type="checkbox"/>	Yes	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? <input checked="" type="checkbox"/>	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>		No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which 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> <input checked="" type="checkbox"/>		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> <input checked="" type="checkbox"/>		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> <input checked="" type="checkbox"/>		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> <input checked="" type="checkbox"/>		No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V.</i> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>		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> <input checked="" type="checkbox"/>		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> <input checked="" type="checkbox"/>		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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>		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, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Part I.</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, Part 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, Part 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.</i> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>	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> <input checked="" type="checkbox"/>		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. All Form 990 filers that operated one or more hospitals must attach audited financial statements.		

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 questions 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 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
35a Is any related organization a controlled entity of the filing organization within the meaning of section 512(b)(13)?	35a		No
b 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>	35b		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

Table with columns for question number, question text, and Yes/No response. Rows include questions 1a through 14b regarding Form 1096, Form W-2G, Form W-3, Form 8886-T, Form 8282, Form 8899, Form 1098-C, Form 4966, Form 720, and Form 501(c)(29) health insurance issuers.

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		
1b	Enter the number of voting members included in line 1a, above, who are independent		
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	Did the organization have members or stockholders?		No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		No
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
8a	The governing body?	Yes	
8b	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	Did the organization have local chapters, branches, or affiliates?		No
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	Yes	
11b	Describe in Schedule O the process, if any, used by the organization to review the Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	Yes	
12b	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	Yes	
13	Did the organization have a written whistleblower policy?	Yes	
14	Did 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?		
15a	The organization's CEO, Executive Director, or top management official	Yes	
15b	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
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take 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 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 made these available. Check all that apply.
 Own website Another's website Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization made 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
 SUZANNE PETTIGREW CONTROLLER
 999 HARRISON STREET
 BERKELEY, CA 94710
 (510) 647-2955

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

(A) Name and Title	(B) Average hours per week per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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)							963,698	0	137,960	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of 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 Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns 1a					
	b	Membership dues 1b					
	c	Fundraising events 1c	411,772				
	d	Related organizations 1d					
	e	Government grants (contributions) 1e	9,000				
	f	All other contributions, gifts, grants, and similar amounts not included above 1f	4,482,133				
	g	Noncash contributions included in lines 1a-1f \$ <u>202,951</u>					
	h	Total. Add lines 1a-1f ▶	4,902,905				
Program Service Revenue	2a	ADMISSIONS	711110	6,075,327	6,075,327		
	b	OTHER PROGRAM REVENUE	711110	670,432	670,432		
	c	TUITION/EDUCATION	711110	455,639	455,639		
	d	CONCESSIONS	711110	268,137	272,333	-4,196	
	e	SERVICE CHARGE	711110	224,856	224,856		
	f	All other program service revenue		115,641	48,000	67,641	
	g	Total. Add lines 2a-2f ▶		7,810,032			
Other Revenue	3	Investment income (including dividends, interest and other similar amounts) ▶		94,517		94,517	
	4	Income from investment of tax-exempt bond proceeds ▶					
	5	Royalties ▶					
	6a		(i) Real				
			(ii) Personal				
		6a	Gross rents	102,929	3,671		
		b	Less rental expenses	364,112	600		
	c	Rental income or (loss)	-261,183	3,071			
	d	Net rental income or (loss) ▶		-258,112		-119,293	
	7a		(i) Securities				
			(ii) Other				
		7a	Gross amount from sales of assets other than inventory	5,681			
		b	Less cost or other basis and sales expenses	5,620			
	c	Gain or (loss)	61				
	d	Net gain or (loss) ▶		61		61	
8a	Gross income from fundraising events (not including \$ <u>411,772</u> of contributions reported on line 1c) See Part IV, line 18 a						
b	Less direct expenses b						
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 ▶						
	Miscellaneous Revenue	Business Code					
11a	MISCELLANEOUS REVENUE	711110	13,454	13,454			
b							
c							
d	All other revenue						
e	Total. Add lines 11a-11d ▶		13,454				
12	Total revenue. See Instructions ▶		12,562,857	7,760,041	-55,848	-44,241	

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)

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

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 United States See Part IV, line 21				
2	Grants and other assistance to individuals in the United States See Part IV, line 22	29,334	29,334		
3	Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4	Benefits paid to or for members				
5	Compensation of current officers, directors, trustees, and key employees	432,600	162,225	162,225	108,150
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	4,634,361	3,876,705	565,617	192,039
8	Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9	Other employee benefits	662,956	528,801	89,465	44,690
10	Payroll taxes	451,948	363,978	51,164	36,806
11	Fees for services (non-employees)				
a	Management				
b	Legal				
c	Accounting	60,321		60,321	
d	Lobbying				
e	Professional fundraising See Part IV, line 17	56,611			56,611
f	Investment management fees				
g	Other	1,031,205	1,017,181	14,024	
12	Advertising and promotion	248,980	248,980		
13	Office expenses	667,454	588,735	39,776	38,943
14	Information technology	20,461		20,461	
15	Royalties	526,363	526,363		
16	Occupancy	230,358	220,054	5,152	5,152
17	Travel	318,187	301,159	15,475	1,553
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings				
20	Interest	416,450	398,038	9,206	9,206
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	736,546	703,982	16,282	16,282
23	Insurance	224,267	216,076	3,839	4,352
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	629,711	400,509	149,488	79,714
b	HOUSING	385,943	385,943		
c	PRODUCTION MATERIALS	352,957	352,957		
d	CREDIT CARD FEES	296,340	245,033	39,750	11,557
e					
f	All other expenses	345,565	314,503	27,929	3,133
25	Total functional expenses. Add lines 1 through 24f	12,758,918	10,880,556	1,270,174	608,188
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	175,760	1	264,950
	2 Savings and temporary cash investments	1,504,257	2	249,017
	3 Pledges and grants receivable, net	2,951,990	3	3,593,644
	4 Accounts receivable, net	34,483	4	21,071
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	567,297	9	717,626
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	35,812,104		
	b Less accumulated depreciation	9,507,032	10c	26,305,072
	11 Investments—publicly traded securities	3,880,430	11	4,170,719
	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	112,401	15	154,548
16 Total assets. Add lines 1 through 15 (must equal line 34)	35,406,323	16	35,476,647	
Liabilities	17 Accounts payable and accrued expenses	751,136	17	547,411
	18 Grants payable		18	
	19 Deferred revenue	3,196,995	19	3,744,223
	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	10,168,488	23	9,814,839
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D	735,533	25	780,700
	26 Total liabilities. Add lines 17 through 25	14,852,152	26	14,887,173
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	12,502,496	27	12,542,138
	28 Temporarily restricted net assets	4,701,344	28	4,671,822
	29 Permanently restricted net assets	3,350,331	29	3,375,514
	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	20,554,171	33	20,589,474	
34 Total liabilities and net assets/fund balances	35,406,323	34	35,476,647	

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	12,562,857
2	Total expenses (must equal Part IX, column (A), line 25)	2	12,758,918
3	Revenue less expenses Subtract line 2 from line 1	3	-196,061
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	20,554,171
5	Other changes in net assets or fund balances (explain in Schedule O)	5	231,364
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	20,589,474

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)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No 1545-0047

2011

Open to Public Inspection

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 **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 IRC 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	7,275,348	5,964,568	3,126,540	6,343,913	4,902,905	27,613,274
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	7,275,348	5,964,568	3,126,540	6,343,913	4,902,905	27,613,274
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)						3,504,885
6 Public Support. Subtract line 5 from line 4						24,108,389

Section B. Total Support

Calendar year (or fiscal year beginning in)	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	7,275,348	5,964,568	3,126,540	6,343,913	4,902,905	27,613,274
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	180,095	200,285	170,768	285,092	201,117	1,037,357
9 Net income from unrelated business activities, whether or not the business is regularly carried on	115,946		14,548	5,827		136,321
10 Other income (Explain in Part IV) Do not include gain or loss from the sale of capital assets			40,389	26,166	13,454	80,009
11 Total support (Add lines 7 through 10)						28,866,961
12 Gross receipts from related activities, etc (See instructions)					12	37,584,926

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 2011 (line 6 column (f) divided by line 11 column (f))	14	83.520 %
15 Public Support Percentage for 2010 Schedule A, Part II, line 14	15	82.530 %

16a 33 1/3% support test—2011. 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—2010.** 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—2011.** 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—2010.** 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 IRC 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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public Support Percentage for 2011 (line 8 column (f) divided by line 13 column (f))	15	
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c column (f) divided by line 13 column (f))	17	
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	

- 19a 33 1/3% support tests—2011.** 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—2010.** 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 explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2011

Open to Public Inspection

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b. 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 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 importantly 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: Description, Held at the End of the Year. Rows 2a-2d: Total number of conservation easements, Total acreage restricted by conservation easements, Number of conservation easements on a certified historic structure included in (a), Number of conservation easements included in (c) acquired after 8/17/06.

- 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	3,492,266	2,259,943	2,197,109	2,213,034	
b Contributions	25,183	1,100,200	14,689	38,633	
c Investment earnings or losses	309,173	257,800	95,893	-39,558	
d Grants or scholarships					
e Other expenditures for facilities and programs	148,904	125,677	47,748	15,000	
f Administrative expenses					
g End of year balance	3,677,718	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 ▶ 0.530 %
- b** Permanent endowment ▶ 99.470 %
- c** Term endowment ▶

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

	Yes	No
(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 Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(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		29,860,658	7,548,328	22,312,330
c Leasehold improvements				
d Equipment		1,830,650	1,632,593	198,057
e Other		1,318,497	326,111	992,386
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				26,305,072

Part VII Investments—Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		
Total. (Column (b) should equal Form 990, Part X, col (B) line 12)		

Part VIII Investments—Program Related. See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. (Column (b) should equal Form 990, Part X, col (B) line 13)		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
Total. (Column (b) should equal Form 990, Part X, col.(B) line 15.)	

Part X Other Liabilities. See Form 990, Part X, line 25.

1 (a) Description of Liability	(b) Amount
Federal Income Taxes	
EXECUTIVE RETIREMENT PLAN	518,474
INTEREST RATE SWAP	262,226
Total. (Column (b) should equal Form 990, Part X, col (B) line 25)	780,700

2. Fin 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740)

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	12,562,857
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	12,758,918
3	Excess or (deficit) for the year Subtract line 2 from line 1	3	-196,061
4	Net unrealized gains (losses) on investments	4	215,513
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	15,851
9	Total adjustments (net) Add lines 4 - 8	9	231,364
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	10	35,303

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	13,261,138
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	215,513
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	504,944
e	Add lines 2a through 2d	2e	720,457
3	Subtract line 2e from line 1	3	12,540,681
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	22,176
c	Add lines 4a and 4b	4c	22,176
5	Total Revenue Add lines 3 and 4c . (This should equal Form 990, Part I, line 12)	5	12,562,857

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

1	Total expenses and losses per audited financial statements	1	13,241,686
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	504,944
e	Add lines 2a through 2d	2e	504,944
3	Subtract line 2e from line 1	3	12,736,742
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	22,176
c	Add lines 4a and 4b	4c	22,176
5	Total expenses Add lines 3 and 4c . (This should equal Form 990, Part I, line 18)	5	12,758,918

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 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 ON THE APPLICABLE YEAR. AS OF AUGUST 31, 2012, 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 EXAMINATIONS FOR YEARS PRIOR TO 2007.
PART XI, LINE 8 - OTHER ADJUSTMENTS		GAIN FROM INTEREST RATE SWAP 15,851
PART XII, LINE 2D - OTHER ADJUSTMENTS		RECLASSIFIED SPECIAL EVENT EXPENSES 159,119 RECLASSIFIED RENTAL EXPENSE 345,825
PART XII, LINE 4B - OTHER ADJUSTMENTS		RECLASSIFIED ADVERTISING EXPENSE 22,176
PART XIII, LINE 2D - OTHER ADJUSTMENTS		RECLASSIFIED SPECIAL EVENT EXPENSES 159,119 RECLASSIFIED RENTAL EXPENSE 345,825
PART XIII, LINE 4B - OTHER ADJUSTMENTS		RECLASSIFIED ADVERTISING EXPENSE 22,176

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

**Supplemental Information Regarding
Fundraising or Gaming Activities**

OMB No 1545-0047

2011

**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 (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? Yes No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization. Form 990-EZ filers are not required to complete this table.

(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
		Yes	No			
BAY AREA ARTS MARKETING 485 CASTRO STREET 473 SAN FRANCISCO, CA 94114	TELEFUNDING		No	188,265	56,236	132,029
Total				188,265	56,236	132,029

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

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 (event type)	(event type)	(total number)	(Add col (a) through col (c))
Revenue	1 Gross receipts	669,469			669,469
	2 Less Charitable contributions	411,772			411,772
	3 Gross income (line 1 minus line 2)	257,697			257,697
Direct Expenses	4 Cash prizes	108,234			108,234
	5 Non-cash prizes				
	6 Rent/facility costs				
	7 Food and beverages	113,266			113,266
	8 Entertainment	10,021			10,021
	9 Other direct expenses	26,176			26,176
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				(257,697)
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
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Schedule I (Form 990)

OMB No 1545-0047

Grants and Other Assistance to Organizations, Governments and Individuals in the United States
Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
Attach to Form 990

2011

Open to Public Inspection

Department of the Treasury Internal Revenue Service

Name of the organization
BERKELEY REPERTORY THEATRE

Employer identification number
94-1679756

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?
2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

Table with 8 columns: (a) Name and address of organization or government, (b) EIN, (c) IRC Code section if applicable, (d) Amount of cash grant, (e) Amount of non-cash assistance, (f) Method of valuation (book, FMV, appraisal, other), (g) Description of non-cash assistance, (h) Purpose of grant or assistance.

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table
3 Enter total number of other organizations listed in the line 1 table

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	62	29,334		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 ADMINISTRATOR 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

2011

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

- 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.
- | | |
|---|--|
| <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) |

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

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?

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.

- | | |
|---|---|
| <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 |

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:

a Receive a severance payment or change-of-control payment?

b Participate in, or receive payment from, a supplemental nonqualified retirement plan?

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

Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.

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:

a The organization?

b Any related organization?

If "Yes," to line 5a or 5b, describe in Part III

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:

a The organization?

b Any related organization?

If "Yes," to line 6a or 6b, describe in Part III

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

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

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a		No
4b	Yes	
4c		No
5a		No
5b		No
6a		No
6b		No
7		No
8		No
9		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space 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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, columns (D) and (E) for that individual

(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) TONY TACCONE	(i)	196,980	0	0	27,031	6,021	230,032	0
	(ii)	0	0	0	0	0	0	0
(2) SUSAN MEDAK	(i)	216,433	0	0	6,930	6,021	229,384	0
	(ii)	0	0	0	0	0	0	0

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 - \$20,600

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

NonCash Contributions

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

OMB No 1545-0047

2011

Open to Public Inspection

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) Contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications	X		657	FMV
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	5	58,329	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	2,850	FMV
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
AUCTION/RAFFLE				
25 Other ▶ (ENTERTAINMENT)	X	61	26,884	FMV
AUCTION/RAFFLE				
26 Other ▶ (- MEALS)	X	22	10,053	FMV
AUCTION/RAFFLE				
27 Other ▶ (- WINE)	X	46	39,947	FMV
FASHION				
28 Other ▶ (ITEMS)	X	6	2,800	FMV
PHOTOGRAPHY				
Other ▶ (SESSIONS)	X	2	2,700	FMV
WATCHES AND				
Other ▶ (WALLETS)	X	1	30,500	FMV
FIRMING & LIFTING CREAM				
Other ▶ (SAMPLES)	X	1	10,200	FMV

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** 1

		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?	30a		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?	31		No
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell non-cash contributions?	32a	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 BERKELEY REPERTORY THEATRE

Schedule M (Form 990) 2011

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

2011

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 215,513 GAIN FROM INTEREST RATE SWAP 15,851 TOTAL TO FORM 990, PART XI, LINE 5 231,364

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			
CARRIE AVERY START 911 TRUSTEE	1 00	X						0	0	0
DAVID COX TRUSTEE, TREASURER	1 00	X		X				0	0	0
THALIA DORWICK TRUSTEE	1 00	X						0	0	0
OZ ERICKSON THRU 812 TRUSTEE	1 00	X						0	0	0
WILLIAM ESPEY TRUSTEE	1 00	X						0	0	0
WILLIAM FALIK TRUSTEE, VICE PRESIDENT	1 00	X						0	0	0
LISA FINER START 911 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 START 911 TRUSTEE	1 00	X						0	0	0
JILL FUGARO START 911 TRUSTEE	1 00	X						0	0	0
SCOTT HABER TRUSTEE, SECRETARY	1 00	X		X				0	0	0
DAVID HOFFMAN START 911 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
SANDRA R MCCANDLESS TRUSTEE, VICE PRESIDENT	1 00	X						0	0	0
JULIE MCCRAY START 911 TRUSTEE	1 00	X						0	0	0
HELEN MEYER TRUSTEE, VICE PRESIDENT	1 00	X						0	0	0
PAMELA NICHTER START 911 TRUSTEE	1 00	X						0	0	0
MARY ANN PEOPLES THRU 812 TRUSTEE	1 00	X						0	0	0
LEN RAND THRU 812 TRUSTEE	1 00	X						0	0	0
MARJORIE RANDOLPH TRUSTEE, PRESIDENT	1 00	X		X				0	0	0
JACK SCHAFER TRUSTEE	1 00	X						0	0	0
EMILY SHANKS TRUSTEE	1 00	X						0	0	0
RICHARD SHAPIRO START 911 TRUSTEE, VICE PRESIDENT	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			
SALLY SMITH THRU 812 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 START 911 TRUSTEE	1 00	X						0	0	0
FELICIA WOYTAK TRUSTEE	1 00	X						0	0	0
TONY TACCONE TRUSTEE, ARTISTIC DIRECTOR	40 00	X		X				196,980	0	33,052
SUSAN MEDAK TRUSTEE, MANAGING DIRECTOR	40 00	X		X				216,433	0	12,951
LESLIE WATERS ASSOCIATE ARTISTIC DIRECTOR	40 00					X		116,632	0	20,868
LYNN EVE KOMAROMI DIRECTOR OF DEVELOPMENT	40 00					X		112,760	0	20,711
ROBERT SWEIBEL DIRECTOR OF MARKETING & CO	40 00					X		109,134	0	20,711
KAREN RACANELLI GENERAL MANAGER	40 00					X		108,621	0	20,711
SUZANNE PETTIGREW CONTROLLER	40 00					X		103,138	0	8,956