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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
2012
Open to Public Inspection

A For the 2012 calendar year, or tax year beginning 09-01-2012, 2012, and ending 08-31-2013

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization BERKELEY REPERTORY THEATRE		D Employer identification number 94-1679756
	Doing Business As		E Telephone number (510) 647-2900
	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		G Gross receipts \$ 17,653,281

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	27
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	25
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	357
	6 Total number of volunteers (estimate if necessary)	6	1,000
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	-149,127
b Net unrelated business taxable income from Form 990-T, line 34	7b	-149,129	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	4,902,905	8,595,502
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	7,810,032	8,373,557
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	94,578	95,608
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	-244,658	-365,048
		12,562,857	16,699,619
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	29,334	31,780
	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)	6,181,865	7,210,595
	16a Professional fundraising fees (Part IX, column (A), line 11e)	56,611	53,475
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 896,251		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	6,491,108	5,956,010
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	12,758,918	13,251,860
19 Revenue less expenses Subtract line 18 from line 12	-196,061	3,447,759	
Net Assets or Fund Balances		Beginning of Current Year	End of Year
	20 Total assets (Part X, line 16)	35,476,647	39,616,020
	21 Total liabilities (Part X, line 26)	14,887,173	15,308,187
22 Net assets or fund balances Subtract line 21 from line 20	20,589,474	24,307,833	

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	2014-07-14 Date			
	EMILY SHANKS TREASURER Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name LYNN HENLEY	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P00356034
	Firm's name ▶ ARMANINO LLP	Firm's EIN ▶ 94-6214841			
	Firm's address ▶ 12657 ALCOSTA BOULEVARD SUITE 500 SAN RAMON, CA 945834600	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
 PLEASE SEE SCHEDULE O
-
- 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 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 \$ 9,816,522 including grants of \$) (Revenue \$ 6,048,090)
 BERKELEY REPERTORY THEATRE PRESENTED 452 PERFORMANCES OF 9 SHOWS FOR AN AUDIENCE OF MORE THAN 200,000 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 HAD AN AUSPICIOUS START TO ITS 2012-13 SEASON WITH THE WEST COAST PREMIERE OF DAVID HENRY HWANG'S CHINGLISH, A COMEDY ABOUT AN AMERICAN BUSINESSMAN WHO BECOMES LOST IN TRANSLATION WHEN HE VISITS CHINA TO EARN A LUCRATIVE CONTRACT FOR HIS FAMILY BUSINESS CHINGLISH EARNED STELLAR REVIEWS, BECAME AN AUDIENCE FAVORITE, ENJOYED TWO EXTENSIONS--AND A FEW MONTHS LATER (AFTER A SECOND RUN IN SOUTHERN CALIFORNIA) BERKELEY REP'S PRODUCTION OF CHINGLISH PLAYED TO SOLD-OUT HOUSES AT THE 1,600-SEAT THEATRE AT THE HONG KONG ARTS FESTIVAL, MARKING THE COMPANY'S FIRST SHOW TO TOUR TO ASIA IN JANUARY, BERKELEY REP WAS PROUD TO PREMIERE DAN LEFRANC'S TROUBLEMAKER, OR THE KICK-A ADVENTURES OF BRADLEY BOATRIGHT, THE FIRST PLAY COMMISSIONED AS PART OF THE THEATRE'S NEWLY LAUNCHED GROUND FLOOR NEW PLAYS PROGRAM FOLLOWING A RIGOROUS SERIES OF WORKSHOPS IN SUMMER 2012, THIS PLAY ABOUT A 12-YEAR-OLD BOY WHO FANCIES HIMSELF A SUPERHERO TO COPE WITH HIS PARENTS DIVORCE EARNED GOOD REVIEWS AND ATTRACTED A YOUNGER AUDIENCE--AND BECAME A FAVORITE SHOW OF THE THEATRE'S STUDENT-MATINEE CROWD BERKELEY REP ALSO PRESENTED TWO OTHER WORLD PREMIERES DURING THE HOLIDAYS, TONY AWARD-WINNING DIRECTOR MARY ZIMMERMAN RETURNED TO THE THEATRE WITH HER NEW WORK THE WHITE SNAKE, A CLASSIC ROMANCE FROM CHINESE LEGEND AND ANOTHER SHOW THAT RECEIVED AN EXTENSION SOON AFTER, BERKELEY REP WELCOMED PULITZER PRIZE WINNER LAWRENCE WRIGHT--WHO HAD JUST PUBLISHED THE BESTSELLING GOING CLEAR SCIENTOLOGY, HOLLYWOOD, AND THE PRISON OF BELIEF--AND HIS NEW PLAY FALLACI, A COMPELLING LOOK AT THE COMPLICATED LIFE AND POLITICS OF FAMED ITALIAN JOURNALIST ORIANA FALLACI DRAWING POLITICAL DIGNITARIES AND PLENTY OF PRESS AND STARRING CONCETTA TOMEI, THE PLAY WAS DIRECTED BY OBIE AWARD WINNER OSKAR EUSTIS FALLACI WAS BERKELEY REP'S 65TH WORLD PREMIERE DEAR ELIZABETH MARKED BERKELEY REP'S SECOND WEST COAST PREMIERE OF THE SEASON AND REUNITED THE WINNING TEAM OF PLAYWRIGHT SARAH RUHL AND DIRECTOR LES WATERS, WHO ALSO COLLABORATED ON THE THEATRE'S PAST PRODUCTIONS OF EURYDICE, THREE SISTERS, AND IN THE NEXT ROOM (OR THE VIBRATOR PLAY) DEAR ELIZABETH FOLLOWS THE BEAUTIFUL AND BITTERSWEET FRIENDSHIP BETWEEN ELIZABETH BISHOP AND ROBERT LOWELL ROUNDING OUT THE SUBSCRIPTION SEASON WERE TWO REWORKINGS OF CLASSIC STORIES AN ILIAD AND PERICLES, PRINCE OF TYRE WITH A SCRIPT BY LISA PETERSON AND DENIS OHARE (OF TRUE BLOOD FAME), AN ILIAD STARRED VETERAN SHAKESPEAREAN ACTOR HENRY WORONICZ, WHO LEAD THE POPULAR SHOW INTO AN EXTENSION THE LEGENDARY MARK WING-DAVEY OFFERED UP AN INSPIRED INTERPRETATION OF PERICLES, WHICH FEATURED AN AUDIENCE-PLEASING "STORM AT SEA" ON THE INTIMATE THRUST STAGE, COMPLETE WITH FIREHOSE

4b (Code) (Expenses \$ 885,723 including grants of \$ 31,780) (Revenue \$ 472,786)
 THE BERKELEY REP SCHOOL OF THEATRE PROVIDES COMPREHENSIVE ARTS EXPERIENCES FOR STUDENTS THROUGHOUT THE BAY AREA EACH YEAR THROUGH ONSITE CLASSES AND SCHOLARSHIPS, STUDENT MATINEES, AND FREE AND DEEPLY DISCOUNTED ARTS EDUCATION IN-CLASSROOM RESIDENCIES, BERKELEY REP ENSURES BROAD ACCESS TO SOME OF THE BAY AREA'S FINEST TEACHING ARTISTS AND PRODUCTIONS THE BERKELEY REP SCHOOL OF THEATRE'S 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 OVER THE FISCAL YEAR, THE BERKELEY REP SCHOOL OF THEATRE SERVED 21,277 STUDENTS THROUGH IN-CLASSROOM PROGRAMMING, ONSITE CLASSES, STUDENT MATINEES, TEEN NIGHT EVENTS, AND THE TEEN ONE ACTS OUR IN-CLASSROOM PROGRAMS FOR LOCAL SCHOOLS AND COMMUNITY CENTERS IN NINE BAY AREA COUNTIES PROVIDED 28,007 CONTACT HOURS--OVER 50 PERCENT OF WHICH WERE TO TITLE 1-FUNDED SCHOOLS THE SCHOOL ALSO OFFERED 78 SCHOLARSHIPS FOR ITS ONSITE PROGRAMS TOTALING NEARLY \$30,000 IN PROGRAM SERVICES OVER 250 BAY AREA TEENS TOOK PART IN NEARLY 6,000 CONTACT HOURS OF ART AND LEADERSHIP TRAINING THROUGH THE FREE TEEN COUNCIL FOURTEEN THEATRES ACROSS THE COUNTRY HAVE INSTITUTED PROGRAMS MODELED ON BERKELEY REP'S TEEN COUNCIL

4c (Code) (Expenses \$ including grants of \$) (Revenue \$ 1,254,044)
 BERKELEY REP ALSO HAS THE OPPORTUNITY TO OFFER SPECIAL-EVENT PRESENTATIONS TO OUR AUDIENCES LAST YEAR'S HIT WILD BRIDE RETURNED FOR AN ENCORE PERFORMANCE AT THE BEGINNING OF THE NEW YEAR BEFORE IT ENJOYED A RUN OFF BROADWAY AT ST ANNE'S WAREHOUSE AND OVER THE SUMMER WE INTRODUCED A NEW ARTIST TO BAY AREA AUDIENCES THE AWARD-WINNING HERSHEY FELDER IN HIS SMASH HIT, GEORGE GERSHWIN ALONE THE MASTER ENTERTAINER AND PIANO PRODIGY WOWED AUDIENCES AND CRITICS ALIKE, ENJOYED EXTENDED PERFORMANCES, BECAME A NEW AUDIENCE FAVORITE, AND SMASHED BOX OFFICE RECORDS AT OTHER TIMES, BERKELEY REP OPENS ITS DOORS TO ORGANIZATIONS AND INDIVIDUALS FROM THE COMMUNITY FOR A WIDE RANGE OF EVENTS IN ADDITION TO OUR DOWNTOWN CAMPUS, WE ALSO OFFERED 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 REPS THEATRE AND COURTYARD WE ARE PROUD TO FORGE PARTNERSHIPS WITH FELLOW NONPROFITS TO CONTINUE TRANSFORMING DOWNTOWN INTO A DESTINATION FOR THEATRE LOVERS

(Code) (Expenses \$ 314,228 including grants of \$) (Revenue \$)
 IN THE SUMMER OF 2013, THE GROUND FLOOR BERKELEY REP'S CENTER FOR THE CREATION AND DEVELOPMENT OF NEW WORK HELD ITS SECOND SUMMER LAB WELCOMED 18 PROJECTS FEATURING 27 INNOVATIVE ARTISTS TO ITS WEST BERKELEY CAMPUS FOR AN INTENSE FOUR-WEEK PERIOD WHERE THEY LIVED, DINED, CREATED, AND COLLABORATED--TAKING ADVANTAGE OF THE CREATIVE, FORWARD-THINKING, AND RISK-TAKING CULTURE THAT IS THE HALLMARK OF LIFE IN THE BAY AREA SOME OF THESE PROJECTS MAY LAND ON BERKELEY REP'S STAGES--OR ON STAGES ACROSS THE COUNTRY HUNDREDS OF OUR PATRONS AND DONORS SIGNED UP FOR OUR GROUND FLOOR EMAIL LIST, AND THEY RECEIVED INVITES TO THE SEVERAL FREE PUBLIC WORKSHOPS AND STAGED READINGS

4d Other program services (Describe in Schedule O)
 (Expenses \$ 314,228 including grants of \$) (Revenue \$)

4e Total program service expenses 11,016,473

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 for escrow or custodial account liability, 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 and XII</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 and XII 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, 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 United States? <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 United States? <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> <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 hospital facilities? <i>If "Yes," complete Schedule H</i>		No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules *(continued)*

21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization 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, line 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 through 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, highest 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 employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <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, Part II, III, or IV, and Part V, line 1</i>	34		No
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
b If "Yes" to line 35a, 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		
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 11b 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 ID, question text, and Yes/No response boxes. Rows include questions 1a-1c, 2a-2b, 3a-3b, 4a-4b, 5a-5c, 6a-6b, 7a-7g, 8, 9a-9b, 10a-10b, 11a-11b, 12a-12b, 13a-13c, and 14a-14b.

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 [X]

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (27), 1b (25), 2, 3, 4, 5, 6, 7a, 7b, 8a, 8b, 9.

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

Table with 3 columns: Question, Yes, No. Rows include: 10a, 10b, 11a, 11b, 12a, 12b, 12c, 13, 14, 15a, 15b, 16a, 16b.

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. [X] Own website [] Another's website [X] Upon request [] Other (explain in Schedule O)
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 during the tax year
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 (510) 647-2955

Part VIII Statement of Revenue

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

		(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	491,879				
	d Related organizations 1d					
	e Government grants (contributions) 1e	21,200				
	f All other contributions, gifts, grants, and similar amounts not included above 1f	8,082,423				
	g Noncash contributions included in lines 1a-1f \$	2,321,934				
	h Total. Add lines 1a-1f		8,595,502			
Program Service Revenue	2a <u>ADMISSIONS</u> Business Code					
		711110	5,968,379	5,968,379		
	b <u>SPECIAL PROGRAM REVENUE</u>	711110	1,262,394	1,262,394		
	c <u>TUITION/EDUCATION</u>	711110	472,786	472,786		
	d <u>CONCESSIONS</u>	711110	294,402	307,463	-13,061	
	e <u>SERVICE CHARGE</u>	711110	222,888	222,888		
	f All other program service revenue		152,708	79,711	72,997	
	g Total. Add lines 2a-2f		8,373,557			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		97,903		97,903	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties		77,420	77,420		
	6a Gross rents	(i) Real	101,208			
		(ii) Personal		5,575		
		b Less rental expenses	557,970		646	
		c Rental income or (loss)	-456,762		4,929	
	d Net rental income or (loss)		-451,833		-209,063	-242,770
	7a Gross amount from sales of assets other than inventory	(i) Securities	55,219			
		(ii) Other				
		b Less cost or other basis and sales expenses	57,514			
		c Gain or (loss)	-2,295			
	d Net gain or (loss)		-2,295			-2,295
	8a Gross income from fundraising events (not including \$ 491,879 of contributions reported on line 1c) See Part IV, line 18	a		337,532		
		b Less direct expenses b		337,532		
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 <u>MISCELLANEOUS REVENUE</u>	711110	9,365			9,365	
b _____						
c _____						
d All other revenue						
e Total. Add lines 11a-11d		9,365				
12 Total revenue. See Instructions		16,699,619	8,391,041	-149,127	-137,797	

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)

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	31,780	31,780		
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	500,000	187,500	137,500	175,000
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	5,307,600	4,243,506	646,065	418,029
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)				
9	Other employee benefits	905,721	711,497	127,855	66,369
10	Payroll taxes	497,274	399,997	52,678	44,599
11	Fees for services (non-employees)				
a	Management				
b	Legal				
c	Accounting	63,858		63,858	
d	Lobbying				
e	Professional fundraising services. See Part IV, line 17	53,475			53,475
f	Investment management fees				
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	649,827	636,327	13,500	
12	Advertising and promotion	704,667	673,957		30,710
13	Office expenses	568,418	403,924	103,471	61,023
14	Information technology				
15	Royalties	462,936	462,936		
16	Occupancy	446,820	394,245	44,352	8,223
17	Travel	294,547	279,553	8,752	6,242
18	Payments of travel or entertainment expenses for any federal, state, or local public officials				
19	Conferences, conventions, and meetings				
20	Interest	330,874	312,910	8,982	8,982
21	Payments to affiliates				
22	Depreciation, depletion, and amortization	696,023	658,948	18,537	18,538
23	Insurance	232,760	222,347	5,352	5,061
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a	MISCELLANEOUS	573,131	464,897	108,234	
b	HOUSING	470,501	470,501		
c	PRODUCTION MATERIALS	461,648	461,648		
d					
e	All other expenses				
25	Total functional expenses. Add lines 1 through 24e	13,251,860	11,016,473	1,339,136	896,251
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

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

		(A)		(B)
		Beginning of year		End of year
Assets	1 Cash—non-interest-bearing	264,950	1	211,882
	2 Savings and temporary cash investments	249,017	2	2,498,962
	3 Pledges and grants receivable, net	3,593,644	3	5,442,622
	4 Accounts receivable, net	21,071	4	1,943
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5
	6 Loans and other 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) 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	717,626	9	559,868
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	36,872,415		
	b Less accumulated depreciation	10,435,330	10c	26,437,085
	11 Investments—publicly traded securities	4,170,719	11	4,310,811
	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	154,548	15	152,847
16 Total assets. Add lines 1 through 15 (must equal line 34)	35,476,647	16	39,616,020	
Liabilities	17 Accounts payable and accrued expenses	547,411	17	911,043
	18 Grants payable		18	
	19 Deferred revenue	3,744,223	19	4,365,232
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Loans and other 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	9,814,839	23	9,279,107
	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	780,700	25	752,805
	26 Total liabilities. Add lines 17 through 25	14,887,173	26	15,308,187
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	12,542,138	27	14,567,851
	28 Temporarily restricted net assets	4,671,822	28	6,344,468
	29 Permanently restricted net assets	3,375,514	29	3,395,514
	Organizations that do not follow SFAS 117 (ASC 958), 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	20,589,474	33	24,307,833	
34 Total liabilities and net assets/fund balances	35,476,647	34	39,616,020	

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	16,699,619
2	Total expenses (must equal Part IX, column (A), line 25)	2	13,251,860
3	Revenue less expenses Subtract line 2 from line 1	3	3,447,759
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	20,589,474
5	Net unrealized gains (losses) on investments	5	160,091
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	110,509
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	24,307,833

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? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		No
2b Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited 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 separate basis	Yes	
2c If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
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
3b 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		

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 (list any hours for related organizations below dotted line)	(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			
MARJORIE RANDOLPH TRUSTEE, PRESIDENT	1 00	X		X				0	0	0
THALIA DORWICK TRUSTEE, EXECUTIVE VICE PRESIDENT	1 00	X		X				0	0	0
HELEN MEYER TRUSTEE, VICE PRESIDENT	1 00	X		X				0	0	0
RICHARD SHAPIRO TRUSTEE, VICE PRESIDENT	1 00	X		X				0	0	0
SCOTT HABER TRUSTEE, SECRETARY	1 00	X		X				0	0	0
EMILY SHANKS TRUSTEE, TREASURER	1 00	X		X				0	0	0
PAMELA NICTER TRUSTEE, CHAIR, AUDIT COMMITTEE	1 00	X						0	0	0
CARRIE AVERY TRUSTEE	1 00	X						0	0	0
STEVE BUSTER THRU 1212 TRUSTEE	1 00	X						0	0	0
MARTHA EHMANN CONTE START 912 TRUSTEE	1 00	X						0	0	0
ROBIN EDWARDS START 912 TRUSTEE	1 00	X						0	0	0
WILLIAM ESPEY TRUSTEE	1 00	X						0	0	0
WILLIAM FALIK 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 THRU 813 TRUSTEE	1 00	X						0	0	0
PAUL FRIEDMAN TRUSTEE	1 00	X						0	0	0
JILL FUGARO 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
JACK SCHAFER 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

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 (list any hours for related organizations below dotted line)	(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			
GAIL WAGNER TRUSTEE	1 00	X						0	0	0
TONY TACCONE TRUSTEE, ARTISTIC DIRECTOR	40 00	X		X				266,884	0	30,845
SUSAN MEDAK TRUSTEE, MANAGING DIRECTOR	40 00	X		X				201,654	0	16,205
LYNN EVE KOMAROMI DIRECTOR OF DEVELOPMENT	40 00					X		121,271	0	22,424
ROBERT SWEIBEL DIRECTOR OF MARKETING	40 00					X		116,993	0	18,369
KAREN RACANELLI GENERAL MANAGER	40 00					X		110,389	0	21,501
SUZANNE PETTIGREW CONTROLLER	40 00					X		103,119	0	8,391

SCHEDULE A
(Form 990 or 990EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2012

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 - Non-functionally integrated
- 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 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 monetary 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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	5,964,568	3,126,540	6,343,913	4,902,905	8,595,502	28,933,428
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	5,964,568	3,126,540	6,343,913	4,902,905	8,595,502	28,933,428
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)						4,644,362
6 Public support. Subtract line 5 from line 4						24,289,066

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	5,964,568	3,126,540	6,343,913	4,902,905	8,595,502	28,933,428
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	200,285	170,768	285,092	201,117	281,504	1,138,766
9 Net income from unrelated business activities, whether or not the business is regularly carried on		14,548	5,827			20,375
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)		40,389	26,166	13,454	9,365	89,374
11 Total support (Add lines 7 through 10)						30,181,943
12 Gross receipts from related activities, etc. (see instructions)					12	39,618,657
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 <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	80.480%
15 Public support percentage for 2011 Schedule A, Part II, line 14	15	83.520%
16a 33 1/3% support test—2012. 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 <input checked="" type="checkbox"/>		
b 33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
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 <input type="checkbox"/>		

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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(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 2012 (line 8, column (f) divided by line 13, column (f))	15	
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	

- 19a 33 1/3% support tests—2012.** 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—2011.** 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.** 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).

Facts And Circumstances Test

Explanation

SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2012

Open to Public Inspection

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 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 3 columns: (a) Donor advised funds, (b) Funds and other accounts, and a Yes/No column. Rows include total number at end of year, aggregate contributions, aggregate grants, aggregate value, and questions about donor advised funds and grant purposes.

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

Table with 2 columns: Description and Held at the End of the Year. Rows include purpose(s) of conservation easements, total number of easements, total acreage, and various monitoring and reporting questions.

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.

Table with 2 columns: Description and Amount. Rows include questions about reporting works of art, historical treasures, or other similar assets held for public exhibition, education, or research.

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

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

- a** Public exhibition
- b** Scholarly research
- c** Preservation for future generations
- d** Loan or exchange programs
- e** Other

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

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 XIII 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 XIII. Check here if the explanation has been provided in Part XIII

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	3,677,718	3,492,266	2,259,943	2,197,109	2,213,034
b Contributions	25,000	25,183	1,100,200	14,689	38,633
c Net investment earnings, gains, and losses	256,821	309,173	257,800	95,893	-39,558
d Grants or scholarships					
e Other expenditures for facilities and programs	174,804	148,904	125,677	47,748	15,000
f Administrative expenses					
g End of year balance	3,784,735	3,677,718	3,492,266	2,259,943	2,197,109

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

- a** Board designated or quasi-endowment ▶ 0 650 %
 - b** Permanent endowment ▶ 89 710 %
 - c** Temporarily restricted endowment ▶ 9 640 %
- The percentages in lines 2a, 2b, and 2c should equal 100%

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 XIII 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		30,082,499	8,381,016	21,701,483
c Leasehold improvements				
d Equipment		1,921,055	1,712,748	208,307
e Other		2,066,562	341,566	1,724,996
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				26,437,085

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) must 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) must 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) must 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) Book value
Federal income taxes	
EXECUTIVE RETIREMENT PLAN	601,088
INTEREST RATE SWAP	151,717
Total. (Column (b) must equal Form 990, Part X, col (B) line 25)	752,805

2. Fin 48 (ASC 740) Footnote In Part XIII, 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) Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	17,726,635
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
a	Net unrealized gains on investments	2a	160,091
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII)	2d	
e	Add lines 2a through 2d	2e	160,091
3	Subtract line 2e from line 1	3	17,566,544
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 XIII)	4b	-866,925
c	Add lines 4a and 4b	4c	-866,925
5	Total revenue Add lines 3 and 4c . (This must equal Form 990, Part I, line 12)	5	16,699,619

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

1	Total expenses and losses per audited financial statements	1	14,118,785
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 XIII)	2d	866,925
e	Add lines 2a through 2d	2e	866,925
3	Subtract line 2e from line 1	3	13,251,860
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 XIII)	4b	
c	Add lines 4a and 4b	4c	0
5	Total expenses Add lines 3 and 4c . (This must equal Form 990, Part I, line 18)	5	13,251,860

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, 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, LINE 2	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, 2013, 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 2007 FOR U S FEDERAL TAX RETURNS, THE THEATRE IS NO LONGER SUBJECT TO TAX EXAMINATIONS FOR YEARS PRIOR TO 2008
PART XI, LINE 4B - OTHER ADJUSTMENTS		RECLASSIFIED RENTAL EXPENSE -529,593 SPECIAL EVENT EXPENSE -337,332
PART XII, LINE 2D - OTHER ADJUSTMENTS		RECLASSIFIED SPECIAL EVENT EXPENSES 337,332 RECLASSIFIED RENTAL EXPENSE 529,593

SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2012

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. Form 990-EZ filers are not required to complete this part.

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 email 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 under which the fundraiser is to be compensated at least \$5,000 by the organization

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. Includes entry for BAY AREA ARTS MARKETING.

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 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. 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	829,411			829,411
	2 Less Contributions	491,879			491,879
	3 Gross income (line 1 minus line 2)	337,532			337,532
Direct Expenses	4 Cash prizes	27,220			27,220
	5 Noncash prizes	164,284			164,284
	6 Rent/facility costs				
	7 Food and beverages	101,923			101,923
	8 Entertainment	7,260			7,260
	9 Other direct expenses	36,845			36,845
10	Direct expense summary Add lines 4 through 9 in column (d) ▶				(337,532)
11	Net income summary Combine line 3, column (d), and line 10 ▶				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))
		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 _____

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 Enter 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 of the third party

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 Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

Identifier	Return Reference	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

2012

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.

Attach to Form 990

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. Part II can be duplicated 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.

Part III can be duplicated 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	79	31,780		FMV	

Part IV Supplemental Information.

Complete this part to provide the information required in Part I, line 2, Part III, column (b), 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

2012

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

- 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 indemnification 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 of 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 filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III

- | | |
|---|---|
| <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 Regulations 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 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) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title		(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 as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) TONY TACCONI TRUSTEE, ARTISTIC DIRECTOR	(i)	196,995	0	69,889	24,514	6,331	297,729	0
	(ii)	0	0	0	0	0	0	0
(2) SUSAN MEDAK TRUSTEE, MANAGING DIRECTOR	(i)	201,654	0	0	4,326	11,879	217,859	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, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
	PART I, LINE 4B	TONY TACCONE ALLOCATED \$20,600 IN CALENDAR YEAR 2012 TO A SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN. THE AMOUNT ALLOCATED TO THE SERP WAS PLACED IN A RABBI TRUST. TONY TACCONE RECEIVED \$69,889 IN ROYALTY PAYMENTS FROM THE BERKELEY REPERTORY THEATRE. THESE PAYMENTS HAVE BEEN REPORTED IN PART VII OF THE CORE FORM AND IN SCHEDULE J, PART II(B)(III) AS "OTHER REPORTABLE COMPENSATION."

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

OMB No 1545-0047
2012
Open to Public Inspection

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

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 noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications	X		1,800	FMV
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	5	1,890,705	FMV
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests	X	1	70,121	FMV
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	5	21,972	FMV
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (<u>See Addn'l Data Table</u>)				
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 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 noncash contributions?	32a	Yes	
b If "Yes," describe in Part II			
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II			

Part III Supplemental Information. Complete this part to provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. 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

Additional Data

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

Part I, Types of Property, lines 25-28

	(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 noncash contribution amounts
AUCTION/RAFFLE -				
Other ▶ (<u>ENTERTAINMENT</u>)	X	44	28,946	FMV
AUCTION/RAFFLE Other ▶ (- <u>MEALS</u>)	X	44	14,428	FMV
AUCTION/RAFFLE Other ▶ (- <u>WINE</u>)	X	53	21,295	FMV
FASHION Other ▶ (<u>ITEMS</u>)	X	15	9,989	FMV

Part I, Types of Property, lines 25-28

	(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 noncash contribution amounts
Other ▶ (<u>WATCHES</u>) FIRMING & LIFTING CREAM	X	1	42,000	FMV
Other ▶ (<u>SAMPLES</u>) SOUND	X	1	21,250	FMV
Other ▶ (<u>EQUIPMENT</u>) AUCTION/RAFFLE	X	1	82,630	FMV
Other ▶ (<u>- OTHER</u>)	X	1	6,375	FMV

Part I, Types of Property, lines 25-28

Other ▶ (SPECIAL
EVENT
TOTE BAGS,
ETC)

Other ▶ (DONATED
THEATRE
TKTS)

(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 noncash contribution amounts
X	2	4,656	FMV
X	460	45,767	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

2012

Open to Public Inspection

Name of the organization
BERKELEY REPERTORY THEATRE

Employer identification number

94-1679756

Identifier	Return Reference	Explanation
MISSION STATEMENT	FORM 990, PART III, SECTION 1	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

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 9	GAIN FROM INTEREST RATE SWAP 110,509

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