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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 private foundations)**  
 Do not enter Social Security numbers on this form as it may be made public. By law, the IRS generally cannot redact the information on the form.  
 Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990)

OMB No 1545-0047  
**2013**  
**Open to Public Inspection**

**A For the 2013 calendar year, or tax year beginning 09-01-2013, 2013, and ending 08-31-2014**

<b>B</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	<b>C</b> 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 province, country, and ZIP or foreign postal code BERKELEY, CA 94710	<b>D</b> Employer identification number 94-1679756 <b>E</b> Telephone number (510) 647-2900 <b>G</b> Gross receipts \$ 17,137,757
<b>F</b> Name and address of principal officer SUSAN MEDAK 999 HARRISON STREET BERKELEY, CA 94710		<b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) <b>H(c)</b> Group exemption number
<b>I</b> Tax-exempt status <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) ( ) (insert no ) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
<b>J</b> Website: WWW.BERKELEYREP.ORG		
<b>K</b> Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other		<b>L</b> Year of formation 1968 <b>M</b> State of legal domicile CA

**Part I Summary**

<b>1</b>	Briefly describe the organization's mission or most significant activities THE THEATRE PRODUCES PREMIERS OF NEW WORK AND MAJOR PRODUCTIONS FROM AN INTERNATIONAL REPERTOIRE			
<b>2</b>	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets			
<b>3</b>	Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>		32
<b>4</b>	Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>		30
<b>5</b>	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	<b>5</b>		365
<b>6</b>	Total number of volunteers (estimate if necessary)	<b>6</b>		1,000
<b>7a</b>	Total unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>		-146,506
<b>b</b>	Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>		-146,506
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b>		<b>Current Year</b>
	<b>9</b> Program service revenue (Part VIII, line 2g)	8,595,502		6,643,835
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	8,373,557		9,916,699
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	95,608		80,283
	<b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	-365,048		-385,756
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1–3)	16,699,619		16,255,061
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)	31,780		28,444
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	0		0
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	7,210,595		7,691,890
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) <u>1,015,454</u>	53,475		51,917
	<b>17</b> Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	5,956,010		6,769,951
<b>18</b> Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	13,251,860		14,542,202	
<b>19</b> Revenue less expenses Subtract line 18 from line 12	3,447,759		1,712,859	
<b>Net Assets or Fund Balances</b>	<b>20</b> Total assets (Part X, line 16)	<b>Beginning of Current Year</b>		<b>End of Year</b>
	<b>21</b> Total liabilities (Part X, line 26)	39,616,020		41,541,720
	<b>22</b> Net assets or fund balances Subtract line 21 from line 20	15,308,187		15,188,581

**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.

<b>Sign Here</b>	***** Signature of officer	2015-06-18 Date			
	EMILY SHANKS TREASURER Type or print name and title				
<b>Paid Preparer Use Only</b>	Print/Type preparer's name LYNN HENLEY	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN P00356034
	Firm's name <u>ARMANINO LLP</u>	Firm's EIN <u>94-6214841</u>			
	Firm's address <u>12657 ALCOSTA BOULEVARD SUITE 500 SAN RAMON, CA 945834600</u>	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 or note to any line in this Part III

**1** Briefly describe the organization's mission

PLEASE SEE SCHEDULE O FOR THE COMPLETE MISSION STATEMENT

**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 \$ 10,570,125 including grants of \$ ) (Revenue \$ 8,425,025 )  
BERKELEY REPERTORY THEATRE PRESENTED A RECORD 525 PERFORMANCES OF 12 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 2013-14 SEASON IN AUGUST WITH A SPECIAL ENGAGEMENT OF HAROLD PINTER'S NO MAN'S LAND STARRING IAN MCKELLEN, PATRICK STEWART, BILLY CRUDUP, AND SHULER HENSLEY UNDER THE DIRECTION OF SEAN MATHIAS, THESE PHENOMENAL ACTORS OF THE STAGE AND SCREEN WOWED BAY AREA AUDIENCES BEFORE TAKING THE PRODUCTION TO BROADWAY ON A DOUBLE BILL WITH BECKETT'S WAITING FOR GODOT IN THE FALL FOR AN ACCLAIMED RUN THE SEASON OFFICIALLY BEGAN WITH THE 2013 TONY AWARD WINNER FOR BEST PLAY, CHRISTOPHER DURANG'S VANYA AND SONIA AND MASHA AND SPIKE THE ROLLICKING COMEDY THAT TURNED CHEKHOV ON HIS HEAD AND DELIGHTED AUDIENCES ALSO REUNITED LONGTIME BERKELEY REP ACTORS SHARON LOCKWOOD AND LORRI HOLT ALONG WITH DIRECTOR RICHARD E T WHITE THE PIANIST OF WILLESDEN LANE WAS A SURPRISE HIT OF THE SEASON THE TRUE STORY OF PIANIST LISA JURA, A YOUNG JEWISH MUSICIAN WHOSE DREAMS ARE INTERRUPTED BY THE NAZI REGIME, WAS PLAYED BY HER DAUGHTER MONA GOLABEK, A CONCERT PIANIST WHO ALSO PERFORMED SOME OF THE WORLD'S MOST BEAUTIFUL MUSIC LIVE THE SHOW ENJOYED TWO EXTENSIONS AND BROKE BOX OFFICE RECORDS, WITH MANY PATRONS REPORTING THAT THEY SAW IT TWO OR THREE TIMES IN MARCH, ACTOR STEVEN EPP RETURNED TO BERKELEY REP WITH A CRIMINALLY FUNNY ACCIDENTAL DEATH OF AN ANARCHIST BY DARIO FO, DIRECTED BY CHRISTOPHER BAYES IN KEEPING WITH FO'S ORIGINAL INTENTION FOR THE PLAY, THEY UPDATED THE SCRIPT TO INCLUDE REFERENCES TO THE GREAT RECESSION, ELICITING A PASSIONATE RESPONSE FROM AUDIENCE MEMBERS NINA RAINE'S TRIBES FOLLOWED THE STORY OF A YOUNG DEAF MAN TRYING TO FIND A PLACE IN A WORLD WHERE EVERYONE NEEDS TO BE HEARD, TRIBES FEATURED A DEAF ACTOR JAMES CAVERLY, WHO PREVIOUSLY PERFORMED THE ROLE AT A THEATRE ON THE EAST COAST JAMES HAD AN ASL INTERPRETER WHO WORKED WITH HIM IN REHEARSALS, PERFORMANCES, AND WAS ALSO AVAILABLE NIGHT AND DAY THE PRODUCTION HAD AN ASL CONSULTANT, ANTHONY NATALE, WHO IS BEST KNOWN FOR HIS PERFORMANCE IN THE FILM MR HOLLAND'S OPUS AND WHO ENSURED THE SIGNS USED ON STAGE WERE APPROPRIATE BERKELEY REP DID EXTENSIVE OUTREACH TO THE DEAF COMMUNITY, HIRING A CONSULTANT FROM THE COMMUNITY AND SCHEDULING THREE ASL PERFORMANCES AND THREE OPEN-CAPTIONING PERFORMANCES (AN ADDITIONAL TWO) AUDIENCES COULD USE THEIR SMARTPHONES TO SCAN IMAGES IN THE SHOW PROGRAM AND IN THE LOBBY TO VIEW AN ASL VIDEO TRANSLATION AND THE VIDEO DISPLAY IN THE LOBBY FEATURED A WELCOME MESSAGE IN ASL BERKELEY REP WAS PROUD TO PRESENT THE WORLD PREMIERE OF THE HOUSE THAT WILL NOT STAND, A WITTY AND SENSUOUS PLAY THAT WE COMMISSIONED FROM OAKLAND NATIVE MARCUS GARDLEY AND DEVELOPED IN THE GROUND FLOOR BERKELEY REP'S CENTER FOR THE CREATION AND DEVELOPMENT OF NEW WORK THIS POWERFUL DRAMA ABOUT FREE WOMEN OF COLOR IN 1836 NEW ORLEANS EARNED TERRIFIC REVIEWS BEFORE IT WENT ON ACCLAIMED PRODUCTIONS AT YALE REPERTORY THEATRE AND TRICYCLE THEATRE IN LONDON BERKELEY REP ALSO OFFERED UP TWO WEST COAST PREMIERES KNEEHIGH RETURNED WITH TRISTAN & YSEULT, A FANTASTICALLY INVENTIVE TAKE ON THE CLASSIC LOVE STORY, WHICH ENJOYED AN EXTENDED RUN ARTISTIC DIRECTOR TONY TACCONE TEAMED UP WITH LONGTIME COLLABORATOR TONY KUSHNER FOR THE EPIC TALE OF LOVE, FAMILY, SEX, MONEY, AND POLITICS IN THE INTELLIGENT HOMOSEXUAL'S GUIDE TO CAPITALISM AND SOCIALISM WITH A KEY TO THE SCRIPTURES THE WINNER OF TWO TONY AWARDS, THREE OBIES, AN EMMY, AND A PULITZER PRIZE, KUSHNER REWORKED THE SCRIPT SIGNIFICANTLY FOR ITS BERKELEY REP RUN, WHICH FEATURED MARK MARGOLIS, KNOWN FOR HIS ROLE IN THE AWARD-WINNING TV SERIES BREAKING BAD

**4b** (Code ) (Expenses \$ 915,661 including grants of \$ 28,444 ) (Revenue \$ 554,603 )  
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 24,136 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 25,170 CONTACT HOURS - 47% OF WHICH WERE TO TITLE 1-FUNDED SCHOOLS THE SCHOOL ALSO OFFERED 66 SCHOLARSHIPS FOR ITS ONSITE PROGRAMS TOTALING NEARLY \$30,000 IN PROGRAM SERVICES OVER 400 BAY AREA TEENS TOOK PART IN NEARLY 7,000 CONTACT HOURS OF ART AND LEADERSHIP TRAINING THROUGH THE FREE TEEN COUNCIL FOURTEEN ARTS ORGANIZATIONS ACROSS THE COUNTRY HAVE INSTITUTED PROGRAMS MODELED ON BERKELEY REP'S TEEN COUNCIL

**4c** (Code ) (Expenses \$ including grants of \$ ) (Revenue \$ 894,180 )  
BERKELEY REP ALSO OFFERED A NUMBER OF OTHER SPECIAL PRESENTATIONS, INCLUDING AUDIENCE FAVORITE HERSHEY FELDER AFTER THE SMASH SUCCESS OF GEORGE GERSHWIN ALONE IN THE PREVIOUS SEASON, HE RETURNED WITH TWO SHOWS FROM HIS COMPOSERS SONATA SERIES HERSHEY FELDER AS LEONARD BERNSTEIN IN MAESTRO AND MONSIEUR CHOPIN, BOTH OF WHICH ENJOYED SOLD-OUT PERFORMANCES WE ALSO HOSTED THE 10TH ANNIVERSARY ENGAGEMENT OF BRIAN COPELAND'S NOT A GENUINE BLACK MAN, THE LONGEST-RUNNING SOLO SHOW IN SAN FRANCISCO'S HISTORY THIS TALE OF GROWING UP BLACK IN ONE OF AMERICA'S MOST RACIST SUBURBS OPENED OUR THIRD SPACE, THE OSHER STUDIO AND BERKELEY REP WELCOMED BACK MIKHAIL BARYSHNIKOV ALONG WITH THE MASTERMINDS BEHIND THE OBIE AWARD-WINNING BIG DANCE THEATER FOR AN INNOVATIVE TAKE ON TWO OF ANTON CHEKHOV'S SHORT STORIES, MAN IN A CASE AND ABOUT LOVE 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 \$ 472,832 including grants of \$ ) (Revenue \$ )  
IN THE SUMMER OF 2014, THE GROUND FLOOR BERKELEY REP'S CENTER FOR THE CREATION AND DEVELOPMENT OF NEW WORK HELD ITS THIRD SUMMER LAB RECEIVED 400 APPLICATIONS AND WELCOMED 18 PROJECTS FEATURING MORE THAN 30 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 ULTIMATELY LAND ON BERKELEY REP'S STAGES, MANY OTHER LAND ON STAGES THROUGHOUT 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 \$ 472,832 including grants of \$ ) (Revenue \$ )

**4e** Total program service expenses 11,958,618

**Part IV Checklist of Required Schedules**

	Yes	No
<b>1</b> 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	
<b>2</b> Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)? <input checked="" type="checkbox"/>	Yes	
<b>3</b> 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
<b>4</b> <b>Section 501(c)(3) organizations.</b> 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
<b>5</b> 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
<b>6</b> 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
<b>7</b> 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
<b>8</b> 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
<b>9</b> 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
<b>10</b> 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	
<b>11</b> 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		
<b>a</b> 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>b</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
<b>c</b> 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
<b>d</b> 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
<b>e</b> 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	
<b>f</b> 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	
<b>12a</b> 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>b</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
<b>13</b> Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		No
<b>14a</b> Did the organization maintain an office, employees, or agents outside of the United States?		No
<b>b</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
<b>15</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		No
<b>16</b> Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		No
<b>17</b> 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	
<b>18</b> 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	
<b>19</b> 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
<b>20a</b> Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		No
<b>b</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)*

<b>21</b>	Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i> . . . . . <input checked="" type="checkbox"/>	<b>21</b>		No
<b>22</b>	Did the organization report more than \$5,000 of grants or 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> . . . . . <input checked="" type="checkbox"/>	<b>22</b>	Yes	
<b>23</b>	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> . . . . . <input checked="" type="checkbox"/>	<b>23</b>	Yes	
<b>24a</b>	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 25a</i> . . . . .	<b>24a</b>		No
<b>b</b>	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .	<b>24b</b>		
<b>c</b>	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .	<b>24c</b>		
<b>d</b>	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .	<b>24d</b>		
<b>25a</b>	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i> . . . . .	<b>25a</b>		No
<b>b</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> . . . . .	<b>25b</b>		No
<b>26</b>	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, complete Schedule L, Part II</i> . . . . .	<b>26</b>		No
<b>27</b>	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> . . . . .	<b>27</b>		No
<b>28</b>	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)			
<b>a</b>	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	<b>28a</b>		No
<b>b</b>	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i> . . . . .	<b>28b</b>		No
<b>c</b>	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> . . . . .	<b>28c</b>		No
<b>29</b>	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . . . . <input checked="" type="checkbox"/>	<b>29</b>	Yes	
<b>30</b>	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i> . . . . . <input checked="" type="checkbox"/>	<b>30</b>		No
<b>31</b>	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i> . . . . .	<b>31</b>		No
<b>32</b>	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> . . . . .	<b>32</b>		No
<b>33</b>	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> . . . . .	<b>33</b>		No
<b>34</b>	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> . . . . .	<b>34</b>		No
<b>35a</b>	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	<b>35a</b>		No
<b>b</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> . . . . .	<b>35b</b>		
<b>36</b>	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i> . . . . .	<b>36</b>		No
<b>37</b>	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> . . . . .	<b>37</b>		No
<b>38</b>	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .	<b>38</b>	Yes	

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

Check if Schedule O contains a response or note to any line in this Part V

		Yes	No
<b>1a</b>	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. <b>1a</b> 161		
<b>1b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. <b>1b</b> 0		
<b>1c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	Yes	
<b>2a</b>	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. <b>2a</b> 365		
<b>2b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	Yes	
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year?	Yes	
<b>3b</b>	If "Yes," has it filed a Form 990-T for this year? If "No" to line 3b, provide an explanation in Schedule O.	Yes	
<b>4a</b>	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		No
<b>b</b>	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		No
<b>5b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
<b>5c</b>	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
<b>6a</b>	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		No
<b>6b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>a</b>	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	Yes	
<b>7b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?	Yes	
<b>7c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		No
<b>7d</b>	If "Yes," indicate the number of Forms 8282 filed during the year. <b>7d</b>		
<b>7e</b>	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		No
<b>7f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
<b>7g</b>	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
<b>7h</b>	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	Yes	
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>		
<b>9a</b>	Did the organization make any taxable distributions under section 4966?		
<b>9b</b>	Did the organization make a distribution to a donor, donor advisor, or related person?		
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter		
<b>10a</b>	Initiation fees and capital contributions included on Part VIII, line 12. <b>10a</b>		
<b>10b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. <b>10b</b>		
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter		
<b>11a</b>	Gross income from members or shareholders. <b>11a</b>		
<b>11b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them). <b>11b</b>		
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?		
<b>12b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year. <b>12b</b>		
<b>13</b>	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
<b>13a</b>	Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O. <b>13a</b>		
<b>13b</b>	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans. <b>13b</b>		
<b>13c</b>	Enter the amount of reserves on hand. <b>13c</b>		
<b>14a</b>	Did the organization receive any payments for indoor tanning services during the tax year?		No
<b>14b</b>	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

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

Check if Schedule O contains a response or note to any line in this Part VI

**Section A. Governing Body and Management**

		Yes	No
<b>1a</b>	Enter the number of voting members of the governing body at the end of the tax year . . . . .		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O		
<b>1b</b>	Enter the number of voting members included in line 1a, above, who are independent . . . . .		
<b>2</b>	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
<b>3</b>	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
<b>4</b>	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? . . . . .		No
<b>5</b>	Did the organization become aware during the year of a significant diversion of the organization's assets? . . . . .		No
<b>6</b>	Did the organization have members or stockholders? . . . . .		No
<b>7a</b>	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
<b>7b</b>	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? . . . . .		No
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
<b>8a</b>	The governing body? . . . . .	Yes	
<b>8b</b>	Each committee with authority to act on behalf of the governing body? . . . . .	Yes	
<b>9</b>	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
<b>10a</b>	Did the organization have local chapters, branches, or affiliates? . . . . .		No
<b>10b</b>	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?		
<b>11a</b>	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? . . . . .	Yes	
<b>11b</b>	Describe in Schedule O the process, if any, used by the organization to review this Form 990 . . . . .		
<b>12a</b>	Did the organization have a written conflict of interest policy? If "No," go to line 13 . . . . .	Yes	
<b>12b</b>	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . .	Yes	
<b>12c</b>	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done . . . . .	Yes	
<b>13</b>	Did the organization have a written whistleblower policy? . . . . .	Yes	
<b>14</b>	Did the organization have a written document retention and destruction policy? . . . . .		No
<b>15</b>	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?		
<b>15a</b>	The organization's CEO, Executive Director, or top management official . . . . .	Yes	
<b>15b</b>	Other officers or key employees of the organization . . . . .	Yes	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
<b>16a</b>	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? . . . . .		No
<b>16b</b>	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  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 94710 (510) 647-2955





**Part VIII Statement of Revenue**

Check if Schedule O contains a response or note to any line in this Part VIII

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512-514	
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	<b>1a</b>	Federated campaigns . . . . . <b>1a</b>					
	<b>b</b>	Membership dues . . . . . <b>1b</b>					
	<b>c</b>	Fundraising events . . . . . <b>1c</b>	503,141				
	<b>d</b>	Related organizations . . . . . <b>1d</b>					
	<b>e</b>	Government grants (contributions) <b>1e</b>	93,000				
	<b>f</b>	All other contributions, gifts, grants, and similar amounts not included above <b>1f</b>	6,047,694				
	<b>g</b>	Noncash contributions included in lines 1a-1f \$	329,283				
	<b>h</b>	<b>Total.</b> Add lines 1a-1f . . . . .	6,643,835				
<b>Program Service Revenue</b>	<b>2a</b>	ADMISSIONS	7,527,895	7,527,895			
	<b>b</b>	OTHER PROGRAM SERVICE REVENUE	894,180	894,180			
	<b>c</b>	TUITION/EDUCATION	554,603	554,603			
	<b>d</b>	CONCESSIONS	454,693	470,992	-16,299		
	<b>e</b>	SERVICE CHARGE	356,759	356,759			
	<b>f</b>	All other program service revenue	128,569	66,596	61,973		
	<b>g</b>	<b>Total.</b> Add lines 2a-2f . . . . .	9,916,699				
	<b>Other Revenue</b>	<b>3</b>	Investment income (including dividends, interest, and other similar amounts) . . . . .	80,600			80,600
<b>4</b>		Income from investment of tax-exempt bond proceeds . . . . .					
<b>5</b>		Royalties . . . . .	2,783	2,783			
<b>6a</b>		Gross rents	(i) Real	128,412			
			(ii) Personal		2,672		
			<b>b</b> Less rental expenses	543,005		615	
			<b>c</b> Rental income or (loss)	-414,593		2,057	
<b>d</b>		Net rental income or (loss) . . . . .	-412,536		-192,180	-220,356	
<b>7a</b>		Gross amount from sales of assets other than inventory	(i) Securities	13,654			
			(ii) Other				
			<b>b</b> Less cost or other basis and sales expenses	13,971			
			<b>c</b> Gain or (loss)	-317			
<b>d</b>		Net gain or (loss) . . . . .	-317			-317	
<b>8a</b>		Gross income from fundraising events (not including \$ 503,141 of contributions reported on line 1c) See Part IV, line 18 . . . . .					
<b>a</b>			325,105				
<b>b</b>	Less direct expenses . . . . . <b>b</b>	325,105					
<b>c</b>	Net income or (loss) from fundraising events . . . . .	0					
<b>9a</b>	Gross income from gaming activities See Part IV, line 19 . . . . .						
<b>a</b>							
<b>b</b>	Less direct expenses . . . . . <b>b</b>						
<b>c</b>	Net income or (loss) from gaming activities . . . . .						
<b>10a</b>	Gross sales of inventory, less returns and allowances . . . . .						
<b>a</b>							
<b>b</b>	Less cost of goods sold . . . . . <b>b</b>						
<b>c</b>	Net income or (loss) from sales of inventory . . . . .						
Miscellaneous Revenue		Business Code					
<b>11a</b>	MISCELLANEOUS REVENUE	711110	23,997			23,997	
<b>b</b>							
<b>c</b>							
<b>d</b>	All other revenue . . . . .						
<b>e</b>	<b>Total.</b> Add lines 11a-11d . . . . .		23,997				
<b>12</b>	<b>Total revenue.</b> See Instructions . . . . .		16,255,061	9,873,808	-146,506	-116,076	

**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 or note to any line in this Part IX

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>		<b>(A)</b> Total expenses	<b>(B)</b> Program service expenses	<b>(C)</b> Management and general expenses	<b>(D)</b> Fundraising expenses
<b>1</b>	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
<b>2</b>	Grants and other assistance to individuals in the United States. See Part IV, line 22	28,444	28,444		
<b>3</b>	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
<b>4</b>	Benefits paid to or for members				
<b>5</b>	Compensation of current officers, directors, trustees, and key employees	520,000	286,000	91,000	143,000
<b>6</b>	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
<b>7</b>	Other salaries and wages	5,765,101	4,519,642	787,422	458,037
<b>8</b>	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	220,049	178,831	26,709	14,509
<b>9</b>	Other employee benefits	665,769	491,035	108,674	66,060
<b>10</b>	Payroll taxes	520,971	416,719	60,037	44,215
<b>11</b>	Fees for services (non-employees)				
<b>a</b>	Management				
<b>b</b>	Legal				
<b>c</b>	Accounting	64,442		64,442	
<b>d</b>	Lobbying				
<b>e</b>	Professional fundraising services. See Part IV, line 17	51,917			51,917
<b>f</b>	Investment management fees				
<b>g</b>	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	1,040,463	1,028,078	12,385	
<b>12</b>	Advertising and promotion	874,031	840,666		33,365
<b>13</b>	Office expenses	240,985	159,782	43,334	37,869
<b>14</b>	Information technology				
<b>15</b>	Royalties	399,458	399,458		
<b>16</b>	Occupancy	574,685	530,717	36,117	7,851
<b>17</b>	Travel	426,419	405,970	15,159	5,290
<b>18</b>	Payments of travel or entertainment expenses for any federal, state, or local public officials				
<b>19</b>	Conferences, conventions, and meetings	30,121	4,212	25,433	476
<b>20</b>	Interest	385,702	370,298	7,702	7,702
<b>21</b>	Payments to affiliates				
<b>22</b>	Depreciation, depletion, and amortization	922,631	885,783	18,424	18,424
<b>23</b>	Insurance	265,859	254,406	6,285	5,168
<b>24</b>	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)				
<b>a</b>	HOUSING	417,595	417,595		
<b>b</b>	CREDIT CARD FEES	393,346	311,552	56,104	25,690
<b>c</b>	MISCELLANEOUS	380,976	76,192	208,903	95,881
<b>d</b>	PRODUCTION MATERIALS	353,238	353,238		
<b>e</b>	All other expenses				
<b>25</b>	<b>Total functional expenses.</b> Add lines 1 through 24e	14,542,202	11,958,618	1,568,130	1,015,454
<b>26</b>	<b>Joint costs.</b> 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 or note to any line in this Part X

		(A)		(B)
		Beginning of year		End of year
<b>Assets</b>	<b>1</b> Cash-non-interest-bearing . . . . .	211,882	<b>1</b>	1,286,958
	<b>2</b> Savings and temporary cash investments . . . . .	2,498,962	<b>2</b>	2,679,574
	<b>3</b> Pledges and grants receivable, net . . . . .	5,442,622	<b>3</b>	5,191,817
	<b>4</b> Accounts receivable, net . . . . .	1,943	<b>4</b>	77
	<b>5</b> Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L . . . . .		<b>5</b>	
	<b>6</b> 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 . . . . .		<b>6</b>	
	<b>7</b> Notes and loans receivable, net . . . . .		<b>7</b>	
	<b>8</b> Inventories for sale or use . . . . .		<b>8</b>	
	<b>9</b> Prepaid expenses and deferred charges . . . . .	559,868	<b>9</b>	883,355
	<b>10a</b> Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D . . . . .	<b>10a</b> 37,561,662		
	<b>b</b> Less accumulated depreciation . . . . .	<b>10b</b> 11,357,961	26,437,085	<b>10c</b> 26,203,701
	<b>11</b> Investments—publicly traded securities . . . . .	4,310,811	<b>11</b>	5,232,844
	<b>12</b> Investments—other securities See Part IV, line 11 . . . . .		<b>12</b>	
	<b>13</b> Investments—program-related See Part IV, line 11 . . . . .		<b>13</b>	
	<b>14</b> Intangible assets . . . . .		<b>14</b>	
	<b>15</b> Other assets See Part IV, line 11 . . . . .	152,847	<b>15</b>	63,394
<b>16 Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .	39,616,020	<b>16</b>	41,541,720	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	911,043	<b>17</b>	747,811
	<b>18</b> Grants payable . . . . .		<b>18</b>	
	<b>19</b> Deferred revenue . . . . .	4,365,232	<b>19</b>	4,313,640
	<b>20</b> Tax-exempt bond liabilities . . . . .		<b>20</b>	
	<b>21</b> Escrow or custodial account liability Complete Part IV of Schedule D . . . . .		<b>21</b>	
	<b>22</b> 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 . . . . .		<b>22</b>	
	<b>23</b> Secured mortgages and notes payable to unrelated third parties . . . . .	9,279,107	<b>23</b>	9,369,144
	<b>24</b> Unsecured notes and loans payable to unrelated third parties . . . . .		<b>24</b>	
	<b>25</b> 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 . . . . .	752,805	<b>25</b>	757,986
	<b>26 Total liabilities.</b> Add lines 17 through 25 . . . . .	15,308,187	<b>26</b>	15,188,581
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets . . . . .	14,567,851	<b>27</b>	15,864,768
	<b>28</b> Temporarily restricted net assets . . . . .	6,344,468	<b>28</b>	7,092,557
	<b>29</b> Permanently restricted net assets . . . . .	3,395,514	<b>29</b>	3,395,814
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds . . . . .		<b>30</b>	
	<b>31</b> Paid-in or capital surplus, or land, building or equipment fund . . . . .		<b>31</b>	
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds . . . . .		<b>32</b>	
<b>33</b> Total net assets or fund balances . . . . .	24,307,833	<b>33</b>	26,353,139	
<b>34</b> Total liabilities and net assets/fund balances . . . . .	39,616,020	<b>34</b>	41,541,720	

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response or note to any line in this Part XI

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	16,255,061
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	14,542,202
<b>3</b>	Revenue less expenses Subtract line 2 from line 1	<b>3</b>	1,712,859
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	24,307,833
<b>5</b>	Net unrealized gains (losses) on investments	<b>5</b>	382,579
<b>6</b>	Donated services and use of facilities	<b>6</b>	
<b>7</b>	Investment expenses	<b>7</b>	
<b>8</b>	Prior period adjustments	<b>8</b>	
<b>9</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>9</b>	-50,132
<b>10</b>	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	<b>10</b>	26,353,139

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response or note to any line in this Part XII

	Yes	No
<b>1</b> 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		
<b>2a</b> 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
<b>2b</b> 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	
<b>2c</b> 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	
<b>3a</b> 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>3b</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		

**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			
THALIA DORWICK PRESIDENT	1 00	X		X				0	0	0
JILL FUGARO VICE PRESIDENT	1 00	X		X				0	0	0
HELEN MEYER VICE PRESIDENT	1 00	X		X				0	0	0
SCOTT HABER SECRETARY	1 00	X		X				0	0	0
EMILY SHANKS TREASURER	1 00	X		X				0	0	0
TONY TACCONE TRUSTEE, ARTISTIC DIRECTOR	40 00	X		X				241,294	0	233,072
SUSAN MEDAK TRUSTEE, MANAGING DIRECTOR	40 00	X		X				260,932	0	219,576
CARRIE AVERY TRUSTEE	1 00	X						0	0	0
BECKY BLEICH TRUSTEE	1 00	X						0	0	0
MARTHA EHMANN CONTE TRUSTEE	1 00	X						0	0	0
ROBIN EDWARDS 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
PAUL FRIEDMAN TRUSTEE	1 00	X						0	0	0
BRUCE GOLDEN 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
SANDRA R MCCANDLESS TRUSTEE	1 00	X						0	0	0
JULIE MCCRAY TRUSTEE	1 00	X						0	0	0
PAMELA NICHTER TRUSTEE	1 00	X						0	0	0
STEWART OWEN TRUSTEE	1 00	X						0	0	0
MARJORIE RANDOLPH 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			
LEONARD X ROSENBERG TRUSTEE	1 00	X						0	0	0
JACK SCHAFFER TRUSTEE	1 00	X						0	0	0
RICHARD SHAPIRO TRUSTEE	1 00	X						0	0	0
ROGER STRAUCH TRUSTEE	1 00	X						0	0	0
JEAN Z STRUNSKY TRUSTEE	1 00	X						0	0	0
GAIL WAGNER TRUSTEE	1 00	X						0	0	0
FELICIA WOYTAK TRUSTEE	1 00	X						0	0	0
LYNN EVE KOMAROMI DIRECTOR OF DEVELOPMENT	40 00					X		142,836	0	22,459
ROBERT SWEIBEL DIRECTOR OF MARKETING & CO	40 00					X		141,511	0	13,951
KAREN RACANELLI GENERAL MANAGER	40 00					X		122,435	0	20,478
SUZANNE PETTIGREW CONTROLLER	40 00					X		114,441	0	8,773

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

**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.**  
▶ **Information about Schedule A (Form 990 or 990-EZ) and its instructions is at**  
**[www.irs.gov/form990](http://www.irs.gov/form990).**

**2013**

**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 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
<b>11g(i)</b>		
<b>11g(ii)</b>		
<b>11g(iii)</b>		

(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	
<b>Total</b>									

**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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	3,126,540	6,343,913	4,902,905	8,595,502	6,643,835	29,612,695
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>4 Total.</b> Add lines 1 through 3	3,126,540	6,343,913	4,902,905	8,595,502	6,643,835	29,612,695
<b>5</b> 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)						3,825,602
<b>6 Public support.</b> Subtract line 5 from line 4						25,787,093

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
<b>7</b> Amounts from line 4	3,126,540	6,343,913	4,902,905	8,595,502	6,643,835	29,612,695
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	170,768	285,092	201,117	281,504	214,467	1,152,948
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on	14,548	5,827				20,375
<b>10</b> 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	23,997	113,371
<b>11 Total support.</b> (Add lines 7 through 10)						30,899,389
<b>12</b> Gross receipts from related activities, etc. (see instructions)					<b>12</b>	42,818,709

**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**

<b>14</b> Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f))	<b>14</b>	83.460%
<b>15</b> Public support percentage for 2012 Schedule A, Part II, line 14	<b>15</b>	80.480%

**16a 33 1/3% support test—2013.** 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—2012.** 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

**17a 10%-facts-and-circumstances test—2013.** 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—2012.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization

**18 Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions

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

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
<b>2</b> 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						
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>6 Total.</b> Add lines 1 through 5						
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
<b>c</b> Add lines 7a and 7b						
<b>8 Public support</b> (Subtract line 7c from line 6)						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
<b>9</b> Amounts from line 6						
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b						
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
<b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
<b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.)						
<b>14 First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and <b>stop here</b> <input type="checkbox"/>						

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

<b>15</b> Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	<b>15</b>	
<b>16</b> Public support percentage from 2012 Schedule A, Part III, line 15	<b>16</b>	

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

<b>17</b> Investment income percentage for <b>2013</b> (line 10c, column (f) divided by line 13, column (f))	<b>17</b>	
<b>18</b> Investment income percentage from <b>2012</b> Schedule A, Part III, line 17	<b>18</b>	

- 19a 33 1/3% support tests—2013.** 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—2012.** 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.** 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**

Return Reference

Explanation

SCHEDULE D (Form 990)

Supplemental Financial Statements

OMB No 1545-0047

2013

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. Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

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? [ ] Yes [ ] No

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

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

- 1 Purpose(s) of conservation easements held by the organization (check all that apply) [ ] Preservation of land for public use (e.g., recreation or education) [ ] Preservation of an historically important land area [ ] Protection of natural habitat [ ] Preservation of a certified historic structure [ ] Preservation of open space

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

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, and not on a historic structure listed in the National Register.

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

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

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

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

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

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

9 In Part XIII, 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 (ASC 958), 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 XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), 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 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 \$ b Assets included in Form 990, Part X \$

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

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

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

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

Table with 2 columns: Description (1c-1f) and Amount

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.

Table with 6 columns: (a) Current year, (b) Prior year, (c) Two years back, (d) Three years back, (e) Four years back. Rows include 1a-1g.

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

- a Board designated or quasi-endowment 2 230 %
b Permanent endowment 82 030 %
c Temporarily restricted endowment 15 740 %
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

Table with 2 columns: Yes, No. Rows for 3a(i) unrelated organizations, 3a(ii) related organizations.

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

Table with 2 columns: Yes, No. Row for 3b.

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

Part VI Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Table with 4 columns: (a) Cost or other basis (investment), (b) Cost or other basis (other), (c) Accumulated depreciation, (d) Book value. Rows include 1a-1e and Total.



**Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return** Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

<b>1</b>	Total revenue, gains, and other support per audited financial statements . . . . .		<b>1</b>	17,304,309
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
<b>a</b>	Net unrealized gains on investments . . . . .	<b>2a</b>	382,579	
<b>b</b>	Donated services and use of facilities . . . . .	<b>2b</b>		
<b>c</b>	Recoveries of prior year grants . . . . .	<b>2c</b>		
<b>d</b>	Other (Describe in Part XIII ) . . . . .	<b>2d</b>		
<b>e</b>	Add lines <b>2a</b> through <b>2d</b> . . . . .	<b>2e</b>	382,579	
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> . . . . .	<b>3</b>	16,921,730	
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line <b>1</b>			
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	<b>4a</b>		
<b>b</b>	Other (Describe in Part XIII ) . . . . .	<b>4b</b>	-666,669	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> . . . . .	<b>4c</b>	-666,669	
<b>5</b>	Total revenue Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 12 ) . . . . .	<b>5</b>	16,255,061	

**Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

<b>1</b>	Total expenses and losses per audited financial statements . . . . .		<b>1</b>	15,208,871
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25			
<b>a</b>	Donated services and use of facilities . . . . .	<b>2a</b>		
<b>b</b>	Prior year adjustments . . . . .	<b>2b</b>		
<b>c</b>	Other losses . . . . .	<b>2c</b>		
<b>d</b>	Other (Describe in Part XIII ) . . . . .	<b>2d</b>	844,990	
<b>e</b>	Add lines <b>2a</b> through <b>2d</b> . . . . .	<b>2e</b>	844,990	
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b> . . . . .	<b>3</b>	14,363,881	
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line <b>1</b> :			
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b . . . . .	<b>4a</b>		
<b>b</b>	Other (Describe in Part XIII ) . . . . .	<b>4b</b>	178,321	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b> . . . . .	<b>4c</b>	178,321	
<b>5</b>	Total expenses Add lines <b>3</b> and <b>4c</b> . (This must equal Form 990, Part I, line 18 ) . . . . .	<b>5</b>	14,542,202	

**Part XIII Supplemental Information**

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

Return Reference	Explanation
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
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, 2014, 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 2008 FOR U S FEDERAL TAX RETURNS, THE THEATRE IS NO LONGER SUBJECT TO TAX EXAMINATIONS FOR YEARS PRIOR TO 2009
PART XI, LINE 4B - OTHER ADJUSTMENTS	SPECIAL EVENT EXPENSES -325,105 RENTAL EXPENSES -519,885 IN-KIND DONATIONS OF GOODS 178,321
PART XII, LINE 2D - OTHER ADJUSTMENTS	SPECIAL EVENT EXPENSES 325,105 RENTAL EXPENSES 519,885
PART XII, LINE 4B - OTHER ADJUSTMENTS	IN-KIND GOODS EXPENSE 178,321



SCHEDULE G (Form 990 or 990-EZ)

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No 1545-0047

2013

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.

Information about Schedule G (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

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

- 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... 2b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements...

Table with 6 columns: (i) Name and address of individual or entity (fundraiser), (ii) Activity, (iii) Did fundraiser have custody or control of contributions?, (iv) Gross receipts from activity, (v) Amount paid to (or retained by) fundraiser listed in col (i), (vi) Amount paid to (or retained by) organization. Row 1: BAY AREA ARTS MARKETING, TELEFUNDING, No, 145,922, 50,775, 95,147.

3 List all states in which the organization is registered or licensed to solicit contributions 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
		<b>GALA DINNER &amp; AUCTION</b> (event type)	(event type)	(total number)	(add col (a) through col (c))
<b>Revenue</b>	<b>1</b> Gross receipts . . . . .	828,246			828,246
	<b>2</b> Less Contributions . . . . .	503,141			503,141
	<b>3</b> Gross income (line 1 minus line 2) . . . . .	325,105			325,105
<b>Direct Expenses</b>	<b>4</b> Cash prizes . . . . .				
	<b>5</b> Noncash prizes . . . . .	191,459			191,459
	<b>6</b> Rent/facility costs . . . . .				
	<b>7</b> Food and beverages . . . . .	92,298			92,298
	<b>8</b> Entertainment . . . . .	5,600			5,600
	<b>9</b> Other direct expenses . . . . .	35,748			35,748
<b>10</b>	Direct expense summary Add lines 4 through 9 in column (d) . . . . . ▶				(325,105)
<b>11</b>	Net income summary Subtract line 10 from line 3, 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))
		<b>1</b> Gross revenue . . . . .			
<b>Direct Expenses</b>	<b>2</b> Cash prizes . . . . .				
	<b>3</b> Non-cash prizes . . . . .				
	<b>4</b> Rent/facility costs . . . . .				
	<b>5</b> Other direct expenses . . . . .				
	<b>6</b> 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	
<b>7</b>	Direct expense summary Add lines 2 through 5 in column (d) . . . . . ▶				
<b>8</b>	Net gaming income summary Subtract line 7 from line 1, 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

<b>a</b> The organization's facility	<b>13a</b>	%
<b>b</b> An outside facility	<b>13b</b>	%

**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.** 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).

Return Reference	Explanation
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Schedule I (Form 990)

Grants and Other Assistance to Organizations, Governments and Individuals in the United States

OMB No 1545-0047

2013

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

Attach to Form 990

Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

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.

<b>(a)</b> Type of grant or assistance	<b>(b)</b> Number of recipients	<b>(c)</b> Amount of cash grant	<b>(d)</b> Amount of non-cash assistance	<b>(e)</b> Method of valuation (book, FMV, appraisal, other)	<b>(f)</b> Description of non-cash assistance
(1) SCHOLARSHIPS	66	28,444		FMV	SCHOLARSHIPS ARE MADE TO STUDENTS ATTENDING BERKELEY REPERTORY THEATRE'S SCHOOL OF THEATRE

**Part IV Supplemental Information.** Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

<b>Return Reference</b>	<b>Explanation</b>
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

**2013**

**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, line 23.**

▶ **Attach to Form 990. ▶ See separate instructions.**

▶ **Information about Schedule J (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**

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 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 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 directors, trustees, officers, including 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
<b>1b</b>		
<b>2</b>		
<b>4a</b>		No
<b>4b</b>	Yes	
<b>4c</b>		No
<b>5a</b>		No
<b>5b</b>		No
<b>6a</b>		No
<b>6b</b>		No
<b>7</b>		No
<b>8</b>		No
<b>9</b>		

**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 TACCONE TRUSTEE, ARTISTIC DIRECTOR	(i)	241,294	0	0	227,482	5,590	474,366	0
	(ii)	0	0	0	0	0	0	0
(2) SUSAN MEDAK TRUSTEE, MANAGING DIRECTOR	(i)	260,932	0	0	209,071	10,505	480,508	0
	(ii)	0	0	0	0	0	0	0
(3) LYNN EVE KOMAROMI DIRECTOR OF DEVELOPMENT	(i)	142,836	0	0	4,350	18,109	165,295	0
	(ii)	0	0	0	0	0	0	0
(4) ROBERT SWEIBEL DIRECTOR OF MARKETING & CO	(i)	141,511	0	0	4,350	9,601	155,462	0
	(ii)	0	0	0	0	0	0	0

**Part III Supplemental Information**

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

Return Reference	Explanation
PART I, LINE 4B	SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN (RABBI TRUST) TONY TACCONE - \$20,600, SUSAN MEDAK - \$2,000 NONQUALIFIED DEFERRED COMPENSATION, 457(B) PLAN TONY TACCONE - \$17,500, SUSAN MEDAK - \$17,500 NONQUALIFIED DEFERRED COMPENSATION, 457(F) PLAN TONY TACCONE - \$182,500, SUSAN MEDAK - \$182,500

SCHEDULE M (Form 990)

Noncash Contributions

OMB No 1545-0047

2013

Open to Public Inspection

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

Attach to Form 990.

Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.

Department of the Treasury Internal Revenue Service

Name of the organization BERKELEY REPERTORY THEATRE

Employer identification number

94-1679756

Part I Types of Property

Table with 4 columns: (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. Rows include Art, Books, Cars, Boats, Intellectual property, Securities, Real estate, Collectibles, Food inventory, Drugs, Taxidermy, Historical artifacts, Scientific specimens, Archeological artifacts, and Other (SPECIAL EVENT, WATCHES, GIFT CERTIFIC, TICKETS).

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

Table with 3 columns: Question, Yes, No. Rows include 30a (During the year, did the organization receive by contribution any property...), 31 (Does the organization have a gift acceptance policy...), 32a (Does the organization hire or use third parties...), and 33 (If the organization did not report an amount in column (c) for a type of property...).

**Part III Supplemental Information.** 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.

Return Reference	Explanation
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 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.**

**▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**

**2013**

**Open to Public Inspection**

Name of the organization  
BERKELEY REPERTORY THEATRE

**Employer identification number**

94-1679756

Return Reference	Explanation
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

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.

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.

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.

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

Return Reference	Explanation
FORM 990, PART XI, LINE 9	LOSS FROM INTEREST RATE SWAP -50,132

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