

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Department of the Treasury
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2008 calendar year, or tax year beginning SEP 1, 2008 and ending AUG 31, 2009

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization BERKELEY REPERTORY THEATRE Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 2025 ADDISON STREET City or town, state or country, and ZIP + 4 BERKELEY, CA 94704	D Employer identification number 94-1679756
		E Telephone number 510-647-2900	G Gross receipts \$ 15,124,970.
		F Name and address of principal officer: SUSAN MEDAK SAME AS C ABOVE	H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶
		I Tax-exempt status: <input checked="" type="checkbox"/> 501(c) (3) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	
		J Website: ▶ WWW.BERKELEYREP.ORG	
		K Type of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶	L Year of formation: 1968 M State of legal domicile: CA

Part I Summary				
	1	Briefly describe the organization's mission or most significant activities: THE THEATRE PRODUCES PREMIERS OF NEW WORK AND MAJOR PRODUCTIONS FROM AN INTERNATIONAL REPERTOIRE.		
	2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its assets.		
Activities & Governance	3	Number of voting members of the governing body (Part VI, line 1a)	3 33	
	4	Number of independent voting members of the governing body (Part VI, line 1b)	4 31	
	5	Total number of employees (Part V, line 2a)	5 393	
	6	Total number of volunteers (estimate if necessary)	6 1000	
	7a	Total gross unrelated business revenue from Part VIII, line 12, column (C)	7a -5,048.	
	7b	Net unrelated business taxable income from Form 990-T, line 34	7b -5,048.	
	Revenue	8	Contributions and grants (Part VIII, line 1h)	Prior Year 7,275,348. Current Year 5,964,568.
9		Program service revenue (Part VIII, line 2g)	6,491,410. 6,676,771.	
10		Investment income (Part VIII, column (A), lines 3, 4, and 7d)	87,615. 93,814.	
11		Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	159,783. 51,476.	
12		Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	14,014,156. 12,786,629.	
Expenses		13	Grants and similar amounts paid (Part IX, column (A), lines 1-3)	29,550. 29,519.
		14	Benefits paid to or for members (Part IX, column (A), line 4)	
		15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	5,714,544. 6,438,185.
		16a	Professional fundraising fees (Part IX, column (A), line 11e)	78,453.
		16b	Total fundraising expenses (Part IX, column (D), line 25) ▶ 878,490.	
		17	Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	6,217,088. 5,513,166.
		18	Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	11,961,182. 12,059,323.
19	Revenue less expenses. Subtract line 18 from line 12	2,052,974. 727,306.		
Net Assets or Fund Balances	20	Total assets (Part X, line 16)	Beginning of Year 28,672,896. End of Year 30,730,495.	
	21	Total liabilities (Part X, line 26)	7,756,390. 9,596,710.	
	22	Net assets or fund balances. Subtract line 21 from line 20	20,916,506. 21,133,785.	

Part II Signature Block			
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
Sign Here	Signature of officer _____ Date _____ SUSAN MEDAK, MANAGING DIRECTOR & TRUSTEE Type or print name and title		
Paid Preparer's Use Only	Preparer's signature ▶ _____ Date _____ Firm's name (or yours if self-employed), address, and ZIP + 4 ▶ ARMANINO MCKENNA LLP 12667 ALCOSTA BOULEVARD, SUITE 500 SAN RAMON, CA 94583-4427	Check if self-employed <input type="checkbox"/> Preparer's identifying number (see instructions) _____ EIN ▶ _____ 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 (see instructions)

1 Briefly describe the organization's mission: SEE SCHEDULE O FOR CONTINUATION
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

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 [X] 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 [X] No
If "Yes", describe these changes on Schedule O.

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

4a (Code:) (Expenses \$ 9,225,239. including grants of \$) (Revenue \$ 5,948,070.)
PRESENTED 397 PERFORMANCES OF 8 SHOWS FOR AN AUDIENCE OF MORE THAN
169,000 ATTENDEES. THREE OF THESE SHOWS WERE WORLD PREMIERES OF NEW
SCRIPTS, INCLUDING TWO NEW PLAYS COMMISSIONED BY BERKELEY REP. IN THE
NEXT ROOM WON THE GLICKMAN AWARD FOR BEST NEW PLAY AND THE EDGERTON
FOUNDATION NEW PLAY AWARD.

4b (Code:) (Expenses \$ 664,834. including grants of \$ 29,519.) (Revenue \$ 380,372.)
19 THEATRE ARTS EDUCATION PROGRAMS SERVED MORE THAN 20,016 STUDENTS,
TRAINING THEM IN THE TECHNIQUES OF PERFORMANCE AND HELPING ENRICH THEIR
APPRECIATION OF ART FORM.

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$ 186,234.)
PROVIDED IMPORTANT COMMUNITY SUPPORT SUCH AS A FORUM FOR LOCAL
CANDIDATES, A JOURNALISM SUMMIT FOR TEENS, A FUNDRAISER TO SAVE THE
NEWSPAPER AT THE LOCAL SCHOOL, ETC.

4d Other program services. (Describe in Schedule O.)
(Expenses \$ including grants of \$) (Revenue \$ 162,095.)

4e Total program service expenses \$ 9,890,073. (Must equal Part IX, Line 25, column (B).)

Part IV Checklist of Required Schedules

		Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4	Section 501(c)(3) organizations. Did the organization engage in lobbying activities? <i>If "Yes," complete Schedule C, Part II</i>		X
5	Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If "Yes," complete Schedule C, Part III</i>		
6	Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9	Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10	Did the organization hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>	X	
11	Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? <i>If "Yes," complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	X	
12	Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
13	Is the organization a school as described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a	Did the organization maintain an office, employees, or agents outside of the U.S.?		X
b	Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U.S.? <i>If "Yes," complete Schedule F, Part I</i>		X
15	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Part II</i>		X
16	Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Part III</i>		X
17	Did the organization report more than \$15,000 on Part IX, column (A), line 11e? <i>If "Yes," complete Schedule G, Part I</i>	X	
18	Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>	X	
19	Did the organization report more than \$15,000 on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>	X	
20	Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X
21	Did the organization report more than \$5,000 on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>		X
22	Did the organization report more than \$5,000 on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	X	
23	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5? <i>If "Yes," complete Schedule J</i>	X	
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to question 25</i>		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
b	Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? <i>If "Yes," complete Schedule L, Part I</i>		X
26	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III</i>		X

Part IV Checklist of Required Schedules (continued)

		Yes	No
28	During the tax year, did any person who is a current or former officer, director, trustee, or key employee:		
a	Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If "Yes," complete Schedule L, Part IV</i>		X
b	Have a family member who had a direct or indirect business relationship with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		X
c	Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If "Yes," complete Schedule L, Part IV</i>		X
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>		X
35	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable		
	1a 77		
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
	1b 0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
	2a 393		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	X	
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country: _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6a	Did the organization solicit any contributions that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	X	
d	If "Yes," indicate the number of Forms 8282 filed during the year		
	7d 1		
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		X
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	X	
8	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter: N/A		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter: N/A		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year N/A	12b	

Part VI Governance, Management, and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

Section A. Governing Body and Management

For each "Yes" response to lines 2-7b below, and for a "No" response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

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

Section B. Policies

		Yes	No
12a	Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
12b	Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
12c	Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	X	
13	Does the organization have a written whistleblower policy?	X	
14	Does the organization have a written document retention and destruction policy?		X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision:		
15a	The organization's CEO, Executive Director, or top management official?	X	
15b	Other officers or key employees of the organization?	X	
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	X	
16b	If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	X	

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 Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19** Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **SUZANNE PETTIGREW, CONTROLLER - 510-647-2900**
2025 ADDISON STREET, BERKELEY, CA 94704

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

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

1a Complete this table for all persons required to be listed. Use Schedule J-2 if additional space is needed.

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation, and **current** key employees. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

• List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

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

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

Check this box if the organization did not compensate any officer, director, trustee, or key employee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
SUSAN MEDAK TRUSTEE, MANAGING DIRECT	40.00	X			X		215,189.	0.	23,426.	
TONY TACCONE TRUSTEE, ARTISTIC DIRECT	40.00	X			X		210,065.	0.	47,280.	
MARJORIE RANDOLPH TRUSTEE, PRESIDENT	1.00	X		X			0.	0.	0.	
WILLIAM FALIK TRUSTEE, VICE PRESIDENT	1.00	X		X			0.	0.	0.	
PATRICIA SAKAI TRUSTEE, VICE PRESIDENT	1.00	X		X			0.	0.	0.	
JACK SCHAFFER TRUSTEE, VICE PRESIDENT	1.00	X		X			0.	0.	0.	
PHILLIP TRAPP TRUSTEE, TREASURER	1.00	X		X			0.	0.	0.	
SCOTT HABER TRUSTEE, SECRETARY	1.00	X		X			0.	0.	0.	
DAVID COX TRUSTEE	1.00	X					0.	0.	0.	
THALIA DORWICK TRUSTEE	1.00	X					0.	0.	0.	
OZ ERICKSON TRUSTEE	1.00	X					0.	0.	0.	
WILLIAM ESPEY TRUSTEE	1.00	X					0.	0.	0.	
JOHN FIELD TRUSTEE	1.00	X					0.	0.	0.	
DAVID FLEISHACKER TRUSTEE	1.00	X					0.	0.	0.	
KERRY FRANCIS TRUSTEE	1.00	X					0.	0.	0.	
ROBERT G. HARRIS TRUSTEE	1.00	X					0.	0.	0.	
WAYNE JORDAN TRUSTEE	1.00	X					0.	0.	0.	

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
JULIE MATLOF KENNEDY 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.	
HELEN MEYER TRUSTEE	1.00	X					0.	0.	0.	
DUGAN MOORE TRUSTEE	1.00	X					0.	0.	0.	
MARY ANN PEOPLES TRUSTEE	1.00	X					0.	0.	0.	
PETER PERVERE TRUSTEE	1.00	X					0.	0.	0.	
LEN RAND TRUSTEE	1.00	X					0.	0.	0.	
RICHARD A. RUBIN TRUSTEE	1.00	X					0.	0.	0.	
1b Total							861,810.	0.	160,906.	

2 Total number of individuals (including those in 1a) who received more than \$100,000 in reportable compensation from the organization 6

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If "Yes," complete Schedule J for such person		X

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
OLIVER & COMPANY 1300 SOUTH 51ST ST., RICHMOND, CA 94801	GENERAL CONTRACTOR/EQUIPMENT	201,203.
MARY ZIMMERMAN 474 SHERIDAN RD., #3, EVANSTON, IL 60202	THEATRICAL PRODUCER	125,443.
SD&A TELESERVICES, 5757 WEST CENTURY BLVD., STE. 300, LOS ANGELES, CA 90045	TELEMARKETING	112,786.
AMAZON ADVERTISING LLC, 30 HOTALING PLACE, STE 100, SAN FRANCISCO, CA 94111	MARKETING RESEARCH	110,583.
JONATHAN REINIS PRODUCTION 860 SPRUCE ST., BERKELEY, CA 94707	THEATRICAL PRODUCER	107,901.

2 Total number of independent contractors (including those in 1) who received more than \$100,000 in compensation from the organization 6

SEE SCHEDULE J-2 FOR PART VII, SECTION A CONTINUATION

Part VIII Statement of Revenue			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514			
Contributions, gifts, grants and other similar amounts	1 a	Federated campaigns	1a						
	b	Membership dues	1b						
	c	Fundraising events	1c	366,560.					
	d	Related organizations	1d						
	e	Government grants (contributions)	1e	49,200.					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	554,880.					
	g	Noncash contributions included in lines 1a-1f: \$		177,047.					
	h	Total. Add lines 1a-1f		5,964,568.					
	Program Service Revenue	2 a	ADMISSIONS	Business Code 711110	5,295,905.	5,295,905.			
		b	OTHER PROGRAM REVENUE	711110	533,926.	533,926.			
c		TUITION/EDUCATION	711110	377,730.	377,730.				
d		CONCESSIONS	711110	245,320.			245,320.		
e		CO-PRODUCTION REVENUE	711110	167,900.	167,900.				
f		All other program service revenue	711110	55,990.		55,990.			
g		Total. Add lines 2a-2f		6,676,771.					
Other Revenue		3	Investment income (including dividends, interest, and other similar amounts)		93,880.			93,880.	
	4	Income from investment of tax-exempt bond proceeds							
	5	Royalties		952.			952.		
	6 a	Gross Rents	(i) Real	(ii) Personal					
			104,443.	1,010.					
			b	Less: rental expenses	216,888.	41,718.			
			c	Rental income or (loss)	-112,445.	-40,708.			
	d	Net rental income or (loss)			-153,153.		-61,038.	-92,115.	
	7 a	Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other					
			1,998,392.						
			b	Less: cost or other basis and sales expenses	1,998,458.				
			c	Gain or (loss)	-66.				
	d	Net gain or (loss)			-66.			-66.	
	8 a	Gross income from fundraising events (not including \$ 205,436. of contributions reported on line 1c). See Part IV, line 18	a	257,954.					
			b	Less: direct expenses	81,277.				
			c	Net income or (loss) from fundraising events		176,677.			176,677.
	9 a	Gross income from gaming activities. See Part IV, line 19	a	27,000.					
			b	Less: direct expenses					
c			Net income or (loss) from gaming activities		27,000.			27,000.	
10 a	Gross sales of inventory, less returns and allowances	a							
		b	Less: cost of goods sold						
		c	Net income or (loss) from sales of inventory						
Miscellaneous Revenue			Business Code						
11 a									
b									
c									
d	All other revenue								
e	Total. Add lines 11a-11d								
12	Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e			12,786,629.	6,375,461.	-5,048.	451,648.		

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	29,519.	29,519.		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	386,616.	140,808.	149,154.	96,654.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	4,863,879.	4,011,651.	566,105.	286,123.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	115,086.	81,049.	23,786.	10,251.
9 Other employee benefits	614,086.	502,428.	79,655.	32,003.
10 Payroll taxes	458,518.	377,071.	49,049.	32,398.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17	78,453.			78,453.
f Investment management fees				
g Other	474,449.	417,193.	57,256.	
12 Advertising and promotion	194,342.	194,342.		
13 Office expenses	732,835.	642,645.	31,518.	58,672.
14 Information technology				
15 Royalties	393,911.	393,911.		
16 Occupancy	457,553.	442,439.	15,114.	
17 Travel	166,509.	157,406.	7,646.	1,457.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	196,017.	157,794.	25,482.	12,741.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	664,574.	520,583.	95,994.	47,997.
23 Insurance	214,118.	204,248.		9,870.
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a MISCELLANEOUS	826,504.	593,495.	130,435.	102,574.
b HOUSING	410,432.	337,250.		73,182.
c PRODUCTION MATERIALS	357,647.	357,647.		
d CREDIT CARD FEES AND CH	229,117.	175,816.	31,313.	21,988.
e MAINTENANCE	195,158.	152,778.	28,253.	14,127.
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	12,059,323.	9,890,073.	1,290,760.	878,490.
26 Joint Costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation ...				

Part X Balance Sheet

		(A)		(B)	
		Beginning of year		End of year	
Assets	1	Cash - non-interest-bearing	986,382.	1	233,044.
	2	Savings and temporary cash investments	2,060,079.	2	3,666,591.
	3	Pledges and grants receivable, net	4,647,308.	3	4,643,289.
	4	Accounts receivable, net	17,979.	4	334,377.
	5	Receivables from current and former officers, directors, trustees, key employees, or other related parties. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use		8	
	9	Prepaid expenses and deferred charges	765,292.	9	1,528,534.
	10a	Land, buildings, and equipment: cost basis ...	10a 27,160,207.		
	b	Less: accumulated depreciation. Complete Part VI of Schedule D	10b 7,608,921.	10c	19,551,286.
	11	Investments - publicly traded securities	338,456.	11	559,856.
	12	Investments - other securities. See Part IV, line 11	1,148,586.	12	110,960.
	13	Investments - program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11	157,685.	15	102,558.
16	Total assets. Add lines 1 through 15 (must equal line 34)	28,672,896.	16	30,730,495.	
Liabilities	17	Accounts payable and accrued expenses	669,015.	17	1,042,667.
	18	Grants payable		18	
	19	Deferred revenue	3,292,798.	19	4,591,860.
	20	Tax-exempt bond liabilities		20	
	21	Escrow account liability. Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties	3,346,169.	23	3,543,255.
	24	Unsecured notes and loans payable		24	
	25	Other liabilities. Complete Part X of Schedule D	448,408.	25	418,928.
	26	Total liabilities. Add lines 17 through 25	7,756,390.	26	9,596,710.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27	Unrestricted net assets	13,158,907.	27	13,397,583.
	28	Temporarily restricted net assets	5,541,790.	28	5,499,760.
	29	Permanently restricted net assets	2,215,809.	29	2,236,442.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances	20,916,506.	33	21,133,785.	
34	Total liabilities and net assets/fund balances	28,672,896.	34	30,730,495.	

Part XI Financial Statements and Reporting

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b	Were the organization's financial statements audited by an independent accountant?	X	
c	If "Yes" to lines 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?	X	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b	If "Yes," did the organization undergo the required audit or audits?		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No. 1545-0047

To be completed by all section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts.

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

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: (Please check only **one** organization.)

- 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)**. (Attach Schedule H.)
- 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 the Part III.)
- 10 An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**. (see instructions)
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a Type I
 - b Type II
 - c Type III - Functionally integrated
 - d Type III - Other
- e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(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? 11g(i)		
(ii) A family member of a person described in (i) above? 11g(ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above? 11g(iii)		
- h Provide the following information about the organizations the organization supports.

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

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	6247948.	5684622.	5411788.	7275348.	5964568.	30584274.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 - 3	6247948.	5684622.	5411788.	7275348.	5964568.	30584274.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						1374578.
6 Public Support. Subtract line 5 from line 4.						29209696.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4	6247948.	5684622.	5411788.	7275348.	5964568.	30584274.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	21,807.	187,432.	235,676.	180,095.	200,285.	825,295.
9 Net income from unrelated business activities, whether or not the business is regularly carried on	80,178.	77,964.	84,159.	115,946.		358,247.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)		847,567.	943,146.			1790713.
11 Total support. Add lines 7 through 10						33558529.
12 Gross receipts from related activities, etc. (see instructions)					12	29,899,975.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here	<input type="checkbox"/>					

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	87.04 %
15 Public support percentage from 2007 Schedule A, Part IV-A, line 26f	15	84.38 %
16a 33 1/3% support test - 2008. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>	
b 33 1/3% support test - 2007. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2007. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

Part III Support Schedule for Organizations Described in Section 509(a)(2) (Complete only if you checked the box on line 9 of Part I.)

Section A. Public Support

Calendar year (or fiscal year beginning in)▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge ...						
6 Total. Add lines 1 - 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in)▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12.)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

15 Public support percentage for 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	%

19a 33 1/3% support tests - 2008. 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 - 2007. 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

Schedule D (Form 990)

Department of the Treasury Internal Revenue Service

Supplemental Financial Statements

Attach to Form 990. To be completed by organizations that answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12.

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization

BERKELEY REPERTORY THEATRE

Employer identification number

94-1679756

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

Table with 3 columns: Question, (a) Donor advised funds, (b) Funds and other accounts. Rows include total number at end of year, aggregate contributions, aggregate grants, and aggregate value.

- 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...
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes...

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).
2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.
a Total number of conservation easements
b Total acreage restricted by conservation easements
c Number of conservation easements on a certified historic structure included in (a)
d Number of conservation easements included in (c) acquired after 8/17/06
3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year
4 Number of states where property subject to conservation easement is located
5 Does the organization have a written policy regarding the periodic monitoring, inspection, violations, and enforcement of the conservation easements it holds?
6 Staff or volunteer hours devoted to monitoring, inspecting, and enforcing easements during the year
7 Amount of expenses incurred in monitoring, inspecting, and enforcing 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)?
9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

- 1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.
b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:
(i) Revenues included in Form 990, Part VIII, line 1
(ii) Assets included in Form 990, Part X
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items:
a Revenues included in Form 990, Part VIII, line 1
b Assets included in Form 990, Part X

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

- 3** Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a** Public exhibition
 - b** Scholarly research
 - c** Preservation for future generations
 - d** Loan or exchange programs
 - e** Other _____
- 4** Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.
- 5** During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

- 1a** Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b** If "Yes," explain the arrangement in Part XIV and complete the following table:
- | | Amount |
|--|-----------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a** Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b** If "Yes," explain the arrangement in Part XIV.

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	2,213,034.				
b Contributions	38,633.				
c Investment earnings or losses	-39,558.				
d Grants or scholarships					
e Other expenditures for facilities and programs	15,000.				
f Administrative expenses					
g End of year balance	2,197,109.				

- 2** Provide the estimated percentage of the year end balance held as:
- a** Board designated or quasi-endowment ▶ 1.00 %
 - b** Permanent endowment ▶ 99.00 %
 - c** Term endowment ▶ _____ %

- 3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by:
- | | Yes | No |
|--|--------------------------|-------------------------------------|
| (i) unrelated organizations | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (ii) related organizations | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
- b** If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? Yes No

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book value
1a Land		1,393,940.		1,393,940.
b Buildings		21,298,465.	5,131,224.	16,167,241.
c Leasehold improvements		1,676,065.	850,997.	825,068.
d Equipment		2,079,322.	1,626,700.	452,622.
e Other		712,415.		712,415.
Total. Add lines 1a-1e. (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				19,551,286.

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	12,786,629.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	12,059,323.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	727,306.
4	Net unrealized gains (losses) on investments	4	-89,522.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV)	8	-420,505.
9	Total adjustments (net). Add lines 4-8	9	-510,027.
10	Excess or (deficit) for the year per financial statements. Combine lines 3 and 9	10	217,279.

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

1	Total revenue, gains, and other support per audited financial statements	1	12,972,882.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-89,522.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV)	2d	299,345.
e	Add lines 2a through 2d	2e	209,823.
3	Subtract line 2e from line 1	3	12,763,059.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	23,570.
c	Add lines 4a and 4b	4c	23,570.
5	Total revenue. Add lines 3 and 4c. (This should equal Form 990, Part I, line 12.)	5	12,786,629.

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

1	Total expenses and losses per audited financial statements	1	12,335,098.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Losses reported on Form 990, Part IX, line 25	2c	
d	Other (Describe in Part XIV)	2d	299,345.
e	Add lines 2a through 2d	2e	299,345.
3	Subtract line 2e from line 1	3	12,035,753.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV)	4b	23,570.
c	Add lines 4a and 4b	4c	23,570.
5	Total expenses. Add lines 3 and 4c. (This should equal Form 990, Part I, line 18.)	5	12,059,323.

Part XIV Supplemental Information

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

PART XI, LINE 8 - OTHER ADJUSTMENTS:

INTEREST RATE SWAP LOSS: -72633.

LOSS ON REPURCHASE OF BUILDING: -347872.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

FUNDRAISING EXPENSE: 81277.

RECLASS OF RENTAL UBI: 218068.

Part XIV Supplemental Information *(continued)*

PART XII, LINE 4B - OTHER ADJUSTMENTS:

RECLASS OF ADVERTISING UBI: 23570.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

FUNDRAISING EXPENSE: 81277.

RECLASS OF RENTAL UBI: 218068.

PART XIII, LINE 4B - OTHER ADJUSTMENTS:

RECLASS OF ADVERTISING UBI: 23570.

COPY

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

		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events (Add col. (a) through col. (c))
		GALA DINNER, AUCTION (event type)	(event type)	NONE (total number)	
Revenue	1	Gross receipts	624,514.		624,514.
	2	Less: Charitable contributions	366,560.		366,560.
	3	Gross revenue (line 1 minus line 2)	257,954.		257,954.
Direct Expenses	4	Cash prizes			
	5	Non-cash prizes			
	6	Rent/facility costs	46,372.		46,372.
	7	Other direct expenses	34,905.		34,905.
	8	Direct expense summary. Add lines 4 through 7 in column (d)			(81,277.)
	9	Net income summary. Combine lines 3 and 8 in column (d)			176,677.

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

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (Add col. (a) through col. (c))
		1	Gross revenue		
Direct Expenses	2	Cash prizes			
	3	Non-cash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input checked="" type="checkbox"/> No
7	Direct expense summary. Add lines 2 through 5 in column (d)				()
8	Net gaming income summary. Combine lines 1 and 7 in column (d)				27,000.

	Yes	No
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? _____	9a	X
b If "No," Explain: _____		
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? _____	10a	X
b If "Yes," Explain: _____		
11 Does the organization operate gaming activities with nonmembers? _____	11	X
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? _____	12	X

13 Indicate the percentage of gaming activity operated in:

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

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

Name ► _____

Address ► _____

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?

15a		X
------------	--	----------

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

c If "Yes," enter name and address:

Name ► _____

Address ► _____

16 Gaming manager information:

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

- Director/officer Employee Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?

17a		X
------------	--	----------

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 ► \$ _____

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the U.S.**

▶ **Complete if the organization answered "Yes," on Form 990, Part IV, lines 21 or 22.**
▶ **Attach to Form 990.**

OMB No. 1545-0047

2008

**Open to Public
Inspection**

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? Yes No
- 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" on Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed ...

1 (a) Name and address of organization or government	(b) EIN	(c) IRC 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

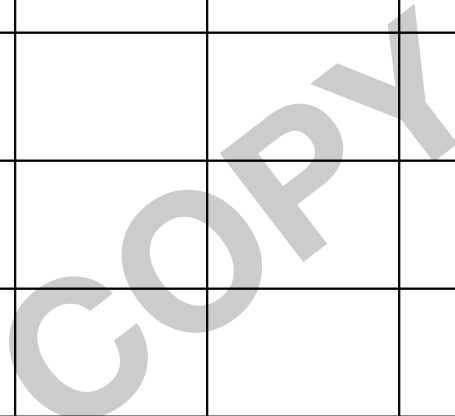
- 2** Enter total number of section 501(c)(3) and government organizations ▶ _____
- 3** Enter total number of other organizations ▶ _____

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) 2008

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

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
SCHOLARSHIPS	76	0.	29,519.	FMV	SCHOLARSHIPS TO STUDENTS ATTENDING THE ORGANIZATION'S SCHOOL OF THEATRE.



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

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

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

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990. To be completed by organizations that answered "Yes" to Form 990, Part IV, line 23.

Name of the organization

BERKELEY REPERTORY THEATRE

Employer identification number

94-1679756

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- | | |
|---|---|
| <input checked="" type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input 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:

- 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 must complete lines 5-8.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?
- If "Yes," to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

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

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space is needed.

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

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

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
SUSAN MEDAK	(i)	215,189.	0.	0.	7,350.	16,076.	238,615.	144,231.
	(ii)	0.	0.	0.	0.	0.	0.	0.
TONY TACCONE	(i)	210,065.	0.	0.	37,894.	9,386.	257,345.	148,144.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

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

PART I, LINE 4B: TONY TACCONE - \$32,000

COPY

Continuation Sheet for Form 990

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ **Attach to Form 990 to list additional information for Form 990, Part VII, Section A, line 1a.**

Name of the Organization

BERKELEY REPERTORY THEATRE

Employer Identification number

94-1679756

Part I Continuation of Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
EMILY SHANKS TRUSTEE	1.00	X					0.	0.	0.	
SALLY SMITH TRUSTEE	1.00	X					0.	0.	0.	
STEVE SNOW 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.	
FELICIA WOYTAK TRUSTEE	1.00	X					0.	0.	0.	
LYNN EVE KOMAROMI DIRECTOR OF DEVELOPMENT	40.00				X		102,459.	0.	16,238.	
KAREN RACANELLI GENERAL MANAGER	40.00				X		111,160.	0.	29,224.	
ROBERT SWEIBEL DIRECTOR OF MARKETING &	40.00				X		103,042.	0.	24,757.	
LESLIE WATERS ASSOCIATE ARTISTIC DIREC	40.00				X		119,895.	0.	19,981.	

**SCHEDULE M
(Form 990)**

NonCash Contributions

OMB No. 1545-0047

2008

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ To be completed by organizations that answered
"Yes" on Form 990, Part IV, lines 29 or 30.

▶ Attach to Form 990.

Name of the organization **BERKELEY REPERTORY THEATRE** Employer identification number **94-1679756**

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art - Works of art	X	1	3,975	FMV
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications	X		1,996	FMV
5 Clothing and household goods	X		1,847	FMV
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution (historic structures)				
14 Qualified conservation contribution (other)				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory	X	10	31,133	FMV
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (AUCTION/RAFFL)	X	81	52,117	FMV
26 Other ▶ (WATCHES)	X	1	33,000	FMV
27 Other ▶ (AUCTION/RAFFL)	X	4	28,171	FMV
28 Other ▶ (AUCTION/RAFFL)	X	14	16,574	FMV

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

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

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

PART I, OTHER TYPES OF PROPERTY:

AUCTION/RAFFLE - ENTERTAINMENT

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTORS = 33

(C) REVENUE REPORTED ON FORM 990, PART VIII \$ 8234.

(D) METHOD OF DETERMINING REVENUE: FMV

COPY

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

2008

Open to Public
Inspection

Name of the organization

BERKELEY REPERTORY THEATRE

Employer identification number

94-1679756

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

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.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

PRODUCED NATIONAL TOURS FOR THREE SHOWS THAT VISITED BOSTON, CHICAGO, KANSAS CITY, LOS ANGELES, MONTREAL, NEW YORK, SEATTLE, WASHINGTON, DC, AND OTHER CITIES.

EXPENSES \$ 0. INCLUDING GRANTS OF \$ 0. REVENUE \$ 162095.

HELPED PRODUCE THE BROADWAY PRODUCTION OF PASSING STRANGE, WHICH WON THE TONY AWARD FOR BEST BOOK AND WAS MADE INTO A FILM BY CELEBRATED DIRECTOR SPIKE LEE. ANNOUNCED FUTURE BROADWAY TRANSFERS FOR TWO OTHER SHOWS.

FORM 990, PART VI, SECTION A, LINE 10: BERKELEY REPERTORY THEATRE IS CREATING PROCEDURES TO INVOLVE MORE PARTICIPATION IN THE REVIEW PROCESS. PRESENTLY, A BOARD MEMBER OF FINANCE COMMITTEE, USUALLY THE TREASURER, REVIEWS AND SIGNS FORM 990.

FORM 990, PART VI, SECTION B, LINE 12C: THE ORGANIZATION'S CONFLICT OF INTEREST POLICY COVERS ALL TRUSTEES, THE MANAGING DIRECTOR AND ARTISTIC

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

OMB No. 1545-0047

2008

Open to Public Inspection

Name of the organization

BERKELEY REPERTORY THEATRE

Employer identification number

94-1679756

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 CONSITUTE 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.

FORM 990, PART VI, SECTION B, LINE 15: THE ORGANIZATION'S COMPENSATION COMMITTEE REVIEWS SALARY COMPARISONS FROM OTHER LIKE SITUATED THEATRES (SIZE, TYPE, GEOGRAPHIC SIMILARITY). IN ADDITION, THE COMMITTE MAKES PERSONAL PHONE CALLS TO THOSE OTHER ORGANIZATIONS TO CONFIRM SPECIFIC COMPARISONS. THE BOARD HOLDS EXECUTIVE SESSIONS OF THE FULL BOARD TO DISCUSS, DECIDE, DOCUMENT COMPENSATION.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION'S GOVERNING DOCUMENTS AND FINANCIAL STATEMENTS ARE AVAILABLE UPON REQUEST.

Asset Number	Description of property							
	Date placed in service	Method/IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
	BUILDINGS							
2	BUILDING							
	VARIABLE	SSL	27.50	16	21,298,465.		4,704,938.	426,286.
7	LEASEHOLD IMPROVEMENTS							
	VARIABLE	SSL	27.50	16	1,676,065.		720,870.	130,127.
	* 990 PAGE 10 TOTAL BUILDINGS							
					22,974,530.	0.	5,425,808.	556,413.
	FURNITURE & FIXTURES							
5	FURNITURE AND EQUIPMENT							
	VARIABLE	SSL	7.00	16	413,842.		256,369.	15,580.
	* 990 PAGE 10 TOTAL FURNITURE & FIXTURES							
					413,842.	0.	256,369.	15,580.
	MACHINERY & EQUIPMENT							
3	PRODUCTION EQUIPMENT							
	VARIABLE	SSL	5.00	16	1,285,018.		788,818.	59,192.
4	COMPUTER EQUIPMENT							
	VARIABLE	SSL	5.00	16	380,462.		473,352.	33,389.
	* 990 PAGE 10 TOTAL MACHINERY & EQUIPMENT							
					1,665,480.	0.	1,262,170.	92,581.
	LAND							
1	LAND							
	VARIABLE	SSL			1,393,940.			0.
	* 990 PAGE 10 TOTAL LAND							
					1,393,940.	0.	0.	0.
	OTHER							
6	SOFTWARE							
	VARIABLE	SSL	3.00	16	272,039.			0.
8	CONSTRUCTION IN PROGRESS							
	VARIABLE	SNC	.000		440,376.			0.
	* 990 PAGE 10 TOTAL OTHER							
					712,415.	0.	0.	0.
	* GRAND TOTAL 990 PAGE 10 DEPR							
					27,160,207.	0.	6,944,347.	664,574.

Form **990-W**

**Estimated Tax on Unrelated Business Taxable
Income for Tax-Exempt Organizations**

OMB No. 1545-0976

(WORKSHEET)
Department of the Treasury
Internal Revenue Service

(and on Investment Income for Private Foundations) **FORM 990-T**
(Keep for your records. Do not send to the Internal Revenue Service.)

2009

1	Unrelated business taxable income expected in the tax year	1
2	Tax on the amount on line 1. See instructions for tax computation	2
3	Alternative minimum tax (see instructions)	3
4	Total. Add lines 2 and 3	4
5	Estimated tax credits (see instructions)	5
6	Balance. Subtract line 5 from line 4	6
7	Other taxes (see instructions)	7
8	Total. Add lines 6 and 7	8
9	Credit for federal tax paid on fuels (see instructions)	9
10a	Subtract line 9 from line 8. Note. If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions	10a
b	Enter the tax shown on the 2008 return (see instructions). Caution. If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c	10b
c	2009 Estimated Tax. Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	10c

		(a)	(b)	(c)	(d)
11	Installment due dates (see instructions)	11			
12	Required installments. Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions)	12			
13	2008 Overpayment (see instructions)	13			
14	Payment due. (Subtract line 13 from line 12.)	14			

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-W** (2009)

Exempt Organization Business Income Tax Return (and proxy tax under section 6033(e))

2008

Department of the Treasury Internal Revenue Service

For calendar year 2008 or other tax year beginning SEP 1, 2008, and ending AUG 31, 2009

Open to Public Inspection for 501(c)(3) Organizations Only

Header section containing organization name (BERKELEY REPERTORY THEATRE), address (2025 ADDISON STREET, BERKELEY, CA 94704), and exemption details.

H Describe the organization's primary unrelated business activity. ADVERTISING AND RENTS

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? No

J The books are in care of SUZANNE PETTIGREW, CONTROLLER Telephone number 510-647-2900

Table with 4 columns: Part I Unrelated Trade or Business Income, (A) Income, (B) Expenses, (C) Net. Rows 1a-13 showing various income and expense items.

Part II Deductions Not Taken Elsewhere (see instructions for limitations on deductions.) (Except for contributions, deductions must be directly connected with the unrelated business income.)

Table with 4 columns: Line number, Description, Sub-column, Total. Rows 14-34 showing various deduction items and their impact on taxable income.

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation.
 Controlled group members (sections 1561 and 1563) check here See instructions and:
a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):
 (1) \$ _____ (2) \$ _____ (3) \$ _____
b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ _____
 (2) Additional 3% tax (not more than \$100,000) \$ _____
c Income tax on the amount on line 34 **35c** 0.
36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from:
 Tax rate schedule or Schedule D (Form 1041) **36**
37 Proxy tax. See instructions **37**
38 Alternative minimum tax **38**
39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies **39** 0.

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116) **40a**
b Other credits (see instructions) **40b**
c General business credit. Attach Form 3800 **40c**
d Credit for prior year minimum tax (attach Form 8801 or 8827) **40d**
e Total credits. Add lines 40a through 40d **40e**
41 Subtract line 40e from line 39 **41** 0.
42 Other taxes. Check if from: Form 4255 Form 8611 Form 8697 Form 8866 Other (attach schedule) **42**
43 Total tax. Add lines 41 and 42 **43** 0.
44 a Payments: A 2007 overpayment credited to 2008 **44a**
b 2008 estimated tax payments **44b**
c Tax deposited with Form 8868 **44c**
d Foreign organizations: Tax paid or withheld at source (see instructions) **44d**
e Backup withholding (see instructions) **44e**
f Other credits and payments: Form 2439 Form 4136 Other Total **44f**
45 Total payments. Add lines 44a through 44f **45**
46 Estimated tax penalty (see instructions). Check if Form 2220 is attached **46**
47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed **47** 0.
48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid **48** 0.
49 Enter the amount of line 48 you want: **Credited to 2009 estimated tax** **49** **Refunded**

Part V Statements Regarding Certain Activities and Other Information (See instructions on page 18)

1 At any time during the 2008 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here Yes No
2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see page 5 of the instructions for other forms the organization may have to file. Yes No
3 Enter the amount of tax-exempt interest received or accrued during the tax year \$

Schedule A - Cost of Goods Sold. Enter method of inventory valuation N/A

1 Inventory at beginning of year	1		6 Inventory at end of year	6	
2 Purchases	2		7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2	7	
3 Cost of labor	3		8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
4a Additional section 263A costs	4a				
b Other costs (attach schedule)	4b				
5 Total. Add lines 1 through 4b	5				

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 taxpayer) is based on all information of which preparer has any knowledge.

Sign Here
 Signature of officer _____ Date _____ Title **MANAGING DIRECTOR & TRUSTEE**
 May the IRS discuss this return with the preparer shown below (see instructions)? Yes No
Paid Preparer's Use Only
 Preparer's signature _____ Date _____ Check if self-employed
 Firm's name (or yours if self-employed), address, and ZIP code **ARMANINO MCKENNA LLP**
12667 ALCOSTA BOULEVARD, SUITE 500
SAN RAMON, CA 94583-4427
 Preparer's SSN or PTIN **545-13-4393**
 EIN **94-6214841**
 Phone no. **(925) 790-2600**

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)(see instr. on pg 19)

1 Description of property

(1) COSTUME / PROP RENTALS		
(2)		
(3)		
(4)		
2 Rent received or accrued		
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule) SEE STATEMENT 1
(1)	1,010.	41,718.
(2)		
(3)		
(4)		
Total	0.	1,010.
(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A)		(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) ...
		41,718.

Schedule E - Unrelated Debt-Financed Income (See instructions on page 19)

1 Description of debt-financed property		2 Gross income from or allocable to debt-financed property	3 Deductions directly connected with or allocable to debt-financed property	
			(a) Straight line depreciation (attach schedule) STATEMENT 2	(b) Other deductions (attach schedule) STATEMENT 3
(1) FACILITIES/APARTMENT RENTALS		104,443.	73,841.	143,047.
(2)				
(3)				
(4)				
4 Amount of average acquisition debt on or allocable to debt-financed property (attach schedule) STATEMENT 4	5 Average adjusted basis of or allocable to debt-financed property (attach schedule) STATEMENT 5	6 Column 4 divided by column 5	7 Gross income reportable (column 2 x column 6)	8 Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1) 447,813.	(1) 2,476,657.	18.08%	18,883.	39,213.
(2)		%		
(3)		%		
(4)		%		
Totals			18,883.	39,213.
Total dividends-received deductions included in column 8				0.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (See instructions on page 20)

1 Name of controlled organization	2 Employer identification number	Exempt Controlled Organizations			
		3 Net unrelated income (loss) (see instructions)	4 Total of specified payments made	5 Part of column 4 that is included in the controlling organization's gross income	6 Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					

Nonexempt Controlled Organizations

7 Taxable Income	8 Net unrelated income (loss) (see instructions)	9 Total of specified payments made	10 Part of column 9 that is included in the controlling organization's gross income	11 Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				
Totals			0.	0.

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization
(see instructions on page 21)

1 Description of income	2 Amount of income	3 Deductions directly connected (attach schedule)	4 Set-asides (attach schedule)	5 Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals	0.			0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income
(see instructions on page 21)

1 Description of exploited activity	2 Gross unrelated business income from trade or business	3 Expenses directly connected with production of unrelated business income	4 Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5 Gross income from activity that is not unrelated business income	6 Expenses attributable to column 5	7 Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals	0.	0.				0.

Schedule J - Advertising Income (see instructions on page 21)

Part I Income From Periodicals Reported on a Consolidated Basis

1 Name of periodical	2 Gross advertising income	3 Direct advertising costs	4 Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5 Circulation income	6 Readership costs	7 Excess readership costs (column 6 minus column 5, but not more than column 4).
(1) BERKELEY REP.						
(2) THEATRE PROGRAMS	158,193.	102,203.		0.	0.	
(3)						
(4)						
Totals (carry to Part II, line (5))	158,193.	102,203.	55,990.			0.

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1 Name of periodical	2 Gross advertising income	3 Direct advertising costs	4 Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5 Circulation income	6 Readership costs	7 Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
(5) Totals from Part I	158,193.	102,203.				0.
Totals , Part II (lines 1-5)	158,193.	102,203.				0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions on page 22)

1 Name	2 Title	3 Percent of time devoted to business	4 Compensation attributable to unrelated business
			%
			%
			%
			%
Total . Enter here and on page 1, Part II, line 14			0.

FORM 990-T DEDUCTIONS CONNECTED WITH RENTAL INCOME STATEMENT 1

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
COSTUME SHOP STAFF		0.	
PROP SHOP STAFF		0.	
COSTUME STORAGE		41,718.	
- SUBTOTAL -	1		41,718.
TOTAL TO FORM 990-T, SCHEDULE C, COLUMN 3			41,718.

FORM 990-T SCHEDULE E - DEPRECIATION DEDUCTION STATEMENT 2

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		73,841.	
- SUBTOTAL -	1		73,841.
TOTAL OF FORM 990-T, SCHEDULE E, COLUMN 3(A)			73,841.

FORM 990-T SCHEDULE E - OTHER DEDUCTIONS STATEMENT 3

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
TECHNICIAN SALARIES		40,537.	
ASSOCIATE PRODUCTION MANAGER		30,978.	
PRODUCTION INTERN		1,100.	
MAINTENANCE		21,733.	
UTILITIES		25,226.	
INSURANCE		23,473.	
- SUBTOTAL -	1		143,047.
TOTAL OF FORM 990-T, SCHEDULE E, COLUMN 3(B)			143,047.

Berkeley Repertory Theatre
 For the year ended August 31, 2009
 Net Operating Loss Deduction - Form 990-T, Part I, Line 31

FEIN 94-1679756

<u>Tax Year</u>	<u>Loss Sustained</u>	<u>Loss Previously Applied</u>	<u>Loss Remaining</u>	<u>Available This Year</u>
8/31/2005	-	-	-	-
8/31/2006	14,308	-	14,308	14,308
8/31/2007	18,736	-	18,736	18,736
8/31/2008	-	8,636	(8,636)	(8,636)
8/31/2009	5,048	-	5,048	5,048
Total NOL Carryover to 2009			<u>29,456</u>	<u>29,456</u>

<u>Tax Year</u>	<u>Loss Sustained</u>	<u>California Loss Previously Applied</u>	<u>Loss Remaining</u>	<u>Available This Year</u>
8/31/2005	-	-	-	-
8/31/2006	14,308	-	14,308	14,308
8/31/2007	18,736	-	18,736	18,736
8/31/2008	-	7,636	(7,636)	(7,636)
8/31/2009	5,048	-	5,048	5,048
Total NOL Carryover to 2009			<u>30,456</u>	<u>30,456</u>