

Return of Organization Exempt from Income Tax

2003

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

Open to Public Inspection

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 2003 calendar year, or tax year beginning 7/01, 2003, and ending 6/30, 2004

B Check if applicable:

- Address change [X]
Name change
Initial return
Final return
Amended return
Application pending

Please use IRS label or print or type. See specific instructions.

VIRGINIA PERFORMING ARTS FOUNDATION, INC
111 VIRGINIA AVE., SUITE 400
RICHMOND, VA 23219

D Employer Identification Number

54-2028439

E Telephone number

(804) 327-5755

F Accounting method:

Cash [] Accrual [X]

Other (specify)

Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

H and I are not applicable to section 527 organizations.

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

H (b) If 'Yes,' enter number of affiliates.

H (c) Are all affiliates included? Yes [] No []

(If 'No,' attach a list. See instructions.)

H (d) Is this a separate return filed by an organization covered by a group ruling? Yes [] No [X]

I Group Exemption Number.

M Check [] if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

G Web site: www.vapaf.com

J Organization type

(check only one) [X] 501(c) 3 (insert no.) [] 4947(a)(1) or [] 527

K Check here [] if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS; but if the organization received a Form 990 Package in the mail, it should file a return without financial data. Some states require a complete return.

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 7,168,376.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See instructions)

Table with columns for Revenue, Expenses, and Assets. Rows include: 1 Contributions, gifts, grants, and similar amounts received; 2 Program service revenue including government fees and contracts; 3 Membership dues and assessments; 4 Interest on savings and temporary cash investments; 5 Dividends and interest from securities; 6a Gross rents; 6b Less: rental expenses; 6c Net rental income or (loss); 7 Other investment income; 8a Gross amount from sales of assets other than inventory; 8b Less: cost or other basis and sales expenses; 8c Gain or (loss); 8d Net gain or (loss); 9 Special events and activities; 9a Gross revenue; 9b Less: direct expenses; 9c Net income or (loss); 10a Gross sales of inventory; 10b Less: cost of goods sold; 10c Gross profit or (loss); 11 Other revenue; 12 Total revenue; 13 Program services; 14 Management and general; 15 Fundraising; 16 Payments to affiliates; 17 Total expenses; 18 Excess or (deficit) for the year; 19 Net assets or fund balances at beginning of year; 20 Other changes in net assets or fund balances; 21 Net assets or fund balances at end of year.

Part II Statement of Functional Expenses All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others.

Table with 5 columns: (A) Total, (B) Program services, (C) Management and general, (D) Fundraising. Rows include: 22 Grants and allocations, 23 Specific assistance to individuals, 24 Benefits paid to or for members, 25 Compensation of officers, directors, etc., 26 Other salaries and wages, 27 Pension plan contributions, 28 Other employee benefits, 29 Payroll taxes, 30 Professional fundraising fees, 31 Accounting fees, 32 Legal fees, 33 Supplies, 34 Telephone, 35 Postage and shipping, 36 Occupancy, 37 Equipment rental and maintenance, 38 Printing and publications, 39 Travel, 40 Conferences, conventions, and meetings, 41 Interest, 42 Depreciation, depletion, etc, 43 Other expenses not covered above, 44 Total functional expenses.

Joint Costs. Check if you are following SOP 98-2.

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
If 'Yes,' enter (i) the aggregate amount of these joint costs \$; (ii) the amount allocated to Program services \$; (iii) the amount allocated to Management and general \$; and (iv) the amount allocated to Fundraising \$

Part III Statement of Program Service Accomplishments

Table with 2 columns: Description, Program Service Expenses. Row a: See Statement 4 (Grants and allocations \$ 714,097). Row b: (Grants and allocations \$). Row c: (Grants and allocations \$). Row d: (Grants and allocations \$). Row e: Other program services. Row f: Total of Program Service Expenses (should equal line 44, column (B), Program services) 714,097.

Part IV Balance Sheets (See Instructions)

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A)		(B)
		Beginning of year		End of year
ASSETS	45 Cash — non-interest-bearing	154,232.	45	3,893,274.
	46 Savings and temporary cash investments		46	
	47a Accounts receivable	417.		
	b Less: allowance for doubtful accounts	80,305.	47c	417.
	48a Pledges receivable	2,610,615.		
	b Less: allowance for doubtful accounts	3,330,415.	48c	2,610,615.
	49 Grants receivable		49	
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)		50	
	51a Other notes & loans receivable (attach sch)			
	b Less: allowance for doubtful accounts		51c	
	52 Inventories for sale or use		52	
	53 Prepaid expenses and deferred charges	2,475.	53	1,253.
	54 Investments — securities (attach schedule)	<input type="checkbox"/> Cost <input type="checkbox"/> FMV	54	
	55a Investments — land, buildings, & equipment: basis			
	b Less: accumulated depreciation (attach schedule)		55c	
	56 Investments — other (attach schedule)		56	
	57a Land, buildings, and equipment: basis	4,919,832.		
	b Less: accumulated depreciation (attach schedule)	32,132.	57c	4,887,700.
	58 Other assets (describe ▶ _____)		58	
59 Total assets (add lines 45 through 58) (must equal line 74)	4,675,783.	59	11,393,259.	
LIABILITIES	60 Accounts payable and accrued expenses	56,507.	60	1,085,042.
	61 Grants payable		61	
	62 Deferred revenue		62	
	63 Loans from officers, directors, trustees, and key employees (attach schedule)		63	
	64a Tax-exempt bond liabilities (attach schedule)		64a	
	b Mortgages and other notes payable (attach schedule)		64b	
	65 Other liabilities (describe ▶ _____)	274,105.	65	
66 Total liabilities (add lines 60 through 65)	330,612.	66	1,085,042.	
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.			
	67 Unrestricted	1,579,540.	67	7,718,602.
	68 Temporarily restricted	2,765,631.	68	2,589,615.
	69 Permanently restricted		69	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.			
	70 Capital stock, trust principal, or current funds		70	
	71 Paid-in or capital surplus, or land, building, and equipment fund		71	
	72 Retained earnings, endowment, accumulated income, or other funds		72	
73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19; column (B) must equal line 21)	4,345,171.	73	10,308,217.	
74 Total liabilities and net assets/fund balances (add lines 66 and 73)	4,675,783.	74	11,393,259.	

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

BAA

Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return (See instructions.)

Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return

a	Total revenue, gains, and other support per audited financial statements	a	7,102,617.
b	Amounts included on line a but not on line 12, Form 990:		
(1)	Net unrealized gains on investments		
(2)	Donated services and use of facilities		
(3)	Recoveries of prior year grants		
(4)	Other (specify):		
	----- \$		
	Add amounts on lines (1) through (4)	b	
c	Line a minus line b	c	7,102,617.
d	Amounts included on line 12, Form 990 but not on line a:		
(1)	Investment expenses not included on line 6b, Form 990		
(2)	Other (specify):		
	----- \$		
	Add amounts on lines (1) and (2) ..	d	
e	Total revenue per line 12, Form 990 (line c plus line d)	e	7,102,617.

a	Total expenses and losses per audited financial statements	a	1,139,571.
b	Amounts included on line a but not on line 17, Form 990:		
(1)	Donated services and use of facilities		
(2)	Prior year adjustments reported on line 20, Form 990		
(3)	Losses reported on line 20, Form 990		
(4)	Other (specify):		
	----- \$		
	Add amounts on lines (1) through (4)	b	
c	Line a minus line b	c	1,139,571.
d	Amounts included on line 17, Form 990 but not on line a:		
(1)	Investment expenses not included on line 6b, Form 990		
(2)	Other (specify):		
	----- \$		
	Add amounts on lines (1) and (2) ..	d	
e	Total expenses per line 17, Form 990 (line c plus line d)	e	1,139,571.

Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated; see instructions.)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (if not paid, enter -0-)	(D) Contributions to employee benefit plans and deferred compensation	(E) Expense account and other allowances
JAMES E. UKROP 111 VIRGINIA STREET, STE. 20 RICHMOND, VA 23219	Chairman As Required	0.	0.	0.
JOHN W. BATES III 901 EAST CARY ST., 7TH FLOOR RICHMOND, VA 23219	Secretary As Required	0.	0.	0.
BEVERLY W. ARMSTRONG 901 E. CARY ST., STE 1500 RICHMOND, VA 23219	Treasurer As Required	0.	0.	0.
BRAD ARMSTRONG 111 VIRGINIA ST., SUITE 202 RICHMOND, VA 23219	President & CEO 40	275,000.	26,688.	0.

75 Did any officer, director, trustee, or key employee receive aggregate compensation of more than \$100,000 from your organization and all related organizations, of which more than \$10,000 was provided by the related organizations? Yes No
If 'Yes,' attach schedule -- see instructions.

Part VI Other Information (See instructions.)

		Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If 'Yes,' attach a detailed description of each activity		X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If 'Yes,' attach a conformed copy of the changes.		X
78a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
78b	If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If 'Yes,' attach a statement.		X
80a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?		X
80a	b If 'Yes,' enter the name of the organization <u>N/A</u> and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt.		
81a	Enter direct and indirect political expenditures. See line 81 instructions. <u>81a</u> 0.		
81b	Did the organization file Form 1120-POL for this year?		X
82a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	X	
82b	b If 'Yes,' you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.) <u>82b</u>		
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
83b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	X	
84a	Did the organization solicit any contributions or gifts that were not tax deductible?		X
84b	b If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		N/A
85a	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?		N/A
85b	b Did the organization make only in-house lobbying expenditures of \$2,000 or less? If 'Yes' was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		N/A
85c	c Dues, assessments, and similar amounts from members.		N/A
85d	d Section 162(e) lobbying and political expenditures.		N/A
85e	e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices.		N/A
85f	f Taxable amount of lobbying and political expenditures (line 85d less 85e).		N/A
85g	g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?		N/A
85h	h If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?		N/A
86a	501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on line 12.		N/A
86b	b Gross receipts, included on line 12, for public use of club facilities.		N/A
87a	501(c)(12) organizations. Enter: a Gross income from members or shareholders.		N/A
87b	b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)		N/A
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Part IX.		X
89a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 <u>0.</u> ; section 4912 <u>0.</u> ; section 4955 <u>0.</u>		
89b	b 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If 'Yes,' attach a statement explaining each transaction.		X
	c Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958.		0.
	d Enter: Amount of tax on line 89c, above, reimbursed by the organization.		0.
90a	List the states with which a copy of this return is filed <u>None</u>		
90b	b Number of employees employed in the pay period that includes March 12, 2003 (See instructions.)		5
91	The books are in care of <u>KIRBY & ASSOCIATES, CPA</u> Telephone number <u>(804) 672-7650</u> Located at <u>4118 E. PARHAM ROAD, SUITE C</u> ZIP + 4 <u>23228</u>		
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here. <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the tax year. <u>92</u>		N/A

Part VII Analysis of Income-Producing Activities (See instructions.)

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees & contracts from government agencies . . .					
94 Membership dues and assessments					2,653.
95 Interest on savings & temporary cash invmnts . . .					
96 Dividends & interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from pers prop					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events			1	-23,120.	
102 Gross profit or (loss) from sales of inventory					
103 Other revenue: a _____					
b _____					
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E))				-23,120.	2,653.
105 Total (add line 104, columns (B), (D), and (E))					-20,467.

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
94	Membership fees received from OPUS members who are young supporters of the arts.

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A				

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See instructions.)

- a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- b Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note: If 'Yes' to (a), file Form 8870 and Form 4720 (see instructions).

Please Sign Here

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.

Signature of officer: UB Armstrong Date: 2.14.05

Type or print name and title: President & CEO

Paid Preparer's Use Only

Preparer's signature: PHILLIP J. KIRBY JR. Date: 2/14/05

Firm's name (or yours if self-employed) address, and ZIP + 4: KIRBY & ASSOCIATES, CPA
4118 East Parham Road, Suite C
Richmond, VA 23228

Check if self-employed: Preparer's SSN or PTIN (see General Instruction W): N/A

EIN: N/A Phone no.: (804) 672-7650

SCHEDULE A
(Form 990 or 990-EZ)

**Organization Exempt Under
Section 501(c)(3)**

OMB No. 1545-0047

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

2003

Supplementary Information — (See separate instructions.)

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ.**

Department of the Treasury
Internal Revenue Service

Name of the organization VIRGINIA PERFORMING ARTS FOUNDATION, INC	Employer identification number 54-2028439
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Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See instructions. List each one. If there are none, enter 'None.')

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account and other allowances
<u>BRAD ARMSTRONG</u> 111 VIRGINIA ST., SUITE 400;	PRESIDENT/CEO 40	275,000.	26,688.	0.
<u>JUDY FORD</u> 7807 GRANITE HALL AVE; RICHMOND, VA	V.P DEVELOPMENT 40	120,000.	12,790.	0.
<u>MICHELE WALTER</u> 2410 CROMWELL ROAD, RICHMOND, VA	COO 40	101,000.	8,535.	0.
----- ----- -----				
Total number of other employees paid over \$50,000	0			

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See instructions. List each one (whether individuals or firms). If there are none, enter 'None.')

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
<u>AMS PLANNING & RESEARCH CORP.</u> P.O. BOX 423 SOUHPORT, CT 06890-0423	MGT. COUNSELING	142,087.
<u>WILSON BUTLER ARCHITECTS</u> 195 STATE STREET, BOSTON, MA 02109	ARCHITECT/ENGINEER	1,808,184.
<u>THEATRE PROJECTS CONSULTANTS</u> DEPT. 0105;P.O. BOX 40000; HARTFORD, CT 06151	THEATRICAL	273,144.
<u>JAFFE HOLDEN ACOUSTICS, INC.</u> 114A WASHINGTON ST., NORWALK, CT. 06854	ACOUSTICIANS	129,543.
<u>WACO</u> P.O. BOX 829; SANDSTON, VA 23150	ASBESTOS ABATEMENT	125,837.
Total number of others receiving over \$50,000 for professional services	3	

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990 and Form 990-EZ.

Schedule A (Form 990 or 990-EZ) 2003

Part III Statements About Activities (See instructions.)		Yes	No
1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If 'Yes,' enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ <u>97,847.</u> (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.)	X	
Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking 'Yes,' must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.			
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is 'Yes,' attach a detailed statement explaining the transactions.) See Statement 6		
a	Sale, exchange, or leasing of property?	X	
b	Lending of money or other extension of credit?		X
c	Furnishing of goods, services, or facilities?		X
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?		X
e	Transfer of any part of its income or assets?		X
3a	Do you make grants for scholarships, fellowships, student loans, etc? (If 'Yes,' attach an explanation of how you determine that recipients qualify to receive payments.)		X
3b	Do you have a section 403(b) annuity plan for your employees?		X
4	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?		X

Part IV Reason for Non-Private Foundation Status (See instructions.)

- The organization is not a private foundation because it is: (Please check only **ONE** applicable box.)
- 5 A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
 - 6 A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
 - 7 A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
 - 8 A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
 - 9 A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ▶ _____
 - 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
 - 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
 - 11b A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
 - 12 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 charitable, etc, 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). (Also complete the **Support Schedule** in Part IV-A.)
 - 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: (1) lines 5 through 12 above; or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). (See section 509(a)(3).)

Provide the following information about the supported organizations. (See instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14 An organization organized and operated to test for public safety. Section 509(a)(4). (See instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) *Use cash method of accounting.*

Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in)	(a) 2002	(b) 2001	(c) 2000	(d) 1999	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	3,481,472.	2,699,253.			6,180,725.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose					
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975					
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf.					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets. See Stmt. 7.	7,907.	240.			8,147.
23 Total of lines 15 through 22	3,489,379.	2,699,493.			6,188,872.
24 Line 23 minus line 17.	3,489,379.	2,699,493.			6,188,872.
25 Enter 1% of line 23.	34,894.	26,995.			

26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24. N/A.	26a	
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1999 through 2002 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts	26b	
c Total support for section 509(a)(1) test: Enter line 24, column (e)	26c	
d Add: Amounts from column (e) for lines: 18 _____ 19 _____ 22 _____ 26b _____	26d	
e Public support (line 26c minus line 26d total)	26e	
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))	26f	%

27 Organizations described on line 12:		
a For amounts included in lines 15, 16, and 17 that were received from a 'disqualified person,' prepare a list for your records to show the name of, and total amounts received in each year from, each 'disqualified person.' Do not file this list with your return. Enter the sum of such amounts for each year: (2002) _____ 0. (2001) _____ 0. (2000) _____ 0. (1999) _____ 0.		
b For any amount included in line 17 that was received from each person (other than 'disqualified persons'), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: (2002) _____ 0. (2001) _____ 0. (2000) _____ 0. (1999) _____ 0.		
c Add: Amounts from column (e) for lines: 15 6,180,725. 16 _____ 17 _____ 20 _____ 21 _____	27c	6,180,725.
d Add: Line 27a total. 0. and line 27b total	27d	0.
e Public support (line 27c total minus line 27d total)	27e	6,180,725.
f Total support for section 509(a)(2) test: Enter amount from line 23, column (e)	27f	6,188,872.
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))	27g	99.87 %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))	27h	0. %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 1999 through 2002, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

Part V Private School Questionnaire (See instructions.)
 (To be completed ONLY by schools that checked the box on line 6 in Part IV)

		N/A	
		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves?		
	If 'Yes,' please describe; if 'No,' please explain. (If you need more space, attach a separate statement.) ----- ----- -----		
32	Does the organization maintain the following:		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?		
d	Copies of all material used by the organization or on its behalf to solicit contributions?		
	If you answered 'No' to any of the above, please explain. (If you need more space, attach a separate statement.) ----- -----		
33	Does the organization discriminate by race in any way with respect to:		
a	Students' rights or privileges?		
b	Admissions policies?		
c	Employment of faculty or administrative staff?		
d	Scholarships or other financial assistance?		
e	Educational policies?		
f	Use of facilities?		
g	Athletic programs?		
h	Other extracurricular activities?		
	If you answered 'Yes' to any of the above, please explain. (If you need more space, attach a separate statement.) ----- -----		
34a	Does the organization receive any financial aid or assistance from a governmental agency?		
b	Has the organization's right to such aid ever been revoked or suspended?		
	If you answered 'Yes' to either 34a or b, please explain using an attached statement.		
35	Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev Proc 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If 'No,' attach an explanation.		

Part VI-A Lobbying Expenditures by Electing Public Charities (See instructions.)
 (To be completed ONLY by an eligible organization that filed Form 5768)

Check **a** if the organization belongs to an affiliated group. Check **b** if you checked 'a' and 'limited control' provisions apply.

Limits on Lobbying Expenditures		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
(The term 'expenditures' means amounts paid or incurred.)			
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	27,206.
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37	70,641.
38	Total lobbying expenditures (add lines 36 and 37)	38 0.	97,847.
39	Other exempt purpose expenditures	39	1,045,932.
40	Total exempt purpose expenditures (add lines 38 and 39)	40 0.	1,143,779.
41	Lobbying nontaxable amount. Enter the amount from the following table –		
	If the amount on line 40 is –		
	The lobbying nontaxable amount is –		
	Not over \$500,000	20% of the amount on line 40	
	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	
	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	189,378.
	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	
	Over \$17,000,000	\$1,000,000	
42	Grassroots nontaxable amount (enter 25% of line 41)	42	47,345.
43	Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43 0.	0.
44	Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44 0.	0.

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.
 See the instructions for lines 45 through 50.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
45	189,378.				189,378.
46					284,067.
47	97,847.				97,847.
48	47,345.				47,345.
49					71,018.
50	27,206.				27,206.

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See instructions.)

N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
	a Volunteers		
b Paid staff or management (Include compensation in expenses reported on lines c through h.)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (add lines c through h.)			

If 'Yes' to any of the above, also attach a statement giving a detailed description of the lobbying activities.

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See instructions)

51 Did the reporting organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting organization to a noncharitable exempt organization of:

	Yes	No
51 a (i) Cash.....		X
a (ii) Other assets.....		X
b (i) Sales or exchanges of assets with a noncharitable exempt organization.....		X
b (ii) Purchases of assets from a noncharitable exempt organization.....		X
b (iii) Rental of facilities, equipment, or other assets.....		X
b (iv) Reimbursement arrangements.....		X
b (v) Loans or loan guarantees.....		X
b (vi) Performance of services or membership or fundraising solicitations.....		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.....		X

(i) Cash.....
(ii) Other assets.....

b Other transactions:

(i) Sales or exchanges of assets with a noncharitable exempt organization.....
(ii) Purchases of assets from a noncharitable exempt organization.....
(iii) Rental of facilities, equipment, or other assets.....
(iv) Reimbursement arrangements.....
(v) Loans or loan guarantees.....
(vi) Performance of services or membership or fundraising solicitations.....

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.....

d If the answer to any of the above is 'Yes,' complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting organization. If the organization received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received:

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

52a Is the organization directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If 'Yes,' complete the following schedule:

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors
Supplementary information for
line 1 of Form 990, 990-EZ and 990-PF (see instructions)

OMB No. 1545-0047

2003

Name of organization

VIRGINIA PERFORMING ARTS FOUNDATION, INC

Employer identification number

54-2028439

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

- 501(c)(3) (enter number) organization
- 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
- 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
- 4947(a)(1) nonexempt charitable trust treated as a private foundation
- 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note: Only a section 501(c)(7), (8), or (10) organization can check box(es) for both the General Rule and a Special Rule – see instructions.)

General Rule –

- For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules –

- For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III.)
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year.) ▶ \$ _____

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF) but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 1 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

BAA For Paperwork Reduction Act Notice, see the instructions for Form 990 and Form 990-EZ.

Schedule B (Form 990, 990-EZ, or 990-PF) (2003)

Name of organization

VIRGINIA PERFORMING ARTS FOUNDATION, INC

Employer identification number

54-2028439

Part I Contributors (See Specific Instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	JAMES UKROP 111 VIRGINIA ST., SUITE 202 RICHMOND, VA 23223	\$ 50,056.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	THE UKROP FOUNDATION 111 VIRGINIA ST. RICHMOND, VA 23219	\$ 148,458.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	ROBINS FOUNDATION P.O. BOX 1124 RICHMOND, VA 23218	\$ 510,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	E. RHODES & L. CARPENTER FOUND P.O. BOX 58880 PHILADELPHIA, PA, 19102-8880	\$ 750,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	PERFORMANCE FOOD GROUP 12500 WEST CREEK PARKWAY RICHMOND, VA 23238	\$ 60,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	PHIL DAVIDSON 1425 OLD MILL ROAD CROZIER, VA 23039	\$ 9,719.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

VIRGINIA PERFORMING ARTS FOUNDATION, INC

Employer identification number

54-2028439

Part I Contributors (See Specific Instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	S. BUFORD SCOTT 4919 LOCKGREEN CIRCLE RICHMOND, VA 23226	\$ 9,795.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
8	THE MARY MORTON PARSONS FOUND. 901 E. CARY ST., SUITE 1404 RICHMOND, VA 23219	\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
9	PHILIP MORRIS, USA P.O. BOX 26603 RICHMOND, VA 23261	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
10	CJW MEDICAL CENTER - HCA HOSP. 500 HIOAKS ROAD, SUITE 207 RICHMOND, VA 23225	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
11	DICK DU 650 WALSING DRIVE RICHMOND, VA 23229	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
12	FRANK BRADLEY P.O. BOX 19 STUDLEY, VA 23162	\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

VIRGINIA PERFORMING ARTS FOUNDATION, INC

54-2028439

Part I Contributors (See Specific Instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	BRENTON S. HALSEY 213 AMPHILL ROAD RICHMOND, VA 23226	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
14	JOHN BATES 3 HIGHLAND ROAD RICHMOND, VA 23229	\$ 10,080.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
15	ANNE & JAMES RHODES 5407 MATOAKA ROAD RICHMOND, VA 23226	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
16	J. STEWART BRYAN MEM. FOUND. 7325 BEAUFONT SPRINGS RICHMOND, VA 23225	\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
17	LANDAMERICA FOUNDATION 101 GATEWAY CENTRE PKWY RICHMOND, VA 23235	\$ 40,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
18	ROBERT M. FREEMAN 14 KANAWHA ROAD RICHMOND, VA 23226	\$ 33,400.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

VIRGINIA PERFORMING ARTS FOUNDATION, INC

54-2028439

Part I Contributors (See Specific Instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
19	TROUTMAN SAUNDERS LLP 111 E. MAIN ST. RICHMOND, VA 23219	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
20	BANK OF AMERICA P.O. BOX 26688 RICHMOND, VA 23261	\$ 15,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
21	DOMINION FOUNDATION 701 E. CARY ST. RICHMOND, VA 23219	\$ 51,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
22	WINDSOR FOUNDATION P.O. BOX 26606 RICHMOND, VA 23261	\$ 60,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
23	GILBERT M. ROSENTHAL P.O. BOX 8390 RICHMOND, VA 23226	\$ 124,886.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
24	SUNTRUST BANK, MID-ATLANTIC P.O. BOX 26665 RICHMOND, VA 23261-6665	\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

VIRGINIA PERFORMING ARTS FOUNDATION, INC

54-2028439

Part I Contributors (See Specific Instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
25	JERRY SHEEHAN ----- 11901 ABERDEEN LANDING TERRACE ----- MIDLOTHIAN, VA 23113 -----	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
26	ROBERT C. SLEDD ----- P.O. BOX 29269 ----- RICHMOND, VA 23242 -----	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
27	ATRIA GROUP, INC. ----- P.O. BOX 26603 ----- RICHMOND, VA 23261 -----	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
28	VA. COMMISSION FOR THE ARTS ----- 223 GOVERNOR ST. ----- RICHMOND, VA 23219 -----	\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
29	BRUCE GRAY ----- 2714 MONUMENT AVE. ----- RICHMOND, VA 23220 -----	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
30	CAPITAL ONE SERVICES ----- 8000 JONES BRANCH DRIVE ----- MCLEAN, VA 22102 -----	\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

VIRGINIA PERFORMING ARTS FOUNDATION, INC

54-2028439

Part I Contributors (See Specific Instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
31	ELIZABETH SCHNEIDER ----- P.O. BOX 547 ----- SOMERSET, VA 22972 -----	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
32	CONSTANCE & LINWOOD LACY ----- P.O. BOX 26688 ----- RICHMOND, VA 23261 -----	\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
33	COUNTY OF HENRICO ----- P.O. BOX 27032 ----- RICHMOND, VA 23273 -----	\$ 100,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
34	NANCY HILL ----- 210 AMPHILL ROAD ----- RICHMOND, VA 23238 -----	\$ 5,687.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
35	SUNTRUST BANK ----- 919 E. MAIN ST. ----- RICHMOND, VA 23219 -----	\$ 12,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
36	THE ANDREW MELLON FOUNDATION ----- 140 E. 62ND ST. ----- NEW YORK, NY 10021 -----	\$ 30,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

VIRGINIA PERFORMING ARTS FOUNDATION, INC

54-2028439

Part I Contributors (See Specific Instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
37	JOSS FUND ----- 7325 BEAUFONT SPRINGS ----- RICHMOND, VA 23225 -----	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
38	WACHOVIA FOUNDATION ----- 1021 E. CARY ST. ----- RICHMOND, VA 23219 -----	\$ 230,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
39	CITY OF RICHMOND ----- 900 E. BROAD ST., SUITE 200 ----- RICHMOND, VA 23219 -----	\$ 4,500,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

VIRGINIA PERFORMING ARTS FOUNDATION, INC

54-2028439

Part II Noncash Property (See Specific Instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
—	N/A ----- ----- ----- -----	\$-----	-----
—	----- ----- ----- -----	\$-----	-----
—	----- ----- ----- -----	\$-----	-----
—	----- ----- ----- -----	\$-----	-----
—	----- ----- ----- -----	\$-----	-----
—	----- ----- ----- -----	\$-----	-----
—	----- ----- ----- -----	\$-----	-----
—	----- ----- ----- -----	\$-----	-----

BAA

Name of organization

VIRGINIA PERFORMING ARTS FOUNDATION, INC

Employer identification number

54-2028439

Part III Exclusively religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year (Complete cols (a) through (e) and the following line entry.)

For organizations completing Part III, enter total of exclusively religious, charitable, etc, contributions of \$1,000 or less for the year. (Enter this information once - see instructions.) ... \$ N/A

Table with 4 columns: (a) No. from Part I, (b) Purpose of gift, (c) Use of gift, (d) Description of how gift is held. Row 1 contains 'N/A' in column (b).

Table with 2 columns: (e) Transfer of gift, split into Transferee's name, address, and ZIP + 4 and Relationship of transferor to transferee.

Table with 4 columns: (a) No. from Part I, (b) Purpose of gift, (c) Use of gift, (d) Description of how gift is held.

Table with 2 columns: (e) Transfer of gift, split into Transferee's name, address, and ZIP + 4 and Relationship of transferor to transferee.

Table with 4 columns: (a) No. from Part I, (b) Purpose of gift, (c) Use of gift, (d) Description of how gift is held.

Table with 2 columns: (e) Transfer of gift, split into Transferee's name, address, and ZIP + 4 and Relationship of transferor to transferee.

Table with 4 columns: (a) No. from Part I, (b) Purpose of gift, (c) Use of gift, (d) Description of how gift is held.

Table with 2 columns: (e) Transfer of gift, split into Transferee's name, address, and ZIP + 4 and Relationship of transferor to transferee.

VIRGINIA PERFORMING ARTS FOUNDATION, INC

54-2028439

Statement 1
Form 990, Part I, Line 9
Net Income (Loss) from Special Events

Special Events	Gross Receipts	Less Contributions	Gross Revenue	Less Direct Expenses	Net Income (Loss)
The Future is WOW Festival	42,639.	0.	42,639.	65,759.	-23,120.
Total	<u>\$ 42,639.</u>	<u>\$ 0.</u>	<u>\$ 42,639.</u>	<u>\$ 65,759.</u>	<u>\$ -23,120.</u>

Statement 2
Form 990, Part II, Line 43
Other Expenses

	(A) Total	(B) Program Services	(C) Management & General	(D) Fundraising
Bank Fees	199.	82.	71.	46.
Broadcast Advertising	161.		161.	
Consulting	129,702.	88,800.	8,660.	32,242.
Contributions	50.		50.	
Decorations	525.	197.	197.	131.
Design Expense	10,075.	7,758.		2,317.
Dues/Subscriptions	5,454.	2,236.	1,964.	1,254.
Entertainment	15,264.	9,158.	2,290.	3,816.
Entertainment - OPUS	225.	135.	34.	56.
Equipment/IT	16,756.	11,226.	1,676.	3,854.
Fees & Licenses	72,478.	29,716.	26,092.	16,670.
Food	12,944.	7,767.	1,941.	3,236.
Food - OPUS	991.	594.	149.	248.
Government Relations	85.		85.	
Insurance	4,338.	1,779.	1,561.	998.
IT Services	7,643.	3,134.	2,751.	1,758.
Mail Service	2,073.	850.	746.	477.
Marketing/Public Relations	7,580.	3,108.	2,729.	1,743.
Meeting Expense	12,009.	4,924.	4,323.	2,762.
Meeting Expense - OPUS	200.	82.	72.	46.
Miscellaneous	2,631.	1,079.	947.	605.
Payroll Processing	1,408.	577.	507.	324.
Promotional Materials	9,780.			9,780.
Promotional Materials - OPUS	243.			243.
Taxes	1,547.	634.	557.	356.
Total	<u>\$ 314,361.</u>	<u>\$ 173,836.</u>	<u>\$ 57,563.</u>	<u>\$ 82,962.</u>

Statement 3
Form 990, Part III
Organization's Primary Exempt Purpose

To enrich the quality of life in the Richmond community by providing performing arts facilities to enable people to experience and appreciate the quality, power, and diversity of performing arts, and enhance the downtown renaissance of Richmond

VIRGINIA PERFORMING ARTS FOUNDATION, INC

54-2028439

Statement 4
Form 990, Part III, Line a
Statement of Program Service Accomplishments

Description	Grants and Allocations	Program Service Expenses
1. Unveiled the exterior design of the Performing Arts Center located on the Thalhimer block of downtown Richmond.		
2. Celebrated the unveiling of the new design with an afternoon street festival on Broad St.		
3. The federal government granted \$500,000 in federal funds for the building of the Landmark Arts Education Center. The grant is one of 902 economic development initiatives that were awarded targeted grants from HUD Community Development Fund. This is the second \$500,000 grant from HUD for this project.		
4. The Arts Education Collaborative completed phase 1 of the business plan for the education center. The center is expected to begin in the fall of 2006.		
5. OPUS was created for young supporters of the arts who wanted to see the arts thrive in our region. OPUS has over 100 active members and nearly 200 people attending OPUS events.		
6. During 2004 the General Assembly passed legislation that will permit Chesterfield, Hanover, and Henrico to increase the Transient Occupancy Tax by 1%. 70% of the proceeds from the increase would be dedicated to VAPAF for construction of the Performing Arts Center, and could fund \$14 million in capital bonds. To become effective the increase will need to be enacted by all 4 localities.		
7. A memorandum of understanding with the Carpenter Center has been completed that will combine the organizations by January 2005, prior to closing of the Carpenter Center for renovations.		
8. VAPAF took title to the Thalhimer's building with planned demolition to start in December 2004.		714,097.
	<u>\$ 0.</u>	<u>\$ 714,097.</u>

Statement 5
Form 990, Part IV, Line 57
Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value
Furniture and Fixtures	\$ 21,547.	\$ 10,946.	\$ 10,601.
Machinery and Equipment	19,355.	13,497.	5,858.
Buildings	4,840,483.	0.	4,840,483.
Improvements	38,447.	7,689.	30,758.
Total	<u>\$ 4,919,832.</u>	<u>\$ 32,132.</u>	<u>\$ 4,887,700.</u>

VIRGINIA PERFORMING ARTS FOUNDATION, INC

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Statement 6
 Schedule A, Part III, Line 2
 Transactions with Trustees, Directors, Etc.

Sub-leased office space from First Market Bank. James Ukrop, Chairman of the Virginia Performing Arts Foundation Board of Directors, is also the Chairman of First Market Bank.

Statement 7
 Schedule A, Part IV-A, Line 22
 Other Income

Description	(a) 2002	(b) 2001	(c) 2000	(d) 1999	(e) Total
Special Event	\$ 7,907.	\$ 240.	\$ 0.	\$ 0.	\$ 8,147.
Total	<u>\$ 7,907.</u>	<u>\$ 240.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 8,147.</u>