

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 2002 calendar year, or tax year period beginning **OCT 1, 2002** and ending **SEP 30, 2003**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <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 SHAKESPEARE FESTIVAL / LA	D Employer identification number 13-3167013
		Number and street (or P.O. box if mail is not delivered to street address) 1238 WEST FIRST STREET	Room/suite E Telephone number 213-481-2273
		City or town, state or country, and ZIP + 4 LOS ANGELES, CA 90026	F Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> 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

H(b) If "Yes," enter number of affiliates ▶

H(c) Are all affiliates included? **N/A** Yes No
(If "No," attach a list)

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

I Enter 4-digit GEN ▶

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

G Web site: **WWW.SHAKESPEAREFESTIVALLA.ORG**

J Organization type (check only one) 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 ▶ **1,124,909.**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances

Revenue	1 Contributions, gifts, grants, and similar amounts received:			
	a Direct public support	1a	669,785.	
	b Indirect public support	1b		
	c Government contributions (grants)	1c	354,391.	
	d Total (add lines 1a through 1c) (cash \$ 1,024,176. noncash \$)	1d		1,024,176.
	2 Program service revenue including government fees and contracts (from Part VII, line 93)	2		46,830.
	3 Membership dues and assessments	3		
	4 Interest on savings and temporary cash investments	4		
	5 Dividends and interest from securities	5		854.
	6 a Gross rents	6a		
	b Less rental expenses	6b		
	c Net rental income or (loss) (subtract line 6b from line 6a)	6c		
7 Other investment income (describe ▶)	7			
8 a Gross amount from sale of assets other than inventory	(A) Securities		(B) Other	
	8a			
	8b			
	8c			
d Net gain or (loss) (combine line 8c, columns (A) and (B))	8d			
9 Special events and activities (attach schedule)	a Gross revenue (not including \$ 269,111. of contributions reported on line 1a)	9a	38,484.	
	b Less direct expenses other than fundraising expenses	9b	38,484.	
	c Net income or (loss) from special events (subtract line 9b from line 9a)	9c	SEE STATEMENT 1	0.
10 a Gross sales of inventory, less returns and allowances	10a			
	b Less: cost of goods sold	10b		
	c Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c		
11 Other revenue (from Part VII, line 103)	11		14,565.	
12 Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12		1,086,425.	
Expenses	13 Program services (from line 44, column (B))	13		845,803.
	14 Management and general (from line 44, column (C))	14		137,780.
	15 Fundraising (from line 44, column (D))	15		86,165.
	16 Payments to affiliates (attach schedule)	16		
	17 Total expenses (add lines 16 and 44, column (A))	17		1,069,748.
18 Excess or (deficit) for the year (subtract line 17 from line 12)	18		16,677.	
Net Assets	19 Net assets or fund balances at beginning of year (from line 73, column (A))	19		788,834.
	20 Other changes in net assets or fund balances (attach explanation)	20		0.
	21 Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21		805,511.

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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

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule)				
	cash \$ _____ noncash \$ _____				
23	Specific assistance to individuals (attach schedule)				
24	Benefits paid to or for members (attach schedule)				
25	Compensation of officers, directors, etc.	85,000.	47,600.	37,400.	0.
26	Other salaries and wages	391,010.	339,680.	11,211.	40,119.
27	Pension plan contributions				
28	Other employee benefits	13,213.	7,399.	5,814.	
29	Payroll taxes	63,366.	59,235.	427.	3,704.
30	Professional fundraising fees	30,577.	6,516.	20,185.	3,876.
31	Accounting fees				
32	Legal fees	17,864.		17,864.	
33	Supplies	31,669.	12,179.	4,492.	14,998.
34	Telephone	4,046.	2,104.	1,942.	
35	Postage and shipping	13,485.	7,012.	5,933.	540.
36	Occupancy				
37	Equipment rental and maintenance	15,918.	14,365.	1,326.	227.
38	Printing and publications	76,105.	70,123.		5,982.
39	Travel	14,305.	4,035.	54.	10,216.
40	Conferences, conventions, and meetings	1,975.		1,975.	
41	Interest	22,000.	19,800.	2,200.	
42	Depreciation, depletion, etc. (attach schedule)	51,762.	46,877.	4,885.	
43	Other expenses not covered above (itemize):				
a	_____				
b	_____				
c	_____				
d	_____				
e	SEE STATEMENT 2	237,453.	208,878.	22,072.	6,503.
44	Total functional expenses (add lines 22 through 43) Organizations completing columns (B)-(D), carry these totals to lines 13-15	1,069,748.	845,803.	137,780.	86,165.

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

What is the organization's primary exempt purpose? **SEE STATEMENT 3**

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)		Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts, but optional for others)
a	SEE STATEMENT A	
	(Grants and allocations \$ _____)	844,359.
b	RENOVATION OF THE THEATRE.	
	(Grants and allocations \$ _____)	1,444.
c		
	(Grants and allocations \$ _____)	
d		
	(Grants and allocations \$ _____)	
e	Other program services (attach schedule)	
	(Grants and allocations \$ _____)	
f	Total of Program Service Expenses (should equal line 44, column (B), Program services)	845,803.

Part IV Balance Sheets

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

		(A) Beginning of year		(B) End of year
Assets	45 Cash - non-interest-bearing	275,244.	45	139,420.
	46 Savings and temporary cash investments		46	107,221.
	47 a Accounts receivable	178,261.		
	b Less: allowance for doubtful accounts		47c	178,261.
	47 b Less: allowance for doubtful accounts	78,007.		
	48 a Pledges receivable			
	b Less: allowance for doubtful accounts		48c	
	49 Grants receivable		49	
	50 Receivables from officers, directors, trustees, and key employees		50	
	51 a Other notes and loans receivable			
	b Less: allowance for doubtful accounts		51c	
	52 Inventories for sale or use		52	
	53 Prepaid expenses and deferred charges		53	
	54 Investments - securities	<input type="checkbox"/> Cost <input type="checkbox"/> FMV		54
55 a Investments - land, buildings, and equipment: basis	55a			
	b Less: accumulated depreciation		55c	
	56 Investments - other		56	
	57 a Land, buildings, and equipment: basis	1,216,810.		
	b Less: accumulated depreciation	262,719.		
58 Other assets (describe)	1,000,343.	57c	954,091.	
	4,408.	58		
59 Total assets (add lines 45 through 58) (must equal line 74)	1,358,002.	59	1,378,993.	
Liabilities	60 Accounts payable and accrued expenses	19,168.	60	23,482.
	61 Grants payable		61	
	62 Deferred revenue		62	
	63 Loans from officers, directors, trustees, and key employees		63	
	64 a Tax-exempt bond liabilities		64a	
	b Mortgages and other notes payable		64b	
	65 Other liabilities (describe) SEE STATEMENT 4	550,000.	65	550,000.
66 Total liabilities (add lines 60 through 65)	569,168.	66	573,482.	
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	434,925.	67	734,511.
	68 Temporarily restricted	353,909.	68	71,000.
	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)	788,834.	73	805,511.	
74 Total liabilities and net assets / fund balances (add lines 66 and 73)	1,358,002.	74	1,378,993.	

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.

Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return

a	Total revenue, gains, and other support per audited financial statements	a	1,226,399.
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 \$ 103,480.		
(3)	Recoveries of prior year grants \$		
(4)	Other (specify): STMT 5 \$ 36,494.		
	Add amounts on lines (1) through (4)	b	139,974.
c	Line a minus line b	c	1,086,425.
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	0.
e	Total revenue per line 12, Form 990 (line c plus line d)	e	1,086,425.

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

a	Total expenses and losses per audited financial statements	a	1,209,722.
b	Amounts included on line a but not on line 17, Form 990:		
(1)	Donated services and use of facilities \$ 103,480.		
(2)	Prior year adjustments reported on line 20, Form 990 \$		
(3)	Losses reported on line 20, Form 990 \$		
(4)	Other (specify): STMT 6 \$ 36,494.		
	Add amounts on lines (1) through (4)	b	139,974.
c	Line a minus line b	c	1,069,748.
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	0.
e	Total expenses per line 17, Form 990 (line c plus line d)	e	1,069,748.

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

(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 & deferred compensation	(E) Expense account and other allowances
NANCY BAXTER 1238 WEST FIRST STREET LOS ANGELES, CA 90026	CHAIR	0.	0.	0.
SY EXTER 1238 WEST FIRST STREET LOS ANGELES, CA 90026	VICE CHAIR	0.	0.	0.
LESSING GOLD 1238 WEST FIRST STREET LOS ANGELES, CA 90026	CHAIR EMERITUS	0.	0.	0.
MIKE RYAN 1238 WEST FIRST STREET LOS ANGELES, CA 90026	SECRETARY	0.	0.	0.
FRANK SHERWOOD 1238 WEST FIRST STREET LOS ANGELES, CA 90026	TREASURER	0.	0.	0.
BEN DONENBERG 1238 WEST FIRST STREET LOS ANGELES, CA 90026	PRODUCING DIRECTOR	40	85,000.	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? If "Yes," attach schedule. Yes No Form 990 (2002)

Part VI Other Information

76 Did the organization engage in any activity not previously reported to the IRS? 77 Were any changes made in the organizing or governing documents but not reported to the IRS? 78a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return? 79 Was there a liquidation, dissolution, termination, or substantial contraction during the year? 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? 81a Enter direct or indirect political expenditures. See line 81 instructions 81b Did the organization file Form 1120-POL for this year? 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? 82b 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) 83a Did the organization comply with the public inspection requirements for returns and exemption applications? 83b Did the organization comply with the disclosure requirements relating to quid pro quo contributions? 84a Did the organization solicit any contributions or gifts that were not tax deductible? 84b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? 85 501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members? b Did the organization make only in-house lobbying expenditures of \$2,000 or less? c Dues, assessments, and similar amounts from members d Section 162(e) lobbying and political expenditures e Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices f Taxable amount of lobbying and political expenditures (line 85d less 85e) g Does the organization elect to pay the section 6033(e) tax on the amount on line 85f? 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? 86 501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on line 12 b Gross receipts, included on line 12, for public use of club facilities 87 501(c)(12) organizations. Enter: a Gross income from members or shareholders b Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.) 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? 89a 501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 0, section 4912 0, section 4955 0. 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? c Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 d Enter: Amount of tax on line 89c, above, reimbursed by the organization 90a List the states with which a copy of this return is filed CALIFORNIA 90b Number of employees employed in the pay period that includes March 12, 2002 21 91 The books are in care of BEN DONENBERG Telephone no. 213-481-2273 Located at 1238 WEST FIRST STREET, LOS ANGELES, CA ZIP + 4 90026

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here and enter the amount of tax-exempt interest received or accrued during the tax year N/A

Part VII Analysis of Income-Producing Activities (See page 31 of the instructions.)

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
93 Program service revenue:					
a ADMISSION INCOME					39,075.
b CONCESSION PRODUCT SALE					7,755.
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments					
96 Dividends and interest from securities			14	854.	
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 personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue:					
a OTHER INCOME					14,565.
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0.		854.	61,395.
105 Total (add line 104, columns (B), (D), and (E))					62,249.

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 page 32 of the 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).
93A	ADMISSION INCOME FROM SUMMER FESTIVAL THEATRE PERFORMANCES.
93B	CONCESSION/PRODUCT SALES.
103A	OTHER INCOME GENERATED BY REFUNDS AND OTHER MISCELLANEOUS INCOME

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See page 32 of the 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 page 33 of the 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 (b), file Form 8870 and Form 4720 (see instructions).

I am preparing this return on behalf of the organization, and to the best of my knowledge and belief, it is true, and I am providing all information of which preparer has any knowledge.

Date: 3/1/04 Type or print name and title: BEN DOWENBERG, ARTISTIC DIRECTOR

Date: Check if: Preparer's SSN or PTIN:

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

2002

Department of the Treasury
Internal Revenue Service

Supplementary Information-(See separate instructions.)
▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

Name of the organization: **SHAKESPEARE FESTIVAL / LA** Employer identification number: **13 3167013**

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 1 of the 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 & deferred compensation	(e) Expense account and other allowances
NONE				

Total number of other employees paid over \$50,000 ▶	0			

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the 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
NONE		

Total number of others receiving over \$50,000 for professional services ▶	0	

Part III Statements About Activities (See page 2 of the 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 ► \$ _____ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B) 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.	1		X
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.)			
a Sale, exchange, or leasing of property?	2a		X
b Lending of money or other extension of credit?	2b		X
c Furnishing of goods, services, or facilities?	2c		X
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? SEE PART V, FORM 990.	2d	X	
e Transfer of any part of its income or assets?	2e		X
3 Does the organization make grants for scholarships, fellowships, student loans, etc.? (See Note below.)	3		X
4 Do you have a section 403(b) annuity plan for your employees?	4		X
Note: Attach a statement to explain how the organization determines that individuals or organizations receiving grants or loans from it in furtherance of its charitable programs "qualify" to receive payments.			

Part IV Reason for Non-Private Foundation Status (See pages 3 through 5 of the 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 page 5 of the 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 page 5 of the 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) 2001	(b) 2000	(c) 1999	(d) 1998	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28)	662,453.	557,035.	545,619.	866,580.	2,631,687.
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	375,013.	323,775.	318,493.	271,837.	1,289,118.
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	2,253.	7,516.	16,964.	7,221.	33,954.
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					
23 Total of lines 15 through 22	1,039,719.	888,326.	881,076.	1,145,638.	3,954,759.
24 Line 23 minus line 17	664,706.	564,551.	562,583.	873,801.	2,665,641.
25 Enter 1% of line 23	10,397.	8,883.	8,811.	11,456.	

26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24	26a	N/A
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 1998 through 2001 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the sum of all these excess amounts	26b	N/A
c Total support for section 509(a)(1) test: Enter line 24, column (e)	26c	N/A
d Add Amounts from column (e) for lines: 18 _____ 19 _____ 22 _____ 26b _____	26d	N/A
e Public support (line 26c minus line 26d total)	26e	N/A
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))	26f	N/A %

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: (2001) 0. (2000) 0. (1999) 0. (1998) 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: (2001) 0. (2000) 0. (1999) 0. (1998) 0.		
c Add Amounts from column (e) for lines: 15 2,631,687. 16 _____ 17 1,289,118. 20 _____ 21 _____	27c	3,920,805.
d Add. Line 27a total 0. and line 27b total 0.	27d	0.
e Public support (line 27c total minus line 27d total)	27e	3,920,805.
f Total support for section 509(a)(2) test Enter amount on line 23, column (e)	27f	3,954,759.
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))	27g	99.1414%
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))	27h	.8586%

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 1998 through 2001, 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

NONE

Part V Private School Questionnaire (See page 7 of the instructions)

N/A

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

		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.)		
34 a	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 page 9 of the instructions.)
 (To be completed ONLY by an eligible organization that filed Form 5768)

N/A

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 (The term "expenditures" means amounts paid or incurred.)	(a) Affiliated group totals	(b) To be completed for ALL electing organizations
	N/A	
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38 Total lobbying expenditures (add lines 36 and 37)	38	
39 Other exempt purpose expenditures	39	
40 Total exempt purpose expenditures (add lines 38 and 39)	40	
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	
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	
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43	
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44	

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 on page 11 of the instructions.)

Calendar year (or fiscal year beginning in)	Lobbying Expenditures During 4-Year Averaging Period				N/A (e) Total
	(a) 2002	(b) 2001	(c) 2000	(d) 1999	
45 Lobbying nontaxable amount					0.
46 Lobbying ceiling amount (150% of line 45(a))					0.
47 Total lobbying expenditures					0.
48 Grassroots nontaxable amount					0.
49 Grassroots ceiling amount (150% of line 48(a))					0.
50 Grassroots lobbying expenditures					0.

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions)

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		X	
b Paid staff or management (Include compensation in expenses reported on lines c through h.)		X	
c Media advertisements		X	
d Mailings to members, legislators, or the public		X	
e Publications, or published or broadcast statements		X	
f Grants to other organizations for lobbying purposes		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body		X	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means		X	
i Total lobbying expenditures (Add lines c through h.)			0.

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

FORM 990	SPECIAL EVENTS AND ACTIVITIES				STATEMENT	1
DESCRIPTION OF EVENT	GROSS RECEIPTS	CONTRIBUT. INCLUDED	GROSS REVENUE	DIRECT EXPENSES	NET INCOME	
SIMPLY SHAKESPEARE	307,595.	269,111.	38,484.	38,484.	0.	
TO FM 990, PART I, LINE 9	307,595.	269,111.	38,484.	38,484.	0.	

FORM 990	OTHER EXPENSES				STATEMENT	2
DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING		
CREDIT CARD AND BANK FEES	3,635.	1,883.	1,752.			
INSURANCE	31,899.	15,421.	15,720.		758.	
MISCELLANEOUS	27,065.	20,258.	3,002.		3,805.	
SPECIAL EVENT	0.					
STAGE PROD.-CONST. STAGE	107,594.	105,666.			1,928.	
PRODUCTION-RUNNING	24,471.	24,459.			12.	
UTILITIES	40,799.	39,201.	1,598.			
ABANDONMENT OF ASSETS	1,990.	1,990.				
TOTAL TO FM 990, LN 43	237,453.	208,878.	22,072.		6,503.	

FORM 990	STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE	STATEMENT	3
PART III			

EXPLANATION

TO ENCHANT, ENTRICH AND BUILD COMMUNITY THROUGH THEATRICAL TRADITION THAT ARE ACCESSIBLE TO ALL

FORM 990	OTHER LIABILITIES	STATEMENT	4
DESCRIPTION		AMOUNT	
NOTE PAYABLE-CITY OF LA (BLDG)		550,000.	
TOTAL TO FORM 990, PART IV, LINE 65, COLUMN B		550,000.	

FORM 990	OTHER REVENUE NOT INCLUDED ON FORM 990	STATEMENT	5
DESCRIPTION		AMOUNT	
SPECIAL EVENT ABANDONMENT OF ASSETS		38,484. <1,990.>	
TOTAL TO FORM 990, PART IV-A		36,494.	

FORM 990	OTHER EXPENSES NOT INCLUDED ON FORM 990	STATEMENT	6
DESCRIPTION		AMOUNT	
SPECIAL EVENT ABANDONMENT OF ASSETS		38,484. <1,990.>	
TOTAL TO FORM 990, PART IV-B		36,494.	

STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

SHAKESPEARE FESTIVAL LOS ANGELES:

Summer Festival- Shakespeare Festival/LA's core program is the SUMMER FESTIVAL. The Summer Festival presents professional, union contracted, critically acclaimed productions of Shakespeare's plays in public spaces. Each production artfully blends the Shakespeare's literary canon with images and forms reflecting Los Angeles, and its diverse culture. The Festival's "food for Thought" program, where patrons are invited to bring canned food donations in lieu of admission, has led to the distribution of nearly \$1.5 million worth of food for the needy. 16 performances for season 2003 were held for free in Pershing Square, downtown Los Angeles and 9 paid performances were held at the South Coast Botanic Gardens Palos Verdes California.

\$448,858

Will Power to Youth-An arts-based employment program for youth ages 14-21 living at or below the federal poverty level. Youth participants are employed during 7 week, off-school periods to study, create and perform modern adaptations of a Shakespeare play while professional artists and human relation facilitators mentor them.

\$328,100

Will Power to Schools-An in-service training initiative for middle and high school teachers throughout Los Angeles County. Instructors are resented innovative methods for teaching Shakespeare and incorporating them into their traditional curriculum. Each teacher receives salary points, a comprehensive workbook as well as a copy of a Shakespeare play for each of their students.

\$67,401

TOTAL \$844,359

STATEMENT A

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Note: Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time - Only submit original (no copies needed)

Note: Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only
All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

Type or print	Name of Exempt Organization SHAKESPEARE FESTIVAL LA	Employer identification number 13-3167013
	Number, street, and room or suite no. If a P.O. box, see instructions. 1238 WEST FIRST STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LOS ANGELES, CA 90026	

Check type of return to be filed (file a separate application for each return):

- | | | |
|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- If the organization does **not** have an office or place of business in the United States, check this box
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the **whole** group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-month, for **990-T corporation**) extension of time until MAY 17, 2004 to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year _____ or
 ▶ tax year beginning OCT 1, 2002, and ending SEP 30, 2003.

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$ _____

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit \$ _____

c **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$ N/A

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ *Ana Whittier* Title ▶ CPA Date ▶ 2/3/04
 LHA For Paperwork Reduction Act Notice, see instruction (Form 8868 (12-2000))