Form **990**

Department of the Treasury
Internal Revenue Service

Return of Organization Exempt from Income Tax

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

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

OMB No 1545-0047

2004

Open to Public Inspection

A For the 2004 calendar year, or tax year beginning 10/01 , 2004, and ending 9/30 , 2005

B Check if applicable: [ ] Address change [ ] Name change [ ] Initial return [ ] Final return [ ] Amended return [ ] Application pending

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

SHAKESPEARE FESTIVAL LA
1238 WEST FIRST STREET
LOS ANGELES, CA 90026

D Employer Identification Number: 13-3167013

E Telephone number: 213-481-2273

F Accounting method: [ ] Cash [X] Accrual [ ] 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 [X] No

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 [X] No

G Web site: ► WWW.SHAKESPEAREFESTIVALLA.ORG

I Group Exemption Number ►

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.**

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

L Gross receipts. Add lines 6b, 8b, 9b, and 10b to line 12 ► 877,433.

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

REVENUE	1	Contributions, gifts, grants, and similar amounts received.				
	a	Direct public support	1a	583,688.		
	b	Indirect public support	1b			
	c	Government contributions (grants)	1c	216,188.		
	d	Total (add lines 1a through 1c) (cash $ 799,876. noncash $)			1d	799,876.
	2	Program service revenue including government fees and contracts (from Part VII, line 93)			2	
	3	Membership dues and assessments			3	
	4	Interest on savings and temporary cash investments			4	4.
	5	Dividends and interest from securities			5	1,033.
	6a	Gross rents	6a	12,334.		
	b	Less. rental expenses	6b			
	c	Net rental income or (loss) (subtract line 6b from line 6a)			6c	12,334.
	7	Other investment income (describe ►)			7	

		(A) Securities		(B) Other
8a	Gross amount from sales of assets other than inventory		8a	
b	Less. cost or other basis and sales expenses		8b	
c	Gain or (loss) (attach schedule)		8c	

	d	Net gain or (loss) (combine line 8c, columns (A) and (B))			8d	
	9	Special events and activities (attach schedule). If any amount is from **gaming**, check here ► [ ]				
	a	Gross revenue (not including $ 205,532. of contributions reported on line 1a)	9a	57,687.		
	b	Less. direct expenses other than fundraising expenses	9b	57,687.		
	c	Net income or (loss) from special events (subtract line 9b from line 9a)		STATEMENT 1	9c	
	10a	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	6,499.
	12	**Total revenue** (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)			12	819,746.
EXPENSES	13	Program services (from line 44, column (B))			13	637,454.
	14	Management and general (from line 44, column (C))			14	154,464.
	15	Fundraising (from line 44, column (D))			15	65,565.
	16	Payments to affiliates (attach schedule)			16	
	17	**Total expenses** (add lines 16 and 44, column (A))			17	857,483.
NET ASSETS	18	Excess or (deficit) for the year (subtract line 17 from line 12)			18	-37,737.
	19	Net assets or fund balances at beginning of year (from line 73, column (A))			19	590,982.
	20	Other changes in net assets or fund balances (attach explanation)			20	
	21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)			21	553,245.

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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 (att sch) (cash $ ____ non-cash $ ____)	22				
23 Specific assistance to individuals (att sch)	23				
24 Benefits paid to or for members (att sch)	24				
25 Compensation of officers, directors, etc	25	88,784.	55,764.	25,909.	7,111.
26 Other salaries and wages	26	269,490.	193,416.	45,631.	30,443.
27 Pension plan contributions	27				
28 Other employee benefits	28	15,103.	12,080.	952.	2,071.
29 Payroll taxes	29	39,044.	31,229.	2,460.	5,355.
30 Professional fundraising fees	30	33,240.	13,677.	8,706.	10,857.
31 Accounting fees	31	11,795.	4,853.	3,089.	3,853.
32 Legal fees	32				
33 Supplies	33	16,818.	11,713.	4,275.	830.
34 Telephone	34	2,696.	1,878.	686.	132.
35 Postage and shipping	35	1,364.	950.	347.	67.
36 Occupancy	36	21,223.	15,033.	5,129.	1,061.
37 Equipment rental and maintenance	37				
38 Printing and publications	38	40,783.	40,783.		
39 Travel	39	11,951.	9,745.	2,206.	
40 Conferences, conventions, and meetings	40				
41 Interest	41	21,230.		21,230.	
42 Depreciation, depletion, etc (attach schedule)	42	52,182.	34,844.	14,879.	2,459.
43 Other expenses not covered above (itemize)					
a SEE STATEMENT 2	43a	231,780.	211,489.	18,965.	1,326.
b	43b				
c	43c				
d	43d				
e	43e				
44 Total functional expenses (add lines 22 - 43) Organizations completing columns (B) - (D), carry these totals to lines 13 - 15	44	857,483.	637,454.	154,464.	65,565.

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) & (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants & allocations to others.)

	Program Service Expenses (Required for 501(c)(3) and (4) organizations and 4947(a)(1) trusts, but optional for others)
a SEE STATEMENT 4 (Grants and allocations $)	637,454.
b (Grants and allocations $)	
c (Grants and allocations $)	
d (Grants and allocations $)	
e Other program services (Grants and allocations $)	
f **Total of Program Service Expenses** (should equal line 44, column (B), Program services) ►	637,454.

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) Beginning of year		(B) End of year
ASSETS 45 Cash — non-interest-bearing			105,216.	45	129,141.
46 Savings and temporary cash investments			55,636.	46	56,668.
47a Accounts receivable	47a	117,471.			
b Less allowance for doubtful accounts	47b		150,323.	47c	117,471.
48a Pledges receivable	48a				
b Less. allowance for doubtful accounts	48b			48c	
49 Grants receivable				49	
50 Receivables from officers, directors, trustees, and key employees (attach schedule)				50	
51a Other notes & loans receivable (attach sch)	51a				
b Less. allowance for doubtful accounts	51b			51c	
52 Inventories for sale or use				52	
53 Prepaid expenses and deferred charges				53	
54 Investments — securities (attach schedule) ► ☐ Cost ☐ FMV				54	
55a Investments — land, buildings, & equipment. basis	55a	1,187,382.			
b Less· accumulated depreciation (attach schedule) STATEMENT 5	55b	357,194.	882,370.	55c	830,188.
56 Investments — other (attach schedule)				56	
57a Land, buildings, and equipment: basis	57a				
b Less. accumulated depreciation (attach schedule)	57b			57c	
58 Other assets (describe ►)				58	
59 **Total assets** (add lines 45 through 58) (must equal line 74)			1,193,545.	59	1,133,468.
LIABILITIES 60 Accounts payable and accrued expenses			52,563.	60	30,223.
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 ► SEE STATEMENT 6)			550,000.	65	550,000.
66 **Total liabilities** (add lines 60 through 65)			602,563.	66	580,223.
NET ASSETS OR FUND BALANCES **Organizations that follow SFAS 117, check here** ► [X] and complete lines 67 through 69 and lines 73 and 74.					
67 Unrestricted			590,982.	67	552,545.
68 Temporarily restricted				68	700.
69 Permanently restricted				69	
Organizations that do not follow SFAS 117, check here ► ☐ 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)			590,982.	73	553,245.
74 **Total liabilities and net assets/fund balances** (add lines 66 and 73)			1,193,545.	74	1,133,468.

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.)

a	Total revenue, gains, and other support per audited financial statements ►	a	898,085.
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 $ 20,652.		
(3)	Recoveries of prior year grants $		
(4)	Other (specify) SEE STM 7 $ 57,687.		
	Add amounts on lines (1) through (4) ►	b	78,339.
c	Line a minus line b ►	c	819,746.
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	819,746.

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

a	Total expenses and losses per audited financial statements ►	a	935,822.
b	Amounts included on line a but not on line 17, Form 990.		
(1)	Donated services and use of facilities $ 20,652.		
(2)	Prior year adjustments reported on line 20, Form 990 $		
(3)	Losses reported on line 20, Form 990 $		
(4)	Other (specify) SEE STMT 8 $ 57,687.		
	Add amounts on lines (1) through (4) ►	b	78,339.
c	Line a minus line b ►	c	857,483.
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	857,483.

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
SEE STATEMENT 9		88,784.	0.	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	76		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.	77		X
78a	Did the organization have unrelated business gross income of $1,000 or more during the year covered by this return?	78a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	78b	N/A	
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If 'Yes,' attach a statement	79		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?	80a		X
b	If 'Yes,' enter the name of the organization ► N/A and check whether it is ☐ exempt or ☐ nonexempt			
81a	Enter direct and indirect political expenditures. See line 81 instructions — 81a: 0.			
b	Did the organization file **Form 1120-POL** for this year?	81b		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?	82a	X	
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.) — 82b: 20,652.			
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b	X	
84a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a		X
b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b	N/A	
85	*501(c)(4), (5), or (6) organizations* a Were substantially all dues nondeductible by members?	85a	N/A	
b	Did the organization make only in-house lobbying expenditures of $2,000 or less?	85b	N/A	
	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.			
c	Dues, assessments, and similar amounts from members — 85c: N/A			
d	Section 162(e) lobbying and political expenditures — 85d: N/A			
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices — 85e: N/A			
f	Taxable amount of lobbying and political expenditures (line 85d less 85e) — 85f: N/A			
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g	N/A	
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?	85h	N/A	
86	*501(c)(7) organizations.* Enter. a Initiation fees and capital contributions included on line 12 — 86a: N/A			
b	Gross receipts, included on line 12, for public use of club facilities — 86b: N/A			
87	*501(c)(12) organizations.* Enter. a Gross income from members or shareholders — 87a: N/A			
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.) — 87b: 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	88		X
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? If 'Yes,' attach a statement explaining each transaction	89b		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 ► CALIFORNIA			
b	Number of employees employed in the pay period that includes March 12, 2004 (See instructions)	90b	33	
91	The books are in care of ► SARA ADELMAN Telephone number ► 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 N/A ► ☐ and enter the amount of tax-exempt interest received or accrued during the tax year ► 92 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					
95 Interest on savings & temporary cash invmnts			14	4.	
96 Dividends & interest from securities			14	1,033.	
97 Net rental income or (loss) from real estate					
a debt-financed property					12,309.
b not debt-financed property					
98 Net rental income or (loss) from pers prop					25.
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					
b OTHER INCOME					6,499.
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))				1,037.	18,833.

105 **Total** (add line 104, columns (B), (D), and (E)) ► 19,870.

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).
103B	OTHER INCOME GENERATED TO HELP PROMOTE THE THEATER PERFORMANCES.
97A	INCOME GENERATED TO HELP PROMOTE THE THEATER PERFORMANCES.
98	INCOME GENERATED TO HELP PROMOTE THE THEATER PERFORMANCES.

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 (b), 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.

► X BEN DONENBERG — Date: X 6/19/06

Signature of officer — Date

► X Donenberg

Type or print name and title

Paid Preparer's Use Only

Preparer's signature ► LAWRENCE L. RICHARDS — Date 6/14/06 — Check if self employed ► ☐ — Preparer's SSN or PTIN (See General Instruction W) 065-26-9919

Firm's name (or yours if self employed), address, and ZIP + 4 ► LAWRENCE L. RICHARDS, CPA, APC
16055 VENTURA BLVD. #530
ENCINO, CA 91436

EIN ► 95-4135554

Phone no ► (818) 788-2651

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

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

Supplementary Information — (See separate instructions.)

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

OMB No 1545 0047

2004

Name of the organization	Employer identification number
SHAKESPEARE FESTIVAL LA	13-3167013

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
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 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 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 ► $ N/A (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.)	1		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 10			
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
SEE FORM 990, PART V d Payment of compensation (or payment or reimbursement of expenses if more than $1,000)?	2d	X	
e Transfer of any part of its income or assets?	2e		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.)	3a		X
b Do you have a section 403(b) annuity plan for your employees?	3b		X
4a Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?	4a		X
b Do you provide credit counseling, debt management, credit repair, or debt negotiation services?	4b		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) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants See line 28.)	1,004,877.	1,010,070.	662,453.	557,035.	3,234,435.
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	98,158.	269,111.	375,013.	323,775.	1,066,057.
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	527.	854.	2,253.	7,516.	11,150.
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 11	12,901.				12,901.
23 Total of lines 15 through 22	1,116,463.	1,280,035.	1,039,719.	888,326.	4,324,543.
24 Line 23 minus line 17	1,018,305.	1,010,924.	664,706.	564,551.	3,258,486.
25 Enter 1% of line 23	11,165.	12,800.	10,397.	8,883.	

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 2000 through 2003 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.

(2003) 0. (2002) 0. (2001) 0. (2000) 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.

(2003) 0. (2002) 0. (2001) 0. (2000) 0.

c Add. Amounts from column (e) for lines: 15 3,234,435. 16 ______ 17 1,066,057. 20 ______ 21 ______ 27c 4,300,492.

d Add. Line 27a total 0. and line 27b total 0. 27d 0.

e Public support (line 27c total minus line 27d total) ► 27e 4,300,492.

f Total support for section 509(a)(2) test Enter amount from line 23, column (e) ► 27f 4,324,543.

g Public support percentage (line 27e (numerator) divided by line 27f (denominator)) ► 27g 99.44 %

h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)) ► 27h 0.26 %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2000 through 2003, 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?	29		
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?	30		
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?	31		
	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?	32a		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c		
d	Copies of all material used by the organization or on its behalf to solicit contributions?	32d		
	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?	33a		
b	Admissions policies?	33b		
c	Employment of faculty or administrative staff?	33c		
d	Scholarships or other financial assistance?	33d		
e	Educational policies?	33e		
f	Use of facilities?	33f		
g	Athletic programs?	33g		
h	Other extracurricular activities?	33h		
	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?	34a		
b	Has the organization's right to such aid ever been revoked or suspended?	34b		
	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.	35		

Part VI-A Lobbying Expenditures by Electing Public Charities (See 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
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 –	41		
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		

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

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.)

	Lobbying Expenditures During 4 -Year Averaging Period				
Calendar year (or fiscal year beginning in) ►	**(a)** 2004	**(b)** 2003	**(c)** 2002	**(d)** 2001	**(e)** Total
45 Lobbying nontaxable amount					
46 Lobbying ceiling amount (150% of line 45(e))					
47 Total lobbying expenditures					
48 Grassroots non-taxable amount					
49 Grassroots ceiling amount (150% of line 48(e))					
50 Grassroots lobbying expenditures					

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?

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

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		

STATEMENT 1
FORM 990, PART I, LINE 9
NET INCOME (LOSS) FROM SPECIAL EVENTS

SPECIAL EVENTS		GROSS RECEIPTS	LESS CONTRI-BUTIONS	GROSS REVENUE	LESS DIRECT EXPENSES	NET INCOME (LOSS)
SIMPLY SHAKESPEARE		263,219.	205,532.	57,687.	57,687.	0.
	TOTAL	$ 263,219.	$ 205,532.	$ 57,687.	$ 57,687.	$ 0.

STATEMENT 2
FORM 990, PART II, LINE 43
OTHER EXPENSES

	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT & GENERAL	(D) FUNDRAISING
FEES	4,289.	392.	3,897.	
FRONT OF HOUSE/BOX OFFICE	5,316.	5,316.		
FURNIT. & COMPUTER ACCESSORIES	2,444.	63.	2,381.	
INSURANCE	10,138.	7,181.	2,450.	507.
MAINTENANCE & IMPROVEMENTS	7,464.		7,430.	34.
PRODUCTION FEE	74,177.	74,177.		
PRODUCTION/PROGRAM CONTRACTORS	58,628.	58,628.		
PROFESSIONAL DEVELOPMENT	1,569.	440.	745.	384.
PUBLICITY/PUBLIC RELATIONS	2,644.	2,644.		
SPECIAL EVENTS	4,116.	4,116.		
STAGE PRODUCTION-CONSTRUCTION	17,500.	17,500.		
STAGE PRODUCTION-RUNNING	22,529.	22,529.		
WEBSITE AND E-MAIL	8,115.	5,652.	2,062.	401.
YOUTH AND EDUCATION EXPENSE	12,851.	12,851.		
TOTAL	$ 231,780.	$ 211,489.	$ 18,965.	$ 1,326.

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

TO ENCHANT, ENRICH AND BUILD COMMUNITY THROUGH THEATRICAL TRADITIONS THAT ARE ACCESSIBLE TO ALL.

STATEMENT 4
FORM 990, PART III, LINE A
STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

DESCRIPTION	GRANTS AND ALLOCATIONS	PROGRAM SERVICE EXPENSES
SHAKESPEARE FESTIVAL/LA (SFLA) PRESENTED THE AQUILA THEATRE COMPANY'S "COMEDY OF ERRORS" IN ITS NEW DOWNTOWN LOS ANGELES LOCATION, THE OUTDOOR PLAZA OF THE CATHEDRAL OF OUR LADY OF ANGELS. THE FESTIVAL WAS ALSO PRESENTED FOR THE 16TH SUMMER ON THE MEADOW OF THE SOUTH COAST BOTANIC GARDENS. OVER THE		

STATEMENT 4 (CONTINUED)
FORM 990, PART III, LINE A
STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS

DESCRIPTION	GRANTS AND ALLOCATIONS	PROGRAM SERVICE EXPENSES
FESTIVAL'S 10 PERFORMANCES, MORE THAN 5,000 PATRONS ATTENDED AND 750 CANNED FOODS WERE COLLECTED AND THEN DONATED TO THE NEEDY ON BEHALF OF SFLA, AND SEVERAL HUNDRED STUDENTS WERE PROVIDED FREE TRANSPORTATION TO THE PERFORMANCES.		269,092.
WILL TO LEAD IS A YOUTH LEADERSHIP AND DEVELOPMENT PROGRAM THAT OFFERS LEADERSHIP TRAINING, ACADEMIC TUTORING, THEATER CLASSES, COUNSELING AND FIELD TRIPS. THE WILL TO LEAD PROGRAM MAINTAINS CONTACT WITH ALL WILL POWER TO YOUTH ALUMNI AND OFFERS ACADEMIC AND HUMAN SERVICES SUPPORT.		90,508.
WILL POWER TO YOUTH IS AN EMPLOYMENT PROGRAM THAT HIRES 20 TO 30 YOUNG PEOPLE WHO ARE LOW-INCOME AND AT-RISK OF DROPPING OUT OF SCHOOL FOR A SEVEN-WEEK PERIOD BETWEEN HIGH SCHOOL SEMESTERS. PARTICIPANTS WORK SIX HOURS PER DAY, FIVE DAYS A WEEK WITH PROFESSIONAL ARTISTS AND HUMAN RELATIONS FACILITATORS TO CREATE AN ADAPTATION OF A SHAKESPEARE PLAY THAT REFLECTS THEIR THOUGHTS AND FEELINGS ABOUT SHAKESPEARE'S THEMES. DURING FISCAL YEAR 2005 SFLA CONDUCTED TWO CLUSTERS OF THE WILL POWER YOUTH PROGRAM. IN THE SPRING OF 2005 WILL POWER TO YOUTH ADAPTED SHAKESPEARE'S "ROMEO AND JULIET" IN EAST LOS ANGELES. IN SEPTEMBER OF 2005 WILL POWER TO YOUTH BEGAIN AN ADAPTATION OF SHAKESPEARE'S "TWELFTH NIGHT" IN EAGLE ROCK. THE FALL ADAPTATION SPANNED FISCAL YEARS 2005 AND 2006.		183,941.
WILL POWER TO SCHOOLS IS AN IN-SERVICE TRAINING INITIATIVE FOR MIDDLE AND HIGH SCHOOL TEACHERS, ALIGNED WITH THE CALIFORNIA STATE BOARD OF EDUCATION'S THEATRE AND READING/LANGUAGE ARTS STANDARDS. PARTICIPATING INSTRUCTORS LEARN INNOVATIVE METHODS FOR TEACHING MULTIPLE LITERACY SKILLS THROUGH PERFORMANCE-BASED STRATEGIES THAT COMPLEMENT THEIR EXISTING CURRICULUM. DURING FISCAL YEAR 2005 SFLA PARTNERED WITH NATIVE VOICES AND THE AUTRY NATIONAL CENTER AND THEIR PRODUCTION OF "KINO AND TERESA", A NATIVE AMERICAN ADAPTATION OF "ROMEO AND JULIET". TEACHERS WHO PARTICIPATED IN THE WILL POWER TO SCHOOLS PROGRAM RECEIVED FREE TICKETS AND TRANSPORTATION TO THE PERFORMANCES OF "KINO AND TERESA" AS WELL AS TO THE SHAKESPEARE FESTIVAL/LA PRESENTATION OF "THE COMEDY OF ERRORS" AT THE CATHEDRAL OF OUR LADY OF ANGELS AND SOUTH COAST BOTANICAL GARDENS.		37,666.
YOUTH ARTS PROFESSIONALS INSTITUTE IS A PROFESSIONAL DEVELOPMENT AND TRAINING PROGRAM FOR PROFESSIONAL ARTISTS INTERESTED IN WORKING WITH ARTS EDUCATION PROGRAMS. THE 20 ARTISTS CHOSEN TO PARTICIPATE IN THE INSTITUTE COMPLETED 80 HOURS OF TRAINING OVER TWO PHASES. THE SEMINAR PHASE COVERED TOPICS AS DIVERSE AS YOUTH DEVELOPMENT, SETTING ARTISTIC STANDARDS AND CONFLICT RESOLUTION STRATEGIES. THE PRACTICUM PHASE INCLUDED DIRECT EXPERIENCE WORKING WITH YOUTH IN THE WILL POWER TO YOUTH PROGRAM AS WELL AS OTHERS. THE YOUTH ARTS PROFESSIONALS INSTITUTE SPANNED FISCAL YEARS 2005 AND 2006.		56,247.
	$ 0.	$ 637,454.

STATEMENT 5
FORM 990, PART IV, LINE 55B
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE
FURNITURE AND FIXTURES	$ 4,403.	$ 1,984.	$ 2,419.
MACHINERY AND EQUIPMENT	196,316.	156,974.	39,342.
BUILDINGS	595,600.	158,831.	436,769.
IMPROVEMENTS	42,692.	9,876.	32,816.
LAND	310,000.		310,000.
MISCELLANEOUS	38,371.	29,529.	8,842.
TOTAL	$ 1,187,382.	$ 357,194.	$ 830,188.

STATEMENT 6
FORM 990, PART IV, LINE 65
OTHER LIABILITIES

NOTE PAYABLE - CITY OF LA (BLDG)	$ 550,000.
TOTAL	$ 550,000.

STATEMENT 7
FORM 990, PART IV-A, LINE B(4)
OTHER AMOUNTS

SPECIAL EVENT	$ 57,687.
TOTAL	$ 57,687.

STATEMENT 8
FORM 990, PART IV-B, LINE B(4)
OTHER AMOUNTS

SPECIAL EVENT	$ 57,687.
TOTAL	$ 57,687.

STATEMENT 9
FORM 990, PART V
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
NANCY BAXTER 1238 WEST FIRST STREET LOS ANGELES, CA 90026	CHAIR 0	$ 0.	$ 0.	$ 0.

STATEMENT 9 (CONTINUED)
FORM 990, PART V
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
SY EXTER 1238 WEST FIRST STREET LOS ANGELES, CA 90026	MEMBER 0	$ 0.	$ 0.	$ 0.
LESSING GOLD 1238 WEST FIRST STREET LOS ANGELES, CA 90026	MEMBER 0	0.	0.	0.
MIKE RYAN 1238 WEST FIRST STREET LOS ANGELES, CA 90026	SECRETARY 0	0.	0.	0.
FRANK SHERWOOD 1238 WEST FIRST STREET LOS ANGELES, CA 90026	MEMBER 0	0.	0.	0.
W. TORREY SUN 1238 WEST FIRST STREET LOS ANGELES, CA 90026	TREASURER 0	0.	0.	0.
HALE BEHZADI 1238 WEST FIRST STREET LOS ANGELES, CA 90026	MEMBER 0	0.	0.	0.
DUANE H. CAMERON 1238 WEST FIRST STREET LOS ANGELES, CA 90026	MEMBER 0	0.	0.	0.
CRAIG DARIAN 1238 WEST FIRST STREET LOS ANGELES, CA 90026	MEMBER 0	0.	0.	0.
BEN DONENBERG 1238 WEST FIRST STREET LOS ANGELES, CA 90026	MEMBER 40	88,784.	0.	0.
LYNDA BOONE FETTER 1238 WEST FIRST STREET LOS ANGELES, CA 90026	MEMBER 0	0.	0.	0.
BARRY HIRSCH 1238 WEST FIRST STREET LOS ANGELES, CA 90026	MEMBER 0	0.	0.	0.
MICHAEL NARVID 1238 WEST FIRST STREET LOS ANGELES, CA 90026	MEMBER 0	0.	0.	0.

STATEMENT 9 (CONTINUED)
FORM 990, PART V
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
RAPHAEL OFFER 1238 WEST FIRST STREET LOS ANGELES, CA 90026	MEMBER 0	$ 0.	$ 0.	$ 0.
PAMELA ROBINSON 1238 WEST FIRST STREET LOS ANGELES, CA 90026	MEMBER 0	0.	0.	0.
JERRY WASHBURN 1238 WEST FIRST STREET LOS ANGELES, CA 90026	MEMBER 0	0.	0.	0.
WILLIAM WEGNER 1238 WEST FIRST STREET LOS ANGELES, CA 90026	MEMBER 0	0.	0.	0.
RITA WILSON 1238 WEST FIRST STREET LOS ANGELES, CA 90026	MEMBER 0	0.	0.	0.
	TOTAL	$ 88,784.	$ 0.	$ 0.

STATEMENT 10
SCHEDULE A, PART III, LINE 2
TRANSACTIONS WITH TRUSTEES, DIRECTORS, ETC.

SEE PART V, FORM 990

STATEMENT 11
SCHEDULE A, PART IV-A, LINE 22
OTHER INCOME

DESCRIPTION	(A) 2003	(B) 2002	(C) 2001	(D) 2000	(E) TOTAL
MISCELLANEOUS	$ 12,901.	$ 0.	$ 0.	$ 0.	$ 12,901.
TOTAL	$ 12,901.	$ 0.	$ 0.	$ 0.	$ 12,901.

• If you are filing for an **Additional (not automatic) 3-Month Extension, complete only Part II** and check this box ► [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (not automatic) 3-Month Extension of Time – Must File Original and One Copy.

Type or print	Name of Exempt Organization SHAKESPEARE FESTIVAL LA	**Employer identification number** 13-3167013
File by the extended due date for filing the return See instructions	Number, street, and room or suite number If a P O box, see instructions 1238 WEST FIRST STREET	For IRS use only
	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).

[X] Form 990	[ ] Form 990-T (section 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-BL	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[ ] Form 990-EZ	[ ] Form 1041-A	[ ] Form 8870
[ ] Form 990-PF	[ ] Form 4720	

STOP: Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in care of ► SARA ADELMAN

Telephone No. ► 213-481-2273 FAX No. ►

• 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 organizations four digit Group Exemption Number (GEN) . ______ . If this is for the **whole** group, check this box ► [ ] . If it is **part** of the group, check this box ► [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 8/15 , 20 06.

5 For calendar year _____ , or other tax year beginning 10/01 , 20 04 , and ending 9/30 , 20 05 .

6 If this tax year is for less than 12 months, check reason. [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a 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, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868 $

c **Balance Due.** Subtract line 8b from line 8a. 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 $

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 ► Title ► CPA Date ► 3/1/06

Notice to Applicant – To be Completed by the IRS

[ ] We **have** approved this application. Please attach this form to the organization's return

[ ] We **have not** approved this application. However, we have granted a 10-day grace period from the later of the date shown below or the due date of the organization's return (including any prior extensions). This grace period is considered to be a valid extension of time for elections otherwise required to be made on a timely filed return. Please attach this form to the organization's return.

[ ] We **have not** approved this application. After considering the reasons stated in item 7, we cannot grant your request for an extension of time to file. We are not granting a 10-day grace period.

[ ] We **cannot consider** this application because it was filed after the extended due date of the return for which an extension was requested.

[ ] Other:

Director By Date

Alternate Mailing Address – Enter the address if you want the copy of this application for an additional 3-month extension returned to an address different than the one entered above.

Type or print	**Name** LAWRENCE L. RICHARDS, CPA, APC
	Number and street (include suite, room, or apartment number) or a P.O. box number 16055 VENTURA BLVD. #530
	City or town, province or state, and country (including postal or ZIP code) ENCINO, CA 91436

Form **8868** (Rev December 2004)

Department of the Treasury Internal Revenue Service

Application for Extension of Time to File an Exempt Organization Return

► File a separate application for each return.

OMB No 1545 1709

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

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)

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.

Electronic Filing (e-file). Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6-months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www.irs.gov/efile.*

Type or print File by the due date for filing your return. See instructions.

Name of Exempt Organization	Employer identification number
SHAKESPEARE FESTIVAL LA	13-3167013
Number, street, and room or suite number If a P O box, see instructions	
1238 WEST FIRST STREET	
City, town or post office For a foreign address, see instructions — state — ZIP code	
LOS ANGELES, CA 90026	

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

[X] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (section 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[ ] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ► SARA ADELMAN

Telephone No. ► 213-481-2273 FAX No. ►

- 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-months for a **Form 990-T corporation**) extension of time until 5/15, 20 06, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► [ ] calendar year 20___ or

► [X] tax year beginning 10/01, 20 04, and ending 9/30, 20 05.

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. $ 0.

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 $ 0.

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 $ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.