

Return of Organization Exempt From Income Tax

OMB No 1545-0047

2005

Department of the Treasury
Internal Revenue ServiceUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)Open to Public
Inspection

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

A For the 2005 calendar year, or tax year beginning , 2005, and ending**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
instruc-
tions.PUPPETEERS OF AMERICA, INC.
501 MONTE VISTA ROAD
ARCADIA, CA 91007**D Employer Identification Number**

74-6062478

E Telephone number

626 446-6898

F Accounting method☒ Cash ☐ 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 ☒ No**H (b)** If 'Yes' enter number of affiliates ▶**H (c)** Are all affiliates included? ☐ Yes ☐ No

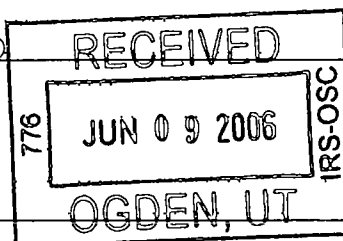
(If 'No,' attach a list. See instructions.)

H (d) Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☒ No**I Group Exemption Number** ▶**M Check** ☒ if the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)**G Web site:** WWW.PUPPETEERS.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 chooses to file a return, be sure to file a complete return. **Some states require a complete return.**

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12 ▶ 234,989.**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances** (See Instructions)

1 Contributions, gifts, grants, and similar amounts received					
a Direct public support	1 a	14,249.		1 d	14,249.
b Indirect public support	1 b			2	65,481.
c Government contributions (grants)	1 c			3	80,010.
d Total (add lines 1a through 1c) (cash \$ 14,249. noncash \$)				4	2,518.
2 Program service revenue including government fees and contracts (from Part VII, line 93)				5	5,948.
3 Membership dues and assessments				6 a	
4 Interest on savings and temporary cash investments				6 b	
5 Dividends and interest from securities				6 c	
6 a Gross rents				7	
b Less rental expenses					
c Net rental income or (loss) (subtract line 6b from line 6a)					
7 Other investment income (describe)					
8 a Gross amount from sales of assets other than inventory	(A) Securities		(B) Other		
b Less cost or other basis and sales expenses	8 a			8 d	
c Gain or (loss) (attach schedule)	8 b				
d Net gain or (loss) (combine line 8c, columns (A) and (B))	8 c				
9 Special events and activities (attach schedule) If any amount is from gaming, check here <input type="checkbox"/>					
a Gross revenue (not including \$ of contributions reported on line 1a)	9 a			9 c	
b Less direct expenses other than fundraising expenses	9 b				
c Net income or (loss) from special events (subtract line 9b from line 9a)					
10 a Gross sales of inventory, less returns and allowances	10 a			10 c	
b Less cost of goods sold	10 b				
c Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)					
11 Other revenue (from Part VII, line 103)				11	66,783.
12 Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)				12	234,989.
13 Program services (from line 44, column (B))				13	140,408.
14 Management and general (from line 44, column (C))				14	83,230.
15 Fundraising (from line 44, column (D))				15	
16 Payments to affiliates (attach schedule)				16	
17 Total expenses (add lines 16 and 44, column (A))				17	223,638.
18 Excess or (deficit) for the year (subtract line 17 from line 12)				18	11,351.
19 Net assets or fund balances at beginning of year (from line 73, column (A))				19	503,304.
20 Other changes in net assets or fund balances (attach explanation) See Statement 1				20	2,046.
21 Net assets or fund balances at end of year (combine lines 18, 19, and 20)				21	516,701.



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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) See Stmt 2 (cash \$ 3,200. non-cash \$) If this amount includes foreign grants, check here <input type="checkbox"/>	22 3,200.	3,200.		
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 23,875.	18,875.	5,000.	0.
26 Other salaries and wages	26			
27 Pension plan contributions	27			
28 Other employee benefits	28			
29 Payroll taxes	29			
30 Professional fundraising fees	30			
31 Accounting fees	31			
32 Legal fees	32			
33 Supplies	33 1,672.	1,529.	143.	
34 Telephone	34 1,796.	1,398.	398.	
35 Postage and shipping	35 7,867.	7,502.	365.	
36 Occupancy	36 2,900.	2,900.		
37 Equipment rental and maintenance	37 990.	990.		
38 Printing and publications	38 37,796.	37,796.		
39 Travel	39 2,367.	1,340.	1,027.	
40 Conferences, conventions, and meetings	40			
41 Interest	41			
42 Depreciation, depletion, etc (attach schedule)	42			
43 Other expenses not covered above (itemize)				
a See Statement 3	43a 141,175.	64,878.	76,297.	
b	43b			
c	43c			
d	43d			
e	43e			
f	43f			
g	43g			
44 Total functional expenses. Add lines 22 through 43. (Organizations completing columns (B) - (D), carry these totals to lines 13 - 15)	44 223,638.	140,408.	83,230.	0.

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 \$

BAA

Form 990 (2005)

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	104,278.	45	118,623.
	46 Savings and temporary cash investments	139,433.	46	142,518.
	47a Accounts receivable	47a		
	b Less allowance for doubtful accounts	47b	47c	
	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	38,456.	52	35,102.
	53 Prepaid expenses and deferred charges		53	
	54 Investments — securities (attach schedule) <input type="checkbox"/> Cost <input type="checkbox"/> FMV	194,421.	54	201,458.
	55a Investments — land, buildings, & equipment basis	55a		
	b Less accumulated depreciation (attach schedule)	55b	55c	
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 <input type="checkbox"/> See Statement 5)	26,716.	58	19,000.	
59 Total assets (must equal line 74) Add lines 45 through 58	503,304.	59	516,701.	
LIABILITIES	60 Accounts payable and accrued expenses		60	
	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 <input type="checkbox"/>)		65	
	66 Total liabilities. Add lines 60 through 65	0.	66	0.
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	434,873.	67	446,592.
	68 Temporarily restricted	58,431.	68	60,109.
	69 Permanently restricted	10,000.	69	10,000.
	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)	503,304.	73	516,701.
	74 Total liabilities and net assets/fund balances. Add lines 66 and 73	503,304.	74	516,701.

BAA

Form 990 (2005)

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	N/A
b Amounts included on line a but not on Part I, line 12			
1 Net unrealized gains on investments	b1		
2 Donated services and use of facilities	b2		
3 Recoveries of prior year grants	b3		
4 Other (specify) _____	b4		
Add lines b1 through b4		b	
c Subtract line b from line a		c	
d Amounts included on Part I, line 12, but not on line a :			
1 Investment expenses not included on Part I, line 6b	d1		
2 Other (specify) _____	d2		
Add lines d1 and d2		d	
e Total revenue (Part I, line 12) Add lines c and d		e	

Part IV-B		Reconciliation of Expenses per Audited Financial Statements with Expenses per Return	
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a Total expenses and losses per audited financial statements		a	N/A
b Amounts included on line a but not on Part I, line 17			
1 Donated services and use of facilities	b1		
2 Prior year adjustments reported on Part I, line 20	b2		
3 Losses reported on Part I, line 20	b3		
4 Other (specify) _____	b4		
Add lines b1 through b4		b	
c Subtract line b from line a		c	
d Amounts included on Part I, line 17, but not on line a :			
1 Investment expenses not included on Part I, line 6b	d1		
2 Other (specify) _____	d2		
Add lines d1 and d2		d	
e Total expenses (Part I, line 17) Add lines c and d		e	

Part V-A **Current Officers, Directors, Trustees, and Key Employees** (List each person who was an officer, director, trustee, or key employee at any time during the year even if they were not compensated) (See the 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 plans	(E) Expense account and other allowances
<div>-----</div> <div>-----</div> <div>See Statement 6</div>		23,875.	0.	0.
<div>-----</div> <div>-----</div>				
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Part V-A	Current Officers, Directors, Trustees, and Key Employees <i>(continued)</i>
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Yes	No
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75 a Enter the total number of officers, directors, and trustees permitted to vote on organization business as board meetings **▶ 18**

b Are any officers, directors, trustees, or key employees listed in Form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, related to each other through family or business relationships? If 'Yes,' attach a statement that identifies the individuals and explains the relationship(s)

75 b		X
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c Do any officers, directors, trustees, or key employees listed in form 990, Part V-A, or highest compensated employees listed in Schedule A, Part I, or highest compensated professional and other independent contractors listed in Schedule A, Part II-A or II-B, receive compensation from any other organizations, whether tax exempt or taxable, that are related to this organization through common supervision or common control?

75c		X
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Note. Related organizations include section 509(a)(3) supporting organizations

If 'Yes,' attach a statement that identifies the individuals, explains the relationship between this organization and the other organization(s), and describes the compensation arrangements, including amounts paid to each individual by each related organization

d Does the organization have a written conflict of interest policy?

75d	X	
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Part V-B	Former Officers, Directors, Trustees, and Key Employees That Received Compensation or Other
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Benefits (If any former officer, director, trustee, or key employee received compensation or other benefits (described below) during the year, list that person below and enter the amount of compensation or other benefits in the appropriate column. See the instructions.)

[illegible]

Part VI	Other Information <i>(See the instructions)</i>
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Yes	No
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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
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77 Were any changes made in the organizing or governing documents but not reported to the IRS?

77		X
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If 'Yes,' attach a conformed copy of the changes

78a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?

78a		X
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b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?

78b	N/A
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79 Was there a liquidation, dissolution, termination, or substantial contraction during the year? If 'Yes,' attach a statement

79		X
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80 a 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?

80 a		X
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b If 'Yes,' enter the name of the organization ► N/A

and check whether it is ☐ exempt **or** ☐ nonexempt

81 a Enter direct and indirect political expenditures (See line 81 instructions)

81 a		0.
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b Did the organization file **Form 1120-POL** for this year?

81 b		X
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Form 990 (2005)

Part VI Other Information (continued)

		Yes	No
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?		X
82 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.)		N/A
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
83 b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	X	
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?		X
84 b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		N/A
85 a	501(c)(4), (5), or (6) organizations Were substantially all dues nondeductible by members?		N/A
85 b	Did the organization make only in-house lobbying expenditures of \$2,000 or less?		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.			
85 c	Dues, assessments, and similar amounts from members		N/A
85 d	Section 162(e) lobbying and political expenditures		N/A
85 e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices		N/A
85 f	Taxable amount of lobbying and political expenditures (line 85d less 85e)		N/A
85 g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?		N/A
85 h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?		N/A
86 a	501(c)(7) organizations Enter Initiation fees and capital contributions included on line 12		N/A
86 b	Gross receipts, included on line 12, for public use of club facilities		N/A
87 a	501(c)(12) organizations Enter Gross income from members or shareholders		N/A
87 b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)		N/A
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If 'Yes,' complete Part IX.		X
89 a	501(c)(3) organizations Enter Amount of tax imposed on the organization during the year under section 4911 <u>0</u> , section 4912 <u>0</u> , section 4955 <u>0</u> .		
89 b	501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If 'Yes,' attach a statement explaining each transaction.		X
c	Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		0.
d	Enter Amount of tax on line 89c, above, reimbursed by the organization		0.
90 a	List the states with which a copy of this return is filed <u>None</u>		
90 b	Number of employees employed in the pay period that includes March 12, 2005 (See instructions.)		0
91 a	The books are in care of <u>MABS BUONO</u> Telephone number <u>626 446-6898</u> Located at <u>501 MONTE VISTA ROAD, ARCADIA,</u> ZIP + 4 <u>91007-6062</u>		
91 b	At any time during the calendar year, did the organization have an interest in or a signature or other authority over a financial account in a foreign country (such as a bank account, securities account, or other financial account)? If 'Yes,' enter the name of the foreign country <u>See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Statements</u>		X
91 c	At any time during the calendar year, did the organization maintain an office outside of the United States? If 'Yes,' enter the name of the foreign country <u></u>		X
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here. <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the tax year <u>92</u> <u>N/A</u>		

BAA

Form 990 (2005)

Part VII Analysis of Income-Producing Activities (See the 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 AUDIO-VISUAL LIBRARY					478.
b ENDOWMENT FUND					675.
c PUPPETRY JOURNAL					2,642.
d PUPPETRY STORE					60,686.
e WEBSITE					1,000.
f Medicare/Medicaid payments					
g Fees & contracts from government agencies					
94 Membership dues and assessments					80,010.
95 Interest on savings & temporary cash invmnts			14	2,518.	
96 Dividends & interest from securities			14	5,948.	
97 Net rental income or (loss) from real estate					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from pers prop					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue					
a					
b FESTIVAL					5,096.
c INSURANCE-GROUP					59,621.
d TRAFFLE INCOME					2,066.
e					
104 Subtotal (add columns (B), (D), and (E))				8,466.	212,274.
105 Total (add line 104, columns (B), (D), and (E))					220,740.

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 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)
1	See Statement 7

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

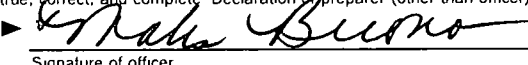

a Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

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)

Please Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.	
	Signature of officer 	Date 5-22-06
Paid Preparer's Use Only	Type or print name and title MABS BUONO, Treasurer	
	Preparer's signature	Signature 
	Firm's name (or yours if self-employed), address, and ZIP + 4	Date 5-22-06
	Check if self-employed <input checked="" type="checkbox"/> Preparer's SSN or PTIN (See General Instruction W) N/A	EIN <input type="checkbox"/> N/A Phone no <input type="checkbox"/> (626) 440-9511

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 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

2005

Name of the organization

PUPPETEERS OF AMERICA, INC.

Employer identification number

74-6062478

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 — A 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 II — B Compensation of the Five Highest Paid Independent Contractors for Other Services

(List each contractor who performed services other than professional services, whether individuals or firms If there are none, enter 'None ' See instructions)

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of other contractors receiving over \$50,000 for other services	0	

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

Schedule A (Form 990 or 990-EZ) 2005

Yes	No
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<p>1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If 'Yes,' enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ <u> N/A </u></p> <p>(Must equal amounts on line 38, Part VI-A, or line i of Part VI-B)</p> <p>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</p>	1	X
<p>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)</p>		
<p>a Sale, exchange, or leasing of property?</p>	2a	X
<p>b Lending of money or other extension of credit?</p>	2b	X
<p>c Furnishing of goods, services, or facilities?</p>	2c	X
<p>d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?</p>	2d	X
<p>e Transfer of any part of its income or assets?</p>	2e	X
<p>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) See Statement 8</p>	3a	X
<p>b Do you have a section 403(b) annuity plan for your employees?</p>	3b	X
<p>c During the year, did the organization receive a contribution of qualified real property interest under section 170(h)?</p>	3c	X
<p>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?</p>	4a	X
<p>b Do you provide credit counseling, debt management, credit repair, or debt negotiation services?</p>	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)
11 a ☐ 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)
11 b ☐ 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) Check the box that describes the type of supporting organization ☐ Type 1 ☐ Type 2 ☐ Type 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) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants. See line 28.)	7,571.	7,053.	8,917.	4,014.	27,555.
16 Membership fees received	75,451.	75,300.	79,956.	76,471.	307,178.
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	34,926.	49,285.	40,609.	84,556.	209,376.
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	7,514.	6,081.	6,110.	7,533.	27,238.
19 Net income from unrelated business activities not included in line 18					0.
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					0.
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.					0.
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets.					0.
23 Total of lines 15 through 22	125,462.	137,719.	135,592.	172,574.	571,347.
24 Line 23 minus line 17	90,536.	88,434.	94,983.	88,018.	361,971.
25 Enter 1% of line 23	1,255.	1,377.	1,356.	1,726.	

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 2001 through 2004 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
(2004) 0. (2003) 0. (2002) 0. (2001) 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 11b, 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
(2004) 0. (2003) 0. (2002) 0. (2001) 0.

c Add Amounts from column (e) for lines 15 27,555. 16 307,178. 17 209,376. 20 21 **27c** 544,109.

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

e Public support (line 27c total minus line 27d total) **27e** 544,109.

f Total support for section 509(a)(2) test. Enter amount from line 23, column (e) **27f** 571,347.

g Public support percentage (line 27e (numerator) divided by line 27f (denominator)) **27g** 95.23 %

h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)) **27h** 4.77 %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2001 through 2004, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

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

N/A

	Yes	No
29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If 'Yes,' please describe, if 'No,' please explain (If you need more space, attach a separate statement) ----- ----- -----		
32 Does the organization maintain the following		
a Records indicating the racial composition of the student body, faculty, and administrative staff?		
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?		
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?		
d Copies of all material used by the organization or on its behalf to solicit contributions? If you answered 'No' to any of the above, please explain (If you need more space, attach a separate statement) ----- -----		
33 Does the organization discriminate by race in any way with respect to		
a Students' rights or privileges?		
b Admissions policies?		
c Employment of faculty or administrative staff?		
d Scholarships or other financial assistance?		
e Educational policies?		
f Use of facilities?		
g Athletic programs?		
h Other extracurricular activities? If you answered 'Yes' to any of the above, please explain (If you need more space, attach a separate statement) ----- ----- -----		
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 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 –		
If the amount on line 40 is –		
Not over \$500,000		
Over \$500,000 but not over \$1,000,000		
Over \$1,000,000 but not over \$1,500,000		
Over \$1,500,000 but not over \$17,000,000		
Over \$17,000,000		
The lobbying nontaxable amount is –		
20% of the amount on line 40		
\$100,000 plus 15% of the excess over \$500,000		
\$175,000 plus 10% of the excess over \$1,000,000		
\$225,000 plus 5% of the excess over \$1,500,000		
\$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)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(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

BAA

Schedule A (Form 990 or 990-EZ) 2005

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

PUPPETEERS OF AMERICA, INC.

74-6062478

Statement 1
Form 990, Part I, Line 20
Other Changes in Net Assets or Fund Balances

UNREALIZED GAIN ON INVESTMENTS	Total	\$	2,046.
		\$	<u>2,046.</u>

Statement 2
Form 990, Part II, Line 22
Grants and Allocations

Cash Grants and Allocations

Class of Activity:	PUPPETRY PLAY PRODUCTION	
Donee's Name:	ANDREW KIM	
	VASHON, WA	
Amount Given:		\$ 800.
Class of Activity:	PUPPETRY PLAY PRODUCTION	
Donee's Name:	KEVIN AUGUSTINE	
	BROOKLYN, NY	
Amount Given:		800.
Class of Activity:	PUPPETRY PLAY PRODUCTION	
Donee's Name:	ANNE SAWYER-AITCH	
	MINNEAPOLIS, MN	
Amount Given:		800.
Class of Activity:	PUPPETRY PLAY PRODUCTION	
Donee's Name:	VINCENT ANTHONY	
	ATLANTA, GA	
Amount Given:		400.
Class of Activity:	PUPPETRY PLAY PRODUCTION	
Donee's Name:	COLETTE SEARLS	
	BALTIMORE, MD	
Amount Given:		400.

Total Grants and Allocations \$ 3,200.

Statement 3
Form 990, Part II, Line 43
Other Expenses

	(A) Total	(B) Program Services	(C) Management & General	(D) Fundraising
ADVERTISING	770.	770.		
AWARDS	145.		145.	
BAD DEBT FESTIVAL ADVANCE	7,716.		7,716.	
BANK CHARGES	116.		116.	
COMPUTER	50.	50.		
CONSULTANTS	6,454.	3,800.	2,654.	
COPIES	25.		25.	

PUPPETEERS OF AMERICA, INC.

74-6062478

Statement 3 (continued)
Form 990, Part II, Line 43
Other Expenses

	(A) Total	(B) Program Services	(C) Management & General	(D) Fundraising
EQUIPMENT	2,452.	2,452.		
FEES	4,930.	4,895.	35.	
INSURANCE	61,634.	798.	60,836.	
MAILING SERVICE	1,287.	1,287.		
MERCHANDISE	37,978.	37,978.		
POTLATCH	1,898.		1,898.	
REGISTRATION	3,905.	1,420.	2,485.	
SALES TAX	2,241.	2,241.		
SCHOLARSHIPS	7,952.	7,952.		
SHARE KNOWLEDGE GRANT	425.	425.		
SUBSISTENCE	1,197.	810.	387.	
Total	\$ 141,175.	\$ 64,878.	\$ 76,297.	\$ 0.

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

Description	Grants and Allocations	Program Service Expenses
PLAYBOARD PUBLICATION SENT TO MEMEBRS QUARTERLY TO PROVIDE THEM WITH INFORMATION ON CURRENT ACTIVITIES AND OTHER IMPORTANT INFORMATION		9,957.
Includes Foreign Grants: No		
PUBLIC RELATIONS		3,859.
Includes Foreign Grants: No		
MEMBERSHIP		20,106.
Includes Foreign Grants: No		
SCHOLARSHIPS AWARDED		7,952.
Includes Foreign Grants: No		
Total	\$ 0.	\$ 41,874.

Statement 5
Form 990, Part IV, Line 58
Other Assets

FESTIVAL ADVANCES	Total	\$ 19,000.
		\$ 19,000.

PUPPETEERS OF AMERICA, INC.

74-6062478

Statement 6
Form 990, Part V-A
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
PAUL MESNER 1006 LINWOOD BLVD KANSAS CITY, MO 64109	President 0	\$ 0.	\$ 0.	\$ 0.
KAREN BACKES 7500 BABCOCK TRAIL INVERGROVE HEIGHTS, MN 55077	Vice President 0	0.	0.	0.
MARIE THOMPSON 141 SUNNY CIRCLE MASON CITY, IA 50401	Secretary 0	0.	0.	0.
MARY DECKER 1116 RUBY STREET REDWOOD CITY, CA 94061	Trustee 0	0.	0.	0.
MATTHEW BERNIER 370 DINWIDDIE STREET PORTSMOUTH, VA 23704	Trustee 0	0.	0.	0.
KATHY BLOCH 506 HERB RIVER DRIVE SAVANNAH, GA 31406	Trustee 0	0.	0.	0.
JOHN SCOLLON 401 LAUREL STREET COLUMBIA, SC 29201	Trustee 0	0.	0.	0.
WAYNE KREFTING 4449 XERXES AVE SOUTH MINNEAPOLIS, MN 55410	Trustee 0	0.	0.	0.
JOVANNA VAN PELT 149 MORGAN STREET HOLYOKE, MA 01040	Trustee 0	0.	0.	0.
PAUL EIDE 4934 37TH AVE MINNEAPOLIS, MN 55417	EDITOR 0	4,500.	0.	0.
MURIEL BUONO 501 MONTE VISTA ROAD ARCADIA, CA 91007	Treasurer 0	4,500.	0.	0.
GARY BUSK 3827 WESTMINSTER DRIVE CARROLLTON, TX 75007	AUDIO VISUAL 0	2,000.	0.	0.

PUPPETEERS OF AMERICA, INC.

74-6062478

Statement 6 (continued)

Form 990, Part V-A

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
FRED THOMPSON 26 HOWARD AVE NEW HAVEN, CT 06519-2809	PLAYBOARD EDIT 0	\$ 3,000.	\$ 0.	\$ 0.
JEAN NEWKIRK P O BOX 310 SWISHER, IA 52338	MEMBERSHIP OFFI 0	1,500.	0.	0.
CATHY CHAPELL 302 W LATHAM STREET PHOENIX, AZ 85003	STORE DIRECTOR 0	4,500.	0.	0.
FRED SAUERS 11731 87TH STREET BURR RIDGE, IL 60527-6403	INS OFFICER 0	500.	0.	0.
MONICA LEO P O BOX 330 WEST LIBERTY, IA 52776	MEMBERSHIP SEC 0	2,250.	0.	0.
JOYCE BERTY P O BOX 29417 PARMA, OH 44239-0417	MEMBERSHIP SEC 0	1,125.	0.	0.
Total		\$ 23,875.	\$ 0.	\$ 0.

Statement 7

Form 990, Part VIII

Relationship of Activities to the Accomplishment of Exempt Purposes

Line #	Explanation of Activities
93A	PROVIDE A LIBRARY OF PUPPET RELATED ITEMS FOR MEMBERS
93B	PROVIDE INCENTIVES & GOALS FOR OUTSTANDING PERFORMANCES
93C	PROVIDE A MAGAZINE TO INFORM MEMBERS ABOUT PUPPETS
93D	PROVIDE READY SOURCE OF MATERIALS TO LEARN, CONSTRUCT & PERFORM PUPPETRY
94	MEMBERSHIP DUES ARE USED BY THE ORGANIZATION FOR SUPPORT OF ALL PROGRAM SERVICES
103B	PROVIDE A FESTIVAL FOR MEMBERS TO MEET
103C	OFFER LIABILITY INSURANCE TO MEMBERS FOR THEIR PUPPET SHOWS
103D	POTLATCH - MINI FESTIVAL

PUPPETEERS OF AMERICA, INC.

74-6062478

Statement 8
Schedule A, Part III, Line 3
Qualifications of Recipients Receiving Grants or Loans

GRANTS GIVEN TO LOW INCOME INDIVIDUALS TO ALLOW ADMISSION TO FESTIVALS AND
PARTICIPATION AT EVENTS

**Application for Extension of Time to File an
Exempt Organization Return**

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service

► 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)

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
	PUPPETEERS OF AMERICA, INC.	74-6062478
	Number, street, and room or suite number. If a P.O. box, see instructions.	
	501 MONTE VISTA ROAD	
	City, town or post office. For a foreign address, see instructions.	state ZIP code
	ARCADIA, CA 91007	

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 (section 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 |

- The books are in the care of ► MABS BUONO

Telephone No ► 626 446-6898

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 8/15, 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 05 or► ☐ tax year beginning _____, 20 ____ and ending _____, 20 ____

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.

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.Form **8868** (Rev 12-2004)