

Return of Organization Exempt From Income Tax

2005

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

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2005 calendar year, or tax year beginning October 1, 2005, and ending September 30, 2006

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

C Name of organization Shakespeare Festival LA

D Employer identification number 13-3167013

E Telephone number (213)481-2273

F Accounting method: Cash Accrual
 Other (specify) _____

G Website: www.shakespearefestivalla.org

J Organization type (check only one) 501(c) (3) ◀ (insert no) 4947(a)(1) or 527

K Check here if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS, but if the organization 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 ▶ 1,271,265

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 Sch B (Form 990, 990-EZ, or 990-PF).

Please use IRS label or print or type. See Specific Instructions.

Number and street (or P O box if mail is not delivered to street address) Room/suite
 1238 West First Street
 City or town, state or country, and ZIP + 4
 Los Angeles CA 90026

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

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

SCANNED JUN 27 2007

Revenue	1 Contributions, gifts, grants, and similar amounts received:				
	a Direct public support	1a	882,706		
	b Indirect public support	1b			
	c Government contributions (grants)	1c	338,778		
	d Total (add lines 1a through 1c) (cash \$ 1,213,357 noncash \$ 8,127)	1d			1,221,484
	2 Program service revenue including government fees and contracts (from Part VII, line 93)	2			0
	3 Membership dues and assessments	3			
	4 Interest on savings and temporary cash investments	4			3
	5 Dividends and interest from securities	5			2,200
	6a Gross rents	6a			
	b Less: rental expenses	6b			
	c Net rental income or (loss) (subtract line 6b from line 6a)	6c			0
7 Other investment income (describe ▶)	7				
8a Gross amount from sales of assets other than inventory	(A) Securities		(B) Other		
		8a			
	b Less: cost or other basis and sales expenses	8b			
	c Gain or (loss) (attach schedule)	8c	0	0	
d Net gain or (loss) (combine line 8c, columns (A) and (B))	8d			0	
9 Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>					
a Gross revenue (not including \$ 431,026 of contributions reported on line 1a)	9a	26,473			
b Less: direct expenses other than fundraising expenses	9b	26,473			
c Net income or (loss) from special events (subtract line 9b from line 9a)	9c			0	
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			0	
11 Other revenue (from Part VII, line 103)	11			21,105	
12 Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11).	12			1,244,792	
Expenses	13 Program services (from line 44, column (B))	13		878,999	
	14 Management and general (from line 44, column (C))	14		121,231	
	15 Fundraising (from line 44, column (D))	15		129,452	
	16 Payments to affiliates (attach schedule)	16			
	17 Total expenses (add lines 16 and 44, column (A))	17			1,129,682
Net Assets	18 Excess or (deficit) for the year (subtract line 17 from line 12)	18		115,110	
	19 Net assets or fund balances at beginning of year (from line 73, column (A))	19		553,245	
	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			668,355

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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. (See the instructions.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule) (cash \$ _____ noncash \$ _____) If this amount includes foreign grants, check here <input type="checkbox"/>	22			
23	Specific assistance to individuals (attach schedule)	23			
24	Benefits paid to or for members (attach schedule)	24			
25	Compensation of officers, directors, etc.	25	88,084	77,482	10,602
26	Other salaries and wages	26	390,540	323,769	43,824
27	Pension plan contributions	27			
28	Other employee benefits	28	113,956	90,970	18,614
29	Payroll taxes	29			
30	Professional fundraising fees	30	25,000	0	0
31	Accounting fees	31	10,339	0	10,339
32	Legal fees	32			
33	Supplies	33			
34	Telephone	34			
35	Postage and shipping	35			
36	Occupancy	36	34,756	30,894	2,568
37	Equipment rental and maintenance	37	4,410	138	4,272
38	Printing and publications	38			
39	Travel	39	19,449	17,242	279
40	Conferences, conventions, and meetings	40			
41	Interest	41	27,885	23,702	2,789
42	Depreciation, depletion, etc. (attach schedule)	42	48,236	41,435	4,865
43	Other expenses not covered above (itemize):				
a	Statement #3	43a	367,027	273,367	23,079
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	1,129,682	878,999	121,231

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 IV Balance Sheets (See the 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	129,141	45	155,115	
	46 Savings and temporary cash investments	56,668	46	15,672	
	47a Accounts receivable	159,718			
	47b Less: allowance for doubtful accounts	0	117,471	47c	159,718
	48a Pledges receivable				
	48b Less: allowance for doubtful accounts			48c	0
	49 Grants receivable			49	75,000
	50 Receivables from officers, directors, trustees, and key employees (attach schedule)			50	
	51a Other notes and loans receivable (attach schedule)				
	51b Less: allowance for doubtful accounts			51c	0
	52 Inventories for sale or use			52	
	53 Prepaid expenses and deferred charges			53	
	54 Investments—securities (attach schedule) <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV			54	58,869
	55a Investments—land, buildings, and equipment: basis				
55b Less: accumulated depreciation (attach schedule)			55c	0	
56 Investments—other (attach schedule)			56		
57a Land, buildings, and equipment: basis	1,195,509				
57b Less: accumulated depreciation (attach schedule)	405,430	830,188	57c	790,079	
58 Other assets (describe ▶)			58		
59 Total assets (must equal line 74). Add lines 45 through 58.		1,133,468	59	1,254,453	
Liabilities	60 Accounts payable and accrued expenses	30,223	60	36,098	
	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		
	64b Mortgages and other notes payable (attach schedule)		64b		
	65 Other liabilities (describe ▶ Statement #6)		550,000	65	550,000
66 Total liabilities. Add lines 60 through 65		580,223	66	586,098	
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	552,545	67	543,355	
	68 Temporarily restricted	700	68	125,000	
	69 Permanently restricted		69		
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.				
	70 Capital stock, trust principal, or current funds		70		
	71 Paid-in or capital surplus, or land, building, and equipment fund		71		
	72 Retained earnings, endowment, accumulated income, or other funds		72		
73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19; column (B) must equal line 21)		553,245	73	668,355	
74 Total liabilities and net assets/fund balances. Add lines 66 and 73.		1,133,468	74	1,254,453	

Part VI Other Information (continued)

		Yes	No
82a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	X	
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 19,630		
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	X	
83b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	X	
84a	Did the organization solicit any contributions or gifts that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		X
84b			X
85a	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members?	N	A
85b	b Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.	N	A
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		
85g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	N	A
85h	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	501(c)(7) orgs. 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) orgs. 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		X
89a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 ▶; section 4912 ▶; section 4955 ▶		
b	501(c)(3) and 501(c)(4) orgs. 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
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 ▶		
b	Number of employees employed in the pay period that includes March 12, 2005 (See instructions.)		7
91a	The books are in care of ▶ Shakespeare Festival Telephone no. ▶ (213)481-2273 Located at ▶ 1238 West First Street, Los Angeles, CA ZIP + 4 ▶ 90026		
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)?		X
	If "Yes," enter the name of the foreign country ▶		
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 , Report of Foreign Bank and Financial Accounts.		
89c	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 ▶		X
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the tax year ▶ | 92 |		

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 _____					
b _____					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	3	
96 Dividends and interest from securities			14	2,200	
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue: a Miscellaneous Income			06	21,105	
b _____					
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E))		0		23,308	0
105 Total (add line 104, columns (B), (D), and (E))					23,308

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)

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
Not Applicable	%			
	%			
	%			
	%			

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).

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.

Please Sign Here

Signature of officer: *[Signature]* Date: 5/13/07

Type or print name and title: _____

Paid Preparer's Use Only

Preparer's signature: *[Signature]* Date: 5/11/07 Check if self-employed:

Firm's name (or yours if self-employed): Harrington Group, CPA's LLP
 address, and ZIP + 4: 2670 Mission St., Ste 200, San Marino CA 91108
 EIN: 95-4557617
 Phone no: (626)403-6801

SCHEDULE A
(Form 990 or 990-EZ)

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

OMB No 1545-0047

2005

Department of the Treasury
Internal Revenue Service

Supplementary Information—(See separate instructions.)

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

Name of the organization Shakespeare Festival LA	Employer identification number 13-3167013
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Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees
(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				
Total number of other employees paid over \$50,000 . ▶		0		

Part II-A Compensation of the Five Highest Paid Independent Contractors for Professional Services
(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

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

Part 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 page 2 of the 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

Part III Statements About Activities (See page 2 of the instructions.)

	Yes	No
1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes" must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.		X
2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)		
a Sale, exchange, or leasing of property?		X
b Lending of money or other extension of credit?		X
c Furnishing of goods, services, or facilities?		X
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?	X	
e Transfer of any part of its income or assets?		X
3a Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.)		X
b Do you have a section 403(b) annuity plan for your employees?	X	
c During the year, did the organization receive a contribution of qualified real property interest under section 170(h)?		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?		X
b Do you provide credit counseling, debt management, credit repair, or debt negotiation services?		X

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions.)

The organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

- 5** A church, convention of churches, or association of churches Section 170(b)(1)(A)(i).
- 6** A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7** A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8** A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9** A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state ▶ _____
- 10** An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11a** An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b** A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12** An organization that normally receives: **(1) more than 33 1/3%** of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions—subject to certain exceptions, and **(2) no more than 33 1/3%** of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
- 13** An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: **(1)** lines 5 through 12 above; or **(2)** sections 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 page 6 of the instructions.)

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

- 14** An organization organized and operated to test for public safety. Section 509(a)(4). (See page 6 of the instructions.)

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

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

Calendar year (or fiscal year beginning in)	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	799,876	1,004,877	1,010,070	662,453	3,477,276
16 Membership fees received					0
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	57,687	98,158	269,111	375,013	799,969
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	13,371	527	854	2,253	17,005
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	6,499	12,901			19,400
23 Total of lines 15 through 22	877,433	1,116,463	1,280,035	1,039,719	4,313,650
24 Line 23 minus line 17	819,746	1,018,305	1,010,924	664,706	3,513,681
25 Enter 1% of line 23	8,774	11,165	12,800	10,397	

26 Organizations described on lines 10 or 11:

a Enter 2% of amount in column (e), line 24 ▶ **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 _____ ▶ **26d**
 22 _____ 26b _____

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 3,477,276 16 _____ 0
 17 799,969 20 _____ 0 21 _____ 0 ▶ **27c** 4,277,245

d Add: Line 27a total _____ 0 and line 27b total _____ 0 ▶ **27d** 0

e Public support (line 27c total minus line 27d total) ▶ **27e** 4,277,245

f Total support for section 509(a)(2) test: Enter amount from line 23, column (e) ▶ **27f** 4,313,650

g Public support percentage (line 27e (numerator) divided by line 27f (denominator)) ▶ **27g** 99.16 %

h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator)) ▶ **27h** 0.39 %

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 page 7 of the instructions.)
(To be completed ONLY by schools that checked the box on line 6 in Part IV)

	Yes	No
29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	N	A
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?	N	A
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.)	N	A
32 Does the organization maintain the following:		
a Records indicating the racial composition of the student body, faculty, and administrative staff?	N	A
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	N	A
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	N	A
d Copies of all material used by the organization or on its behalf to solicit contributions?	N	A
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?	N	A
b Admissions policies?	N	A
c Employment of faculty or administrative staff?	N	A
d Scholarships or other financial assistance?	N	A
e Educational policies?	N	A
f Use of facilities?	N	A
g Athletic programs?	N	A
h Other extracurricular activities?	N	A
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?	N	A
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.	N	A
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	N	A

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions.)
 (To be completed **ONLY** by an eligible organization that filed Form 5768)

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

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

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

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below.
 See the instructions for lines 45 through 50 on page 11 of the instructions.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2005	(b) 2004	(c) 2003	(d) 2002	(e) Total
45 Lobbying nontaxable amount	N/A	N/A	N/A	N/A	N/A
46 Lobbying ceiling amount (150% of line 45(e))					N/A
47 Total lobbying expenditures					N/A
48 Grassroots nontaxable amount					N/A
49 Grassroots ceiling amount (150% of line 48(e))					N/A
50 Grassroots lobbying expenditures	N/A	N/A	N/A	N/A	N/A

Part VI-B Lobbying Activity by Nonelecting Public Charities

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

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:	Yes	No	Amount
a Volunteers		X	
b Paid staff or management (Include compensation in expenses reported on lines c through h.)		X	
c Media advertisements		X	
d Mailings to members, legislators, or the public		X	
e Publications, or published or broadcast statements		X	
f Grants to other organizations for lobbying purposes		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body		X	
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means		X	
i Total lobbying expenditures (Add lines c through h.)			0

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

Shakespeare Festival/LA

Form 990 and Schedule A Attached Statements

For the fiscal year ended September 30, 2006

EIN: 13-3167013

Statement #1: Form 990, Part I, line 9 Special events and activities

	Gross revenue	Direct expenses	(Included in Public Support)	
			Contribution	Net revenue
Simply Shakespeare	\$ 457,499	\$ 26,473	\$ 431,026	\$ -
Total special events and activities	\$ 457,499	\$ 26,473	\$ 431,026	\$ -

Statement #2: Form 990, Part II, line 42 Depreciation, depletion, etc

	Depreciation Method	Useful life	Current year's expense
Buildings	Straight line	20 years	\$ 29,780
Building improvements	Straight line	3-7 years	\$ 2,152
Office Equipment	Straight line	3 years	2,976
Furniture	Straight line	10 years	443
Stage production equipments	Straight line	10 years	12,885
Total depreciation, depletion, etc.			\$ 48,236

Statement #3: Form 990, Part II, line 43 Other expenses

	Total	Program services	Management and general	Public relations
Professional fees	\$ 40,120	\$ 1,080	\$ 500	\$ 38,540
Office expense	43,086	30,601	7,647	4,838
Marketing	49,762	34,477	288	14,997
Taxes and Fees	5,358	1,270	2,305	1,783
Publicity/Public Relations	3,148	2,210		938
Professional development fees	1,558	695	803	60
Insurance expense	15,384	13,133	1,501	750
Expendable equipment	11,572	1,264	6,770	3,538
Production expense	87,522	84,208	1,527	1,787
Production/Program Contractors	91,757	86,669	1,738	3,350
Front House/Box office expense	10,246	10,246		
Youth & education expense	7,514	7,514		
Total other expenses	\$ 367,027	\$ 273,367	\$ 23,079	\$ 70,581

Statement #4: Form 990, Part III, line a Program service accomplishments

See Attachment A.

Shakespeare Festival/LA

Form 990 and Schedule A Attached Statements

For the fiscal year ended September 30, 2006

EIN: 13-3167013

Statement #5: Form 990, Part IV, line 54 Investments in securities

Money market funds	\$ 58,869
Total investments in securities	\$ 58,869

Statement #6: Form 990, Part IV, line 65 Other liabilities

A note payable to the City of Los Angeles, secured by the Organization's land and property, non-interest bearing and will be repaid in the form of employment, academic credit work and theatre arts training to 60 low-income city youth at a rate of \$ 20,000 per year for twenty seven years and nine months.

Total	550,000.00
	550,000.00

Statement #7: Form 990, Part IV, line 57. Land, buildings, and equipment

See also statement #2 for depreciation method, useful life, and current year's depreciation expense by class.

Land	\$ 310,000
Building	595,600
Stage production equipments	196,316
Office equipments	46,498
Building improvements	42,692
Furniture & fixtures	4,403
	1,195,509
Less: accumulated depreciation	(405,430)
Total land, buildings, and equipment	\$ 790,079

Statement #8: Form 990, Part V List of Officers, Directors, Trustees, and Key Employees

Nancy Baxter	Hale Behzadi	Craig Darian
Frank Brownstead	Duane Cameron	Ben Donenberg
Other Board Members		
Sy Ester	Lynda Boone Fetter	Lessing Gold
Barry Hirsch	Michael Narvid	Joel Prell
Freed Speer	Mike Ryan	Pamela Robinson
W Torrey Sun	Jerry Washburn	William Wegner
Rita Wilson	Ann Margaret Cunningham	Frank Sheerwood
	Ethel Narvid	

Statement #9: Form 990 Schedule A, Part IV-A, line 22 Other income

	2004	2003	2002	2001	Total
Miscellaneous income	\$ 6,499	\$ 12,901	\$ -	\$ -	\$ 19,400

SHAKESPEARE FESTIVAL LA
EIN: 13-3167013
Form 900 and Schedule A Attachment
Program Service Accomplishments

Summer Festival is a two-week, professional, outdoor, critically acclaimed, union-contracted production of Shakespeare's best-loved plays. The festival opens at the Cathedral of Our Lady of the Angels in Downtown Los Angeles, then moves to the South Coast Botanic Garden in Palos Verdes, California. Summer 2006 presented Shakespeare's *The Two Gentlemen of Verona* to a total of 6,500 diverse audience members of the Southern California area. At selected performances, non-perishable canned goods are collected in lieu of an admission charge, advancing the notion that theater can feed more than a soul, and a theatrical experience can engender a sense of social responsibility.

Will Power to Schools (WPS) is a teacher-training program that supplies middle and high school teachers with curriculum materials and a field trip for their students. Along with transportation to the Summer Festival and workshops preceding the performance, we provide participants with class sets of the play and curriculum materials on Shakespeare's text and on our production's historical and cultural setting. Teachers who participate in *Will Power to Schools* benefit from weekend professional development workshops that employ innovative strategies to enliven and enrich the ways Shakespeare is introduced to students. The ultimate goals of the program are to invigorate teachers, improve the reading and literacy skills of 6-12 grade students, and increase students' knowledge and appreciation of classic literary texts. Since 1993, Will Power to Schools has trained more than 1,000 teachers who serve 60,000 students. In fiscal year 2006, twenty public school teachers participated in two-day workshops and 546 students attended the Summer Festival.

Will Power to Youth Summer (WPY) is our nationally recognized seven-week, arts-based educational enrichment and employment program for underserved high school students. The program provides youth with literacy, leadership, and job training and the opportunity to create an adaptation of a Shakespeare play that reflects their own thoughts and feelings about Shakespeare's themes. WPY gives underserved youth the opportunity to develop skills necessary to complete high school and pursue higher education and high-paying jobs. Last summer, 25 youth worked together to create a community and produce their own adaptation of *Twelfth Night*.

Will Power to Youth Fall (WPY) is our nationally recognized seven-week, arts-based educational enrichment and employment program for underserved high school students. The program provides youth with literacy, leadership, and job training and the opportunity to create an adaptation of a Shakespeare play that reflects their own thoughts and feelings about Shakespeare's themes. WPY gives underserved youth the opportunity to develop skills necessary to complete high school and pursue higher education and high-paying jobs. Last fall, 24 youth worked together to create a community and produce their own adaptation of *Twelfth Night*.

Will to Lead encourages Will Power to Youth alumni to remain a part of our community by offering follow-up services such as leadership training, after-school tutoring, and cultural field trips. This year, 122 youth participated in the program.

Will Power to Youth Replication Manuals have been in development, along with training protocol, in order to enable Shakespeare Festival/LA to pilot replication activities in Richmond, Virginia for fiscal year 2007.

Will to DC enabled Shakespeare Festival/LA to send a group of company representatives and nine Will Power to Youth students to Washington, D.C. for the White House Conference on Helping America's Youth. There, the youth performed as the "Featured Lunchtime Presenter" before more than 600 youth development experts from across the country.

SHAKESPEARE FESTIVAL LA
EIN: 13-3167013
Form 900 and Schedule A Attachment
Program Service Accomplishments (cont'd)

Play On! is modeled after the Will Power to Youth program and takes place during the school year in the afternoons and on weekends. High school students are employed and paid to participate in literacy and job training activities. Instead of adapting a Shakespeare play, as Will Power to Youth students do in summer sessions, Play On! participants study and adapt Shakespeare's songs and sonnets. They write and produce a professional-quality CD recording of their own original music and spoken word performances. At the conclusion of the program, students put their newly acquired music skills and business knowledge to use by organizing an album release party, complete with publicity and live performances. In this first year of offering the program, 36 students produced one professionally recorded album containing 31 student-written songs and poems.

Youth Arts Professionals Institute is a professional development and training program for professional artists interested in working in arts education programs. It provides artists who create collaborative work with youth the rare opportunity to examine their practice as both teachers and artists. Twenty youth arts professionals participated.

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ 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	Name of Exempt Organization Shakespeare Festival LA	Employer identification number 13-3167013
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions 1238 West First Street	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Los Angeles CA 90026	

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

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

• The books are in the care of ▶ **Shakespeare Festival LA**

Telephone No. ▶ (213)481-2273 FAX No. ▶ (213)975-9833

- 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 May 15, 2007, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ calendar year 20... or

▶ tax year beginning October 1, 2005, and ending September 30, 2006.

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

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

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

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

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.