

Form 990

Return of Organization Exempt From Income Tax

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

2004

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 2004 calendar year, or tax year beginning NOV 1, 2004 and ending OCT 31, 2005

B Check if applicable: C Name of organization OREGON SHAKESPEARE FESTIVAL ASSOCIATION, INC. D Employer identification number 93-0407022 E Telephone number 503 482-2111

G Website: WWW.OSFASHLAND.ORG H(a) Is this a group return for affiliates? H(b) If "Yes," enter number of affiliates H(c) Are all affiliates included? H(d) Is this a separate return filed by an organization covered by a group ruling?

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

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

L Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 22,762,878. M Check [ ] if the organization is not required to attach Sch. B (Form 990, 990-EZ, or 990-PF).

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

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

**OREGON SHAKESPEARE  
FESTIVAL ASSOCIATION, INC.**

93-0407022

**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.

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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 \$ <b>71,598.</b> noncash \$ _____)	71,598.	71,598.	<b>STATEMENT 9</b>	
23	Specific assistance to individuals (attach schedule) .....				
24	Benefits paid to or for members (attach schedule) .....				
25	Compensation of officers, directors, etc. ....	423,528.	211,764.	211,764.	0.
26	Other salaries and wages .....	12,130,689.	8,630,929.	2,901,522.	598,238.
27	Pension plan contributions .....	304,421.	169,393.	109,753.	25,275.
28	Other employee benefits .....	1,630,412.	1,214,189.	366,970.	49,253.
29	Payroll taxes .....	1,210,750.	838,274.	316,643.	55,833.
30	Professional fundraising fees .....	60,228.			60,228.
31	Accounting fees .....	45,189.		45,189.	
32	Legal fees .....	17,242.		17,242.	
33	Supplies .....	189,142.	13,154.	126,156.	49,832.
34	Telephone .....	87,447.	22,159.	61,697.	3,591.
35	Postage and shipping .....	212,931.	8,167.	81,409.	123,355.
36	Occupancy .....	910,481.	267,715.	642,766.	
37	Equipment rental and maintenance .....	35,177.	17,267.	11,249.	6,661.
38	Printing and publications .....	440,039.	340.	289,462.	150,237.
39	Travel .....	422,941.	255,071.	52,217.	115,653.
40	Conferences, conventions, and meetings .....				
41	Interest .....	20,454.		20,454.	
42	Depreciation, depletion, etc. (attach schedule) .....	805,120.		805,120.	
43	Other expenses not covered above (itemize):				
a	_____				
b	_____				
c	_____				
d	_____				
e	<b>SEE STATEMENT 5</b>	2,261,974.	2,738,307.	-654,797.	178,464.
44	<b>Total functional expenses (add lines 22 through 43). Organizations completing columns (B)-(D), carry these totals to lines 13-15.</b>	<b>21,279,763.</b>	<b>14,458,327.</b>	<b>5,404,816.</b>	<b>1,416,620.</b>

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

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services?  Yes  No

If "Yes," enter (i) the aggregate amount of these joint costs \$ \_\_\_\_\_; (ii) the amount allocated to Program services \$ \_\_\_\_\_;

(iii) the amount allocated to Management and general \$ \_\_\_\_\_; and (iv) the amount allocated to Fundraising \$ \_\_\_\_\_

**Part III Statement of Program Service Accomplishments**

What is the organization's primary exempt purpose? **SEE STATEMENT 6**

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)		Program Service Expenses (Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)	
a	<b>SEE STATEMENT 7</b>		
		(Grants and allocations \$ 22,810.)	13,764,056.
b	<b>SEE STATEMENT 8</b>		
		(Grants and allocations \$ 48,788.)	694,271.
c			
		(Grants and allocations \$ _____)	
d			
		(Grants and allocations \$ _____)	
e	Other program services (attach schedule)	(Grants and allocations \$ _____)	
f	<b>Total of Program Service Expenses</b> (should equal line 44, column (B), Program services)	<b>14,458,327.</b>	

**Part IV Balance Sheets**

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

		(A) Beginning of year	(B) End of year
<b>Assets</b>	45 Cash - non-interest-bearing .....	56,165.	3,756.
	46 Savings and temporary cash investments .....	5,410,285.	5,345,116.
	47 a Accounts receivable .....	1,347,268.	
	b Less: allowance for doubtful accounts .....		
	48 a Pledges receivable .....	1,175,263.	
	b Less: allowance for doubtful accounts .....	69,698.	
	49 Grants receivable .....		
	50 Receivables from officers, directors, trustees, and key employees .....		
	51 a Other notes and loans receivable .....		
	b Less: allowance for doubtful accounts .....		
	52 Inventories for sale or use .....	138,941.	138,720.
	53 Prepaid expenses and deferred charges .....	711,107.	681,542.
	54 Investments - securities .....	<input type="checkbox"/> Cost <input type="checkbox"/> FMV	
	55 a Investments - land, buildings, and equipment: basis .....		
	b Less: accumulated depreciation .....		
	56 Investments - other .....		
	57 a Land, buildings, and equipment: basis .....	30,438,838.	
	b Less: accumulated depreciation .....	8,300,614.	
	58 Other assets (describe ► SEE STATEMENT 10 )	25,425,042.	27,234,559.
59 <b>Total assets</b> (add lines 45 through 58) (must equal line 74)	55,905,749.	57,994,750.	
<b>Liabilities</b>	60 Accounts payable and accrued expenses .....	2,018,169.	1,940,982.
	61 Grants payable .....		
	62 Deferred revenue .....	3,188,656.	729,559.
	63 Loans from officers, directors, trustees, and key employees .....		
	64 a Tax-exempt bond liabilities .....		
	b Mortgages and other notes payable STMT 11 STMT 12	1,339,443.	1,282,550.
	65 Other liabilities (describe ► )		
66 <b>Total liabilities</b> (add lines 60 through 65)	6,546,268.	3,953,091.	
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.		
	67 Unrestricted .....	28,595,293.	32,059,617.
	68 Temporarily restricted .....	1,481,493.	2,396,361.
	69 Permanently restricted .....	19,282,695.	19,585,681.
	<b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> and complete lines 70 through 74.		
	70 Capital stock, trust principal, or current funds .....		
	71 Paid-in or capital surplus, or land, building, and equipment fund .....		
	72 Retained earnings, endowment, accumulated income, or other funds .....		
	73 <b>Total net assets or fund balances</b> (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19; column (B) must equal line 21)	49,359,481.	54,041,659.
	74 <b>Total liabilities and net assets / fund balances</b> (add lines 66 and 73)	55,905,749.	57,994,750.

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



**OREGON SHAKESPEARE  
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<b>Part VI</b>	<b>Other Information</b>		<b>Yes</b>	<b>No</b>
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	76		<b>X</b>
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes.	77		<b>X</b>
78 a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	78a	<b>X</b>	
b	If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?	78b	<b>X</b>	
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79		<b>X</b>
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?	80a	<b>X</b>	
b	If "Yes," enter the name of the organization <b>SEE STATEMENT 18</b> _____ and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt.			
81 a	Enter direct or indirect political expenditures. See line 81 instructions	81a		0.
b	Did the organization file <b>Form 1120-POL</b> for this year?	81b		<b>X</b>
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?	82a	<b>X</b>	
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		1,141,881.
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	<b>X</b>	
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b	<b>X</b>	
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a		<b>X</b>
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b		N/A
85	<b>501(c)(4), (5), or (6) organizations.</b> a Were substantially all dues nondeductible by members?	85a		N/A
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, <b>do not</b> complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.	85b		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
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g		N/A
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h		N/A
86	<b>501(c)(7) organizations.</b> 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	<b>501(c)(12) organizations.</b> Enter: a Gross income from members or shareholders	87a		N/A
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b		N/A
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	88		<b>X</b>
89 a	<b>501(c)(3) organizations.</b> Enter: Amount of tax imposed on the organization during the year under: section 4911 <input type="checkbox"/> 0.; section 4912 <input type="checkbox"/> 0.; section 4955 <input type="checkbox"/> 0.			
b	<b>501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b		<b>X</b>
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 <b>OREGON</b>			
b	Number of employees employed in the pay period that includes March 12, 2004	90b		355
91	The books are in care of <b>OREGON SHAKESPEARE FESTIVAL INC</b> Telephone no. <b>541 482-2111</b>			
	Located at <b>15 SOUTH PIONEER ST., ASHLAND, OR</b> ZIP + 4 <b>97520-0158</b>			
92	<b>Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041-</b> Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year	92		N/A

**Part VII Analysis of Income-Producing Activities** (See page 33 of the instructions.)

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
<b>Note:</b> Enter gross amounts unless otherwise indicated.					
93 Program service revenue:					
a <b>PLAYS AND OTHER EVENTS</b>					13,635,568.
b <b>PUBLICATIONS</b>	511140	115,255.			180,566.
c <b>EDUCATIONAL PROGRAMS</b>					258,334.
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	188,151.	
96 Dividends and interest from securities			14	1,156,187.	
97 Net rental income or (loss) from real estate:					
a debt-financed property	531110	-19,090.			
b not debt-financed property			16	-333,826.	
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 <b>MISCELLANEOUS</b>					631,322.
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		96,165.		1,010,512.	14,705,790.
105 Total (add line 104, columns (B), (D), and (E))					15,812,467.

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

**Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes** (See page 34 of the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
▼	SEE STATEMENT 19

**Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities** (See page 34 of the instructions.)

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

**Part X Information Regarding Transfers Associated with Personal Benefit Contracts** (See page 34 of the instructions.)

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

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No

**Note:** If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

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 \_\_\_\_\_ Date \_\_\_\_\_ Type or print name and title \_\_\_\_\_

Paid Preparer's Use Only: Preparer's signature **MCDONALD JACOBS, P.C.** Date \_\_\_\_\_ Check if self-employed  Preparer's SSN or PTIN **P00012997**  
 Firm's name (or yours if self-employed), address, and ZIP + 4 **520 SW YAMHILL, STE 500 PORTLAND, OR 97204** EIN **93-0900579**  
 Phone no. **503 227-0581**

**SCHEDULE A**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

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

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

**Supplementary Information-(See separate instructions.)**

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

OMB No. 1545-0047

**2004**

Name of the organization	<b>OREGON SHAKESPEARE FESTIVAL ASSOCIATION, INC.</b>	Employer identification number	<b>93 0407022</b>
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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
<u>MALLORY PIERCE</u> ----- PO BOX 158, ASHLAND, OR 97520	DEVELOP DIR 45	96,435.	11,669.	
<u>PETER THOMAS</u> ----- PO BOX 158, ASHLAND, OR 97520	DEVELOP DIR 45	96,435.	8,075.	
<u>GERALD ROOS</u> ----- P O BOX 158, MEDFORD, OR 97520	FINANCE DIR 45	91,033.	11,399.	
<u>RICHARD HAY</u> ----- PO BOX 158, ASHLAND, OR 97520	PRNC DESIGNER 45	89,962.	7,751.	
<u>JANEEN OLSEN</u> ----- P O BOX 158, ASHLAND, OR 97520	DIR MKTING 45	89,427.	7,489.	
Total number of other employees paid over \$50,000	45			

**Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services**

(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
<u>EQUITY LEAGUE PENSION</u> ----- 5757 WILSHIRE BLVD., STE 9, LOS ANGELES, CA 90036	PENSION PLAN ADMINISTRATION	599,251.
<u>VALIC</u> ----- P.O. BOX 201903, HOUSTON, TX 77216	INVESTMENT COMPANY (PENSION	591,456.
<u>SAMUEL FRENCH INC.</u> ----- 7623 SUNSET BLVD., HOLLYWOOD, CA 90046	PLAY PUBLISHERS AND ARTISTS REPS	243,060.
<u>CDS PUBLICATIONS</u> ----- DEPT 134001, PO BOX 200134, DALLAS, TX 75320	PRINTING	238,644.
<u>SAIF CORPORATION</u> ----- 400 HIGH STREET SE, SALEM, OR 97312	WORKERS ' COMPENSATION INSU	215,203.
Total number of others receiving over \$50,000 for professional services	14	

<b>Part III Statements About Activities</b> (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 <b>▶</b> \$ _____ \$ <u>923.</u> (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. <u>VI-A, LINE 38B</u>	1	X
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.)		
a	Sale, exchange, or leasing of property? .....	2a	X
b	Lending of money or other extension of credit? .....	2b	X
c	Furnishing of goods, services, or facilities? .....	2c	X
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? <u>SEE PART V, FORM 990</u>	2d	X
e	Transfer of any part of its income or assets? .....	2e	X
3 a	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.) <u>SEE STATEMENT 20</u>	3a	X
b	Do you have a section 403(b) annuity plan for your employees? .....	3b	X
4 a	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds? .....	4a	X
b	Do you provide credit counseling, debt management, credit repair, or debt negotiation services? .....	4b	X

**Part IV Reason for Non-Private Foundation Status** (See 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) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). (See section 509(a)(3).)

Provide the following information about the supported organizations. (See page 5 of the instructions.)

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

14  An organization organized and operated to test for public safety. Section 509(a)(4). (See page 5 of the instructions.)

OREGON SHAKESPEARE

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

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

Calendar year (or fiscal year beginning in) ▶	(a) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	2,598,066.	4,281,005.	2,536,505.	6,236,958.	15,652,534.
16 Membership fees received	3,062,828.	2,958,638.	2,838,066.	2,864,611.	11,724,143.
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	14,304,867.	14,529,191.	13,970,939.	14,199,945.	57,004,942.
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	1,334,063.	1,167,369.	812,907.	553,248.	3,867,587.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge	1,094,804.	1,060,968.	5,444,684.	5,444,684.	13,045,140.
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					
23 Total of lines 15 through 22	22,394,628.	23,997,171.	25,603,101.	29,299,446.	101,294,346.
24 Line 23 minus line 17	8,089,761.	9,467,980.	11,632,162.	15,099,501.	44,289,404.
25 Enter 1% of line 23	223,946.	239,972.	256,031.	292,994.	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24					26a 885,788.
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2000 through 2003 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					26b 6,446,792.
c Total support for section 509(a)(1) test: Enter line 24, column (e)					26c 44,289,404.
d Add: Amounts from column (e) for lines: 18 3,867,587. 19 22 6,446,792.					26d 10,314,379.
e Public support (line 26c minus line 26d total)					26e 33,975,025.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					26f 76.7114%
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: N/A					
(2003) (2002) (2001) (2000)					
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: N/A					
(2003) (2002) (2001) (2000)					
c Add: Amounts from column (e) for lines: 15 16 17 20 21					27c N/A
d Add: Line 27a total and line 27b total					27d N/A
e Public support (line 27c total minus line 27d total)					27e N/A
f Total support for section 509(a)(2) test: Enter amount on line 23, column (e)					27f N/A
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					27g N/A %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					27h N/A %

28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2000 through 2003, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.

NONE

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

N/A

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

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

**Part VI-A Lobbying Expenditures by Electing Public Charities** (See 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.

<b>Limits on Lobbying Expenditures</b> (The term "expenditures" means amounts paid or incurred.)		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
		<b>N/A</b>	
<b>36</b> Total lobbying expenditures to influence public opinion (grassroots lobbying) .....	<b>36</b>		923.
<b>37</b> Total lobbying expenditures to influence a legislative body (direct lobbying) .....	<b>37</b>		0.
<b>38</b> Total lobbying expenditures (add lines 36 and 37) .....	<b>38</b>		923.
<b>39</b> Other exempt purpose expenditures .....	<b>39</b>		21,578,058.
<b>40</b> Total exempt purpose expenditures (add lines 38 and 39) .....	<b>40</b>		21,578,981.
<b>41</b> Lobbying nontaxable amount. Enter the amount from the following table -			
<b>If the amount on line 40 is -</b>	<b>The lobbying nontaxable amount is -</b>		
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 .....	<b>41</b>	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 .....		
<b>42</b> Grassroots nontaxable amount (enter 25% of line 41) .....	<b>42</b>		250,000.
<b>43</b> Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36 .....	<b>43</b>		0.
<b>44</b> Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38 .....	<b>44</b>		0.

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

**4-Year Averaging Period Under Section 501(h)**

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

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
<b>45</b> Lobbying nontaxable amount .....	1,000,000.				1,000,000.
<b>46</b> Lobbying ceiling amount (150% of line 45(e)) .....					1,500,000.
<b>47</b> Total lobbying expenditures .....	923.				923.
<b>48</b> Grassroots nontaxable amount .....	250,000.				250,000.
<b>49</b> Grassroots ceiling amount (150% of line 48(e)) .....					375,000.
<b>50</b> Grassroots lobbying expenditures .....	923.				923.

**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.)

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

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

Part VII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations (See page 11 of the instructions.)

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

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

Table with 3 columns: Question, Yes, No. Rows include 51a(i) Cash, a(ii) Other assets, b(i) Sales or exchanges of assets, b(ii) Purchases of assets, b(iii) Rental of facilities, b(iv) Reimbursement arrangements, b(v) Loans or loan guarantees, b(vi) Performance of services, and c Sharing of facilities.

- (i) Cash
(ii) Other assets
b Other transactions:
(i) Sales or exchanges of assets with a noncharitable exempt organization
(ii) Purchases of assets from a noncharitable exempt organization
(iii) Rental of facilities, equipment, or other assets
(iv) Reimbursement arrangements
(v) Loans or loan guarantees
(vi) Performance of services or membership or fundraising solicitations
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

Table with 4 columns: (a) Line no., (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

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

b If "Yes," complete the following schedule: N/A

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

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

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

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

OMB No. 1545-0047

**2004**

Name of organization

OREGON SHAKESPEARE  
FESTIVAL ASSOCIATION, INC.

Employer identification number

93-0407022

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)( 3 ) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

**General Rule-**

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

**Special Rules-**

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms. (Complete Parts I and II.)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. (Complete Parts I, II, and III.)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ..... ► \$ \_\_\_\_\_

**Caution:** Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2004)

<b>Name of organization</b> OREGON SHAKESPEARE FESTIVAL ASSOCIATION, INC.	<b>Employer identification number</b> 93-0407022
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**Part I Contributors** (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1		\$ 175,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$ 150,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$ 150,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

<b>Name of organization</b> OREGON SHAKESPEARE FESTIVAL ASSOCIATION, INC.	<b>Employer identification number</b> 93-0407022
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**Part II Noncash Property** (See Specific Instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
3	<div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div>	\$ 150,000.	09/20/05
_____	<div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div>	\$ _____	_____
_____	<div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div>	\$ _____	_____
_____	<div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div>	\$ _____	_____
_____	<div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div>	\$ _____	_____
_____	<div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div>	\$ _____	_____
_____	<div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; height: 15px; margin-bottom: 2px;"></div> <div style="border-bottom: 1px solid black; height: 15px;"></div>	\$ _____	_____



FORM 990 PAYMENTS TO AFFILIATES STATEMENT 3

AFFILIATE'S NAME	AFFILIATE'S ADDRESS	AMOUNT
OREGON SHAKESPEARE FESTIVAL ENDOWMENT FUND	PO BOX 158, ASHLAND, OR 97520	
PURPOSE OF PAYMENT		
PASS THROUGH CONTRIBUTIONS TO ENDOWMENT FUND		299,218.
TOTAL TO FORM 990, PART I, LINE 16		299,218.

FORM 990 OTHER CHANGES IN NET ASSETS OR FUND BALANCES STATEMENT 4

DESCRIPTION	AMOUNT
UNREALIZED LOSS ON SECURITIES INCREASE IN VALUE OF OREGON SHAKESPEARE FESTIVAL ENDOWMENT FUND	-44,138.
AUDIT ADJUSTMENT TO P/Y NET ASSETS TO REFLECT CHANGE IN ACCTG FOR MEMBERSHIP	1,809,517.
	2,339,865.
TOTAL TO FORM 990, PART I, LINE 20	4,105,244.

FORM 990 OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING
BANK CARD DISCOUNTS	333,980.		247,094.	86,886.
COMPUTER DEVELOP & SUPPLIES	71,106.		71,106.	
CONTINGENCY	8,000.		8,000.	
COSTUMES	224,647.	224,647.		
DISABILITY SERVICES	26,351.		26,351.	
FEEs, DUES & SUBSCRIPTIONS	26,700.		18,022.	8,678.
GRAPHIC DESIGN	14,246.		14,246.	
IN-KIND EXPENSE	32,573.	3,594.	26,230.	2,749.
LIGHTING	53,646.	53,646.		
MEDIA AND PUBLIC RELATIONS	386,109.		342,077.	44,032.

MISCELLANEOUS	179,438.	98,309.	78,960.	2,169.
MUSIC	4,650.	4,650.		
PLAY DEVELOPMENT	37,370.	37,370.		
PROPERTIES	53,733.	53,733.		
ROYALTIES	356,908.	356,908.		
SAFETY	2,132.	306.	1,826.	
SCENERY	231,412.	231,412.		
SOUND	13,837.	13,837.		
SUMMER SEMINAR	51,200.	51,200.		
SUNDRY EQUIPMENT	75,357.	23,246.	52,111.	
TRAINING	20,591.	2,477.	15,929.	2,185.
VOLUNTEER ACTIVITIES	50,439.		50,439.	
RESEARCH AND DEVELOPMENT	7,549.	3,236.		4,313.
ALLOCATED OCCUPANCY COSTS	0.	1,579,736.	-1,607,188.	27,452.
<b>TOTAL TO FM 990, LN 43</b>	<b>2,261,974.</b>	<b>2,738,307.</b>	<b>-654,797.</b>	<b>178,464.</b>

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FORM 990 STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE STATEMENT 6  
PART III

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EXPLANATION

TO PROVIDE FOR THE PROMOTION OF THE ARTS, THEATER, AND MUSIC AND TO EFFECTUATE TRAINING, EDUCATION, AND PERFORMANCE IN THE ARTS.

FORM 990                      STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS                      STATEMENT      7

DESCRIPTION OF PROGRAM SERVICE ONE

PLAYS AND OTHER EVENTS: PRESENTATION OF LIVE THEATRICAL PERFORMANCES. ELEVEN PLAYS ARE PRESENTED IN REVOLVING REPERTORY THEATER OVER A SEASON OF 8 1/2 MONTHS TO AN AUDIENCE OF OVER 373,000 PEOPLE. THE PLAYS RANGED FROM SHAKESPEARE TO CLASSICS TO NEW CONTEMPORARY WORKS, INCLUDING TWO WORLD PREMIERS. TWO NEW PLAY READINGS AND TEN CONCERTS WERE PRESENTED TO 1,700 PERSONS.

	GRANTS	EXPENSES
TO FORM 990, PART III, LINE A	22,810.	13,764,056.
	22,810.	13,764,056.

FORM 990                      STATEMENT OF PROGRAM SERVICE ACCOMPLISHMENTS                      STATEMENT      8

DESCRIPTION OF PROGRAM SERVICE TWO

EDUCATIONAL PROGRAMS: TEAMS OF ACTORS VISITED 105 ELEMENTARY JUNIOR, AND HIGH SCHOOLS AND COLLEGES AND UNIVERSITIES IN FOUR STATES PROVIDING PERFORMANCES AND INSTRUCTION TO OVER 70,000 STUDENTS. 95 ON-SITE PREFACES AND LECTURES BETWEEN PLAYS PROVIDED INSTRUCTION TO OVER 7,200 STUDENTS, TEACHERS, AND ADULTS. WORKSHOPS FOR TEACHERS AND STUDENTS, A SUMMER SEMINAR, AND OTHER EDUCATION EVENTS REACHED APPROXIMATELY 20,000 MORE STUDENTS. THERE WERE 297 BACKSTAGE TOURS ATTENDED BY 18,700 PEOPLE. OVER 1,600 PEOPLE VIEWED A COPY OF SHAKESPEARE FIRST FOLIO, PUBLISHED IN 1623, AND RECEIVED INSTRUCTION ON ITS HISTORY AND PRINTING.

	GRANTS	EXPENSES
TO FORM 990, PART III, LINE B	48,788.	694,271.
	48,788.	694,271.



FORM 990 OTHER NOTES AND LOANS PAYABLE STATEMENT 12

LENDER'S NAME TERMS OF REPAYMENT

CITY OF ASHLAND \$29,302 PER YEAR

DATE OF NOTE	MATURITY DATE	ORIGINAL LOAN AMOUNT	INTEREST RATE
--------------	---------------	----------------------	---------------

11/01/02	11/01/26	390,000.	5.58%
----------	----------	----------	-------

SECURITY PROVIDED BY BORROWER PURPOSE OF LOAN

UNSECURED DEFRAID COSTS OF CONSTRUCTING PARKING STRUCTURE

RELATIONSHIP OF LENDER

NONE

DESCRIPTION OF CONSIDERATION	FMV OF CONSIDERATION	BALANCE DUE
------------------------------	----------------------	-------------

CASH LOAN	0.	357,703.
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TOTAL INCLUDED ON FORM 990, PART IV, LINE 64, COLUMN B		357,703.
--	--	----------

FORM 990 OTHER REVENUE NOT INCLUDED ON FORM 990 STATEMENT 13

DESCRIPTION	AMOUNT
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RENTAL EXPENSES INCLUDED IN EXPENSES	491,620.
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TOTAL TO FORM 990, PART IV-A	491,620.
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FORM 990 OTHER EXPENSES NOT INCLUDED ON FORM 990 STATEMENT 14

DESCRIPTION	AMOUNT
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RENTAL EXPENSES INCLUDED IN EXPENSES	491,620.
--------------------------------------	----------

TOTAL TO FORM 990, PART IV-B	491,620.
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FORM 990 OTHER REVENUE INCLUDED ON FORM 990 STATEMENT 15

DESCRIPTION	AMOUNT
EXPENSES INCLUDED IN REVENUE ON FINANCIAL STATEMENTS	299,218.
SCHOLARSHIPS RECLASSIFIED FROM REVENUES	14,802.
TOTAL TO FORM 990, PART IV-A	314,020.

FORM 990 OTHER EXPENSES INCLUDED ON FORM 990 STATEMENT 16

DESCRIPTION	AMOUNT
SCHOLARSHIPS RECLASSIFIED FROM REVENUES	14,802.
TOTAL TO FORM 990, PART IV-B	14,802.

FORM 990 PART V - LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES STATEMENT 17

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
LIBBY APPEL C/O ORGANIZATION ASHLAND, OR 97520	ARTISTIC DIRECTOR 50 WEEK	211,764.	13,525.	0.
PAUL NICHOLSON C/O ORGANIZATION ASHLAND, OR 97520	EXECUTIVE DIRECTOR 50 WEEK	211,764.	15,365.	0.
MARY ARNSTAD C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.
RAY BACCHETTI C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.
GEORGE BELL C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.

BERTIE BIALEK C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.
CHUCK BUTLER C/O ORGANIZATION ASHLAND, OR 97520	PRESIDENT 4 PER MONTH	0.	0.	0.
SUSAN CAIN C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.
JACK CREIGHTON C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.
SID DEBOER C/O ORGANIZATION ASHLAND, OR 97520	VICE PRESIDENT 10 PER MONTH	0.	0.	0.
KEVIN CARTWRIGHT C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.
BOBBIE FOSTER C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.
LEW FREDERICK C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.
KAREN ALLAN C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.
LYN HENNION C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.
GINNY LANG C/O ORGANIZATION ASHLAND, OR 97520	SECRETARY 7 PER MONTH	0.	0.	0.
MORT FRIEDKIN C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.
LOUISE GUND C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.

ANN OTTER C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.
RUDD JOHNSON C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.
LEE PELTON C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.
JIM RISSER C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.
PETER KOEHLER, JR. C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.
ANGELICA RUPPE C/O ORGANIZATION ASHLAND, OR 97520	TREASURER 7 PER MONTH	0.	0.	0.
GUY SAPERSTEIN C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.
PATSY SMULLIN C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.
NANCY TAIT C/O ORGANIZATION ASHLAND, OR 97520	PRESIDENT 10 PER MONTH	0.	0.	0.
JERRY TAYLOR C/O ORGANIZATION ASHLAND, OR 97520	VICE PRESIDENT 4 PER MONTH	0.	0.	0.
PENNY PERCY C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.
ROY VINYARD C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.
MARY WILCOX C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.

ELISABETH ZINSER C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.
NOELL WEBB C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.
BOB FLETCHER C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.
FAITH GABELNICK C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.
KEN LEWIS C/O ORGANIZATION ASHLAND, OR 97520	SECRETARY 4 PER MONTH	0.	0.	0.
BILL MEEHAN C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.
JODY PATTON C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.
JILL RUCKELSHAUS C/O ORGANIZATION ASHLAND, OR 97520	DIRECTOR 4 PER MONTH	0.	0.	0.
DAN THORNE DIKE C/O ORGANIZATION ASHLAND, OR 97520	TREASURER 4 PER MONTH	0.	0.	0.
TOTALS INCLUDED ON FORM 990, PART V		423,528.	28,890.	0.

FORM 990	IDENTIFICATION OF RELATED ORGANIZATIONS PART VI, LINE 80B	STATEMENT 18
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NAME OF ORGANIZATION	EXEMPT	NONEXEMPT
OREGON SHAKESPEARE FESTIVAL ENDOWMENT FUND	X	

FORM 990                      PART VIII - RELATIONSHIP OF ACTIVITIES TO                      STATEMENT 19  
 ACCOMPLISHMENT OF EXEMPT PURPOSES

LINE	EXPLANATION OF RELATIONSHIP OF ACTIVITIES
93A	REVENUE FROM PLAYS ENABLES ORGANIZATION TO FURTHER PROMOTE THE ARTS TO THE PUBLIC AND PROVIDE TRAINING AND EDUCATION IN THEATER ARTS TO ACTORS, DIRECTORS, TECHNICIANS, AND STUDENTS.
93B	PUBLICATIONS INFORM THE PUBLIC ABOUT THE FESTIVAL, THE PLAYS AND WILLIAM SHAKESPEARE IN PARTICULAR.
93C	SCHOOL VISITS, LECTURES, AND WORKSHOPS EDUCATE STUDENTS AND TEACHERS ABOUT LIVE THEATER.
103A	VARIOUS FUNCTIONS RELATED TO THE PERFORMANCES PROMOTE THEATER ARTS AND EDUCATE THE PUBLIC.

SCHEDULE A                      EXPLANATION OF QUALIFICATIONS TO RECEIVE PAYMENTS                      STATEMENT 20  
 PART III, LINE 3

SUMMER SEMINAR: SCHOLARSHIPS ARE BASED ON FINANCIAL NEED  
 BOWMER PROJECT: SCHOOLS ARE SELECTED BASED ON REGION, DIVERSITY AND PERCENTAGE OF TITLE ONE STUDENTS. TEACHERS ARE SELECTED BASED ON THE QUALITY OF THEIR APPLICATION & ENTHUSIASM FOR INTRODUCING STUDENTS TO PLAYS  
 SCHOOL VISIT PARTNERSHIP PROGRAM: IN SELECTING SCHOOLS, THE FOLLOWING FACTORS ARE WEIGHED: PERCENTAGE OF TITLE ONE STUDENTS, ETHNIC DIVERSITY, REGIONAL DIVERSITY, ABSENCE OF COMMUNITY CULTURAL OPPORTUNITIES & FINANCIAL NEED. SCHOOLS MUST DEMONSTRATE WILLING PARTICIPATION AND COMMITMENT TO THE THREE YEAR PROGRAM.