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**Return of Organization Exempt From Income Tax**

**2004**

Department of the Treasury  
Internal Revenue Service

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

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 **SEP 1, 2004** and ending **AUG 31, 2005**

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

Please use IRS label or print or type See Specific Instructions

**C** Name of organization: **FRACTURED ATLAS PRODUCTIONS, INC.**  
 Number and street (or P.O. box if mail is not delivered to street address): **248 W. 35TH STREET**  
 Room/suite: **1202**  
 City or town, state or country, and ZIP + 4: **NEW YORK, NY 10001**

**D** Employer identification number: **11-3451703**

**E** Telephone number: **9176060857**

**F** Accounting method:  Cash  Accrual  
 Other (specify) \_\_\_\_\_

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

H and I are not applicable to section 527 organizations

H(a) Is this a group return for affiliates?  Yes  No

H(b) If "Yes," enter number of affiliates: \_\_\_\_\_

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

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

I Group Exemption Number: \_\_\_\_\_

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

**G** Website: **WWW.FRACTUREDATLAS.ORG**

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

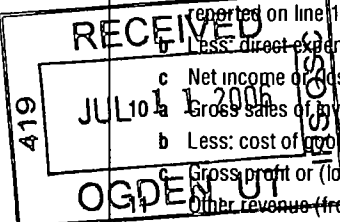
**K** Check here  if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS; but if the organization received a Form 990 Package in the mail, it should file a return without financial data. Some states require a complete return.

**L** Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 **1,010,508.**

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

		1a		1b		1c		1d	
Revenue	1 Contributions, gifts, grants, and similar amounts received:	819,515.						819,515.	
	a Direct public support								
	b Indirect public support								
	c Government contributions (grants)								
	d Total (add lines 1a through 1c) (cash \$ 819,515. noncash \$ _____)								
	2 Program service revenue including government fees and contracts (from Part VII, line 93)							36,554.	
	3 Membership dues and assessments							114,118.	
	4 Interest on savings and temporary cash investments							7,420.	
	5 Dividends and interest from securities								
	6 a Gross rents	6a							
b Less: rental expenses	6b								
c Net rental income or (loss) (subtract line 6b from line 6a)							6c		
7 Other investment income (describe _____)							7		
8 a Gross amount from sales of assets other than inventory	(A) Securities		(B) Other						
	8a								
	8b								
	8c								
d Net gain or (loss) (combine line 8c, columns (A) and (B))							8d		
9 Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>									
a Gross revenue (not including \$ 0. of contributions reported on line 1a)	9a		25,994.						
b Less: direct expenses other than fundraising expenses	9b								
c Net income or (loss) from special events (subtract line 9b from line 9a)			SEE STATEMENT 1				9c 25,994.		
d Gross sales of inventory, less returns and allowances	10a								
e Less: cost of goods sold	10b								
f Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)							10c		
11 Other revenue (from Part VII, line 103)							11 6,907.		
12 Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)							12 1,010,508.		
Expenses	13 Program services (from line 44, column (B))							13 974,984.	
	14 Management and general (from line 44, column (C))							14 10,531.	
	15 Fundraising (from line 44, column (D))							15 33,235.	
	16 Payments to affiliates (attach schedule)							16	
	17 Total expenses (add lines 16 and 44, column (A))							17 1,018,750.	
Net Assets	18 Excess or (deficit) for the year (subtract line 17 from line 12)							18 -8,242.	
	19 Net assets or fund balances at beginning of year (from line 73, column (A))							19 270,732.	
	20 Other changes in net assets or fund balances (attach explanation) SEE STATEMENT 2							20 8,061.	
	21 Net assets or fund balances at end of year (combine lines 18, 19, and 20)							21 270,551.	

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**Part II Statement of Functional Expenses**

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others.

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule) (cash \$ _____ noncash \$ _____)	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	0.	0.	0.
26	Other salaries and wages	26	146,865.	134,441.	6,334.
27	Pension plan contributions	27			
28	Other employee benefits	28			
29	Payroll taxes	29			
30	Professional fundraising fees	30			
31	Accounting fees	31	15,692.	7,328.	521.
32	Legal fees	32			
33	Supplies	33	13,893.	9,828.	1,113.
34	Telephone	34	6,054.	5,157.	361.
35	Postage and shipping	35			
36	Occupancy	36	14,035.	9,164.	1,133.
37	Equipment rental and maintenance	37			
38	Printing and publications	38	26,217.	17,595.	207.
39	Travel	39			
40	Conferences, conventions, and meetings	40			
41	Interest	41	348.	278.	35.
42	Depreciation, depletion, etc. (attach schedule)	42	1,521.	1,250.	136.
43	Other expenses not covered above (itemize):				
a	_____	43a			
b	_____	43b			
c	_____	43c			
d	_____	43d			
e	SEE STATEMENT 3	43e	794,125.	789,943.	691.
44	Total functional expenses (add lines 22 through 43). Organizations completing columns (B)-(D), carry these totals to lines 13-15	44	1,018,750.	974,984.	10,531.

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 4**

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.)

<b>a</b>	<b>FISCAL SPONSORSHIP OF OVER 500 FINE AND PERFORMING ARTS PROJECTS BY EMERGING AND INDEPENDENT ARTISTS AND ARTS ORGANIZATIONS</b>	(Grants and allocations \$ 819,515.)	897,250.
<b>b</b>	<b>HEALTHCARE SERVICES FOR INDEPENDANT ARTISTS</b>	(Grants and allocations \$ _____)	54,414.
<b>c</b>	<b>MARKETING AND PROMOTION OF ARTS EVENTS AND NEWS</b>	(Grants and allocations \$ _____)	7,773.
<b>d</b>	<b>PROFESSIONAL DEVELOPMENT AND EDUCATION PROGRAMS</b>	(Grants and allocations \$ _____)	15,547.
<b>e</b>	Other program services (attach schedule)	(Grants and allocations \$ _____)	
<b>f</b>	<b>Total of Program Service Expenses (should equal line 44, column (B), Program services)</b>		<b>974,984.</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		45		
	46	Savings and temporary cash investments	138,627.	46	11,776.	
	47 a	Accounts receivable	47a	6,620.		
	b	Less: allowance for doubtful accounts	47b		47c	6,620.
	48 a	Pledges receivable	48a			
	b	Less: allowance for doubtful accounts	48b		48c	
	49	Grants receivable		49		
	50	Receivables from officers, directors, trustees, and key employees		50		
	51 a	Other notes and loans receivable	51a			
	b	Less: allowance for doubtful accounts	51b		51c	
	52	Inventories for sale or use		52		
	53	Prepaid expenses and deferred charges	1,171.	53	315.	
	54	Investments - securities <b>STMT 5</b> <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	60,459.	54	208,228.	
	55 a	Investments - land, buildings, and equipment: basis	55a			
b	Less: accumulated depreciation	55b		55c		
56	Investments - other <b>SEE STATEMENT 6</b>	101,289.	56	108,220.		
57 a	Land, buildings, and equipment: basis	57a	13,649.			
b	Less: accumulated depreciation <b>STMT 7</b>	57b	8,617.	57c	5,032.	
58	Other assets (describe <b>SEE STATEMENT 8</b> )	10,525.	58	14,925.		
59	<b>Total assets</b> (add lines 45 through 58) (must equal line 74)	320,013.	59	355,116.		
<b>Liabilities</b>	60	Accounts payable and accrued expenses	2,330.	60	8,767.	
	61	Grants payable		61		
	62	Deferred revenue	42,619.	62	47,552.	
	63	Loans from officers, directors, trustees, and key employees		63		
	64 a	Tax-exempt bond liabilities		64a		
	b	Mortgages and other notes payable		64b		
	65	Other liabilities (describe <b>SEE STATEMENT 9</b> )	4,332.	65	28,246.	
66	<b>Total liabilities</b> (add lines 60 through 65)	49,281.	66	84,565.		
<b>Net Assets or Fund Balances</b>	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.					
	67	Unrestricted	24,866.	67	48,139.	
	68	Temporarily restricted	245,866.	68	222,412.	
	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	<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)	270,732.	73	270,551.	
	74	<b>Total liabilities and net assets / fund balances</b> (add lines 66 and 73)	320,013.	74	355,116.	

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

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

Table with 5 columns (a-e) and rows for revenue reconciliation. Total revenue per audited statements is 1,030,459. Total revenue per Form 990 is 1,010,508.

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

Table with 5 columns (a-e) and rows for expense reconciliation. Total expenses per audited statements is 1,030,640. Total expenses per Form 990 is 1,018,750.

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

Table with 5 columns: (A) Name and address, (B) Title and average hours per week devoted to position, (C) Compensation (if not paid, enter -0-), (D) Contributions to employee benefit plans & deferred compensation, (E) Expense account and other allowances. Row 1 contains 'SEE STATEMENT 10'.

75 Did any officer, director, trustee, or key employee receive aggregate compensation of more than \$100,000 from your organization and all related organizations, of which more than \$10,000 was provided by the related organizations? If "Yes," attach schedule. Yes No

<b>Part VI 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	X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes.	77	X
78 a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	78a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	78b	X
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79	X
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	X
b	If "Yes," enter the name of the organization <input type="checkbox"/> 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 Form 1120-POL for this year?	81b	X
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	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	N/A
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b	X
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b	N/A
85	<i>501(c)(4), (5), or (6) organizations</i> 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, do not 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	<i>501(c)(7) organizations</i> 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	<i>501(c)(12) organizations.</i> Enter: a Gross income from members or shareholders	87a	N/A
b	Gross income from other sources. (Do not net amounts due or paid to other sources against amounts due or received from them.)	87b	N/A
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	88	X
89 a	<i>501(c)(3) organizations.</i> 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	<i>501(c)(3) and 501(c)(4) organizations.</i> Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b	X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		0.
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization		0.
90 a	List the states with which a copy of this return is filed <input type="checkbox"/> <b>NEW YORK</b>		
b	Number of employees employed in the pay period that includes March 12, 2004	90b	3
91	The books are in care of <input type="checkbox"/> <b>FRACTURED ATLAS PRODUCTIONS INC</b> Telephone no. <input type="checkbox"/> <b>917-606-0857</b>		
	Located at <input type="checkbox"/> <b>248 W 35TH STREET, NEW YORK, NY</b> ZIP + 4 <input type="checkbox"/> <b>10001</b>		
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- 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.)

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) Exclu- sion code	(D) Amount	
93 Program service revenue:					
a <b>PROGRAM SERVICE FEES</b>					<b>36,554.</b>
b _____					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					<b>114,118.</b>
95 Interest on savings and temporary cash investments			<b>14</b>	<b>7,420.</b>	
96 Dividends and interest from securities					
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			<b>01</b>	<b>25,994.</b>	
102 Gross profit or (loss) from sales of inventory					
103 Other revenue:					
a <b>PARTNERSHIP INCOME</b>	<b>561499</b>	<b>6,907.</b>	<b>01</b>		
b _____					
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E))		<b>6,907.</b>		<b>33,414.</b>	<b>150,672.</b>
105 Total (add line 104, columns (B), (D), and (E))					<b>190,993.</b>

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).
93A	<b>SUBSIDIZED SUPPORT SERVICES PERMITTING ARTISTS TO EXPAND THEIR ACTIVITIES AND PRESENT HIGH QUALITY WORK TO PUBLIC</b>

**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).

Please Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature of officer: *[Signature]* Date: **6/30/06** Type or print name and title: **Adam F. Huttler, Executive Director**

Paid Preparer's Use Only

Preparer's signature: *[Signature]* Date: **6/28/06** Check if self-employed:  Preparer's SSN or PTIN: \_\_\_\_\_

Firm's name (or yours if self-employed), address, and ZIP + 4: **MOSES AND SCHREIBER, LLP  
3000 MARCUS AVE, #1W5  
LAKE SUCCESS, NY 11042**

EIN: \_\_\_\_\_ Phone no.: \_\_\_\_\_

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

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

OMB No 1545-0047

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

**2004**

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

**FRACTURED ATLAS PRODUCTIONS, INC.**

Employer identification number

**11 3451703**

**Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees**

(See page 1 of the instructions. List each one. If there are none, enter "None.")

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

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

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

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



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

	Yes	No
<b>1</b> 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> \$ _____ \$ _____ (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.		<b>X</b>
<b>2</b> 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.)		
<b>a</b> Sale, exchange, or leasing of property?	<b>2a</b>	<b>X</b>
<b>b</b> Lending of money or other extension of credit?	<b>2b</b>	<b>X</b>
<b>c</b> Furnishing of goods, services, or facilities?	<b>2c</b>	<b>X</b>
<b>d</b> Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?	<b>2d</b>	<b>X</b>
<b>e</b> Transfer of any part of its income or assets?	<b>2e</b>	<b>X</b>
<b>3 a</b> 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.)	<b>3a</b>	<b>X</b>
<b>b</b> Do you have a section 403(b) annuity plan for your employees?	<b>3b</b>	<b>X</b>
<b>4 a</b> Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?	<b>4a</b>	<b>X</b>
<b>b</b> Do you provide credit counseling, debt management, credit repair, or debt negotiation services?	<b>4b</b>	<b>X</b>

**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)(v). (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)(v). (Also complete the **Support Schedule** in Part IV-A.)
- 11b**  A community trust. Section 170(b)(1)(A)(v). (Also complete the **Support Schedule** in Part IV-A.)
- 12**  An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Also complete the **Support Schedule** in Part IV-A.)
- 13**  An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: (1) lines 5 through 12 above; or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). (See section 509(a)(3).)

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

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

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

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

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

Calendar year (or fiscal year beginning in)	(a) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	944,485.	282,101.	75,823.	43,380.	1,345,789.
16 Membership fees received	98,778.	46,915.	11,392.	1,335.	158,420.
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	21,227.	16,785.	29,242.	21,419.	88,673.
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	1,793.	707.			2,500.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets					
23 Total of lines 15 through 22	1,066,283.	346,508.	116,457.	66,134.	1,595,382.
24 Line 23 minus line 17	1,045,056.	329,723.	87,215.	44,715.	1,506,709.
25 Enter 1% of line 23	10,663.	3,465.	1,165.	661.	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24					26a 30,134.
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 0.
c Total support for section 509(a)(1) test: Enter line 24, column (e)					26c 1,506,709.
d Add: Amounts from column (e) for lines: 18 2,500. 19 _____ 22 _____ 26b _____					26d 2,500.
e Public support (line 26c minus line 26d total)					26e 1,504,209.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					26f 99.8341%
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? If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)  _____	33h	
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? If you answered "Yes" to either 34a or b, please explain using an attached statement.	34b	
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.) N/A  
 (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 (The term "expenditures" means amounts paid or incurred.)		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
		N/A	
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36		
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37		
38 Total lobbying expenditures (add lines 36 and 37)	38		
39 Other exempt purpose expenditures	39		
40 Total exempt purpose expenditures (add lines 38 and 39)	40		
41 Lobbying nontaxable amount. Enter the amount from the following table -			
If the amount on line 40 is -	The lobbying nontaxable amount is -		
Not over \$500,000	20% of the amount on line 40		
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000		
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000		
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000		
Over \$17,000,000	\$1,000,000		
42 Grassroots nontaxable amount (enter 25% of line 41)	42		
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43		
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44		

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

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

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

Calendar year (or fiscal year beginning in)	Lobbying Expenditures During 4-Year Averaging Period				N/A
	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
45 Lobbying nontaxable amount					0.
46 Lobbying ceiling amount (150% of line 45(e))					0.
47 Total lobbying expenditures					0.
48 Grassroots nontaxable amount					0.
49 Grassroots ceiling amount (150% of line 48(e))					0.
50 Grassroots lobbying expenditures					0.

**Part VI-B Lobbying Activity by Nonelecting Public Charities** (For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.) N/A

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

- (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

	Yes	No
51a(i)		X
a(ii)		X
b(i)		X
b(ii)		X
b(iii)		X
b(iv)		X
b(v)		X
b(vi)		X
c		X

(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

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Amount Of Depreciation
	PROGRAM SERVICES											
1	COMPUTER EQUIPMENT	10 00	SL	5.00	17	4,258.			4,258.	4,058.		0.
2	COMPUTER EQUIPMENT	10 01	SL	5.00	17	877.			877.	552.		145.
3	COMPUTER EQUIPMENT	10 01	SL	3.00	17	1,191.			1,191.	889.		0.
4	COMPUTER EQUIPMENT	10 01	SL	3.00	17	400.			400.	316.		0.
5	COMPUTER EQUIPMENT	09 02	SL	3.00	17	719.			719.	317.		173.
6	COMPUTER EQUIPMENT	10 03	SL	3.00	17	718.			718.	120.		239.
8	OFFICE EQUIPMENT	04 04	SL	7.00	17	1,730.			1,730.	45.		247.
9	TELEPHONE EQUIPMENT	07 00	SL	3.00	17	276.			276.	261.		0.
10	LIGHTING EQUIPMENT	04 00	SL	5.00	17	127.		127.				0.
11	SOUND EQUIPMENT	04 00	SL	5.00	17	159.		159.				0.
12	COSTUMES SUPPLIES	03 00	SL	5.00	17	171.		171.				0.
13	COMPUTER	02 01	5SL	5.00	19B	773.			773.			130.
	* 990 PAGE 2 TOTAL					11,399.		457.	10,942.	6,558.	0.	934.
	PROGRAM SERVICES											
	MANAGEMENT AND GENERAL											
7	COMPUTER EQUIPMENT	04 04	SL	3.00	17	2,250.			2,250.	375.		750.
	* 990 PAGE 2 TOTAL					2,250.		0.	2,250.	375.	0.	750.
	MANAGEMENT AND GENERAL											
	* GRAND TOTAL 990 PAGE					13,649.		457.	13,192.	6,933.	0.	1,684.
2	DEPR											

\* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

(D) - Asset disposed

FORM 990	SPECIAL EVENTS AND ACTIVITIES				STATEMENT	1
DESCRIPTION OF EVENT	GROSS RECEIPTS	CONTRIBUT. INCLUDED	GROSS REVENUE	DIRECT EXPENSES	NET INCOME	
SPECIAL EVENTS	25,994.		25,994.		25,994.	
TO FM 990, PART I, LINE 9	25,994.		25,994.		25,994.	

FORM 990	OTHER CHANGES IN NET ASSETS OR FUND BALANCES		STATEMENT	2
DESCRIPTION				AMOUNT
UNREALIZED GAIN ON INVESTMENTS				8,061.
TOTAL TO FORM 990, PART I, LINE 20				8,061.

FORM 990	OTHER EXPENSES				STATEMENT	3
DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING		
BANK FEES	11,179.	11,055.	62.	62.		
INSURANCE	7,146.	6,201.	269.	676.		
LICENSES AND PERMITS	481.	304.	138.	39.		
DUES & SUBSCRIPTIONS	1,380.	1,274.	82.	24.		
UTILITIES	1,403.	1,123.	140.	140.		
GRANTS AND DIRECT ASSISTANCE	772,536.	769,986.	0.	2,550.		
TOTAL TO FM 990, LN 43	794,125.	789,943.	691.	3,491.		

FORM 990	STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE		STATEMENT	4
PART III				

EXPLANATION

FRACTURED ATLAS PROVIDES SERVICES, RESOURCES, AND SUPPORT TO LIBERATE A NATION OF ARTISTS.WE SUPPLY CRITICAL TOOLS FOR INDEPENDENT ARTISTS.

FORM 990		NON-GOVERNMENT SECURITIES			STATEMENT	5
SECURITY DESCRIPTION	COST/FMV	CORPORATE STOCKS	CORPORATE BONDS	OTHER PUBLICLY TRADED SECURITIES	TOTAL NON-GOV'T SECURITIES	
UBS PAINWEBBER INVESTMENTS	FMV		0.			
EDWARD JONES	FMV	208,228.			208,228.	
TO FORM 990, LINE 54, COL B		208,228.			208,228.	

FORM 990		OTHER INVESTMENTS		STATEMENT	6
DESCRIPTION		VALUATION METHOD		AMOUNT	
GENWORTH ANNUITY INVESTMENT IN GEMINI		MARKET VALUE		93,499.	
GEMINI LLC		MARKET VALUE		0.	
		MARKET VALUE		14,721.	
TOTAL TO FORM 990, PART IV, LINE 56, COLUMN B				108,220.	

FORM 990		DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT			STATEMENT	7
DESCRIPTION		COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE		
COMPUTER EQUIPMENT		4,258.	4,058.	200.		
COMPUTER EQUIPMENT		877.	697.	180.		
COMPUTER EQUIPMENT		1,191.	889.	302.		
COMPUTER EQUIPMENT		400.	316.	84.		
COMPUTER EQUIPMENT		719.	490.	229.		
COMPUTER EQUIPMENT		718.	359.	359.		
COMPUTER EQUIPMENT		2,250.	1,125.	1,125.		
OFFICE EQUIPMENT		1,730.	292.	1,438.		
TELEPHONE EQUIPMENT		276.	261.	15.		
LIGHTING EQUIPMENT		127.	0.	127.		
SOUND EQUIPMENT		159.	0.	159.		
COSTUMES SUPPLIES		171.	0.	171.		
COMPUTER		773.	130.	643.		
TOTAL TO FORM 990, PART IV, LN 57		13,649.	8,617.	5,032.		



FORM 990	OTHER ASSETS	STATEMENT	8
DESCRIPTION		AMOUNT	
SECURITY DEPOSIT			8,225.
ARTWORK AND OTHER			6,700.
TOTAL TO FORM 990, PART IV, LINE 58, COLUMN B			14,925.

FORM 990	OTHER LIABILITIES	STATEMENT	9
DESCRIPTION		AMOUNT	
INSURANCE PAYABLE			7,238.
OVERDRAFT PAYABLE			21,008.
TOTAL TO FORM 990, PART IV, LINE 65, COLUMN B			28,246.

FORM 990	PART V - LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES	STATEMENT	10
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SUSAN LONGSTREET 248 W 35TH STREET NEW YORK, NY 10001	CHAIRMAN 1-2	0.	0.	0.
LARRY SEARCY 248 W 35TH STREET NEW YORK, NY 10001	VICE CHAIRMAN 1-2	0.	0.	0.
ADAM FOREST 248 W 35TH STREET NEW YORK, NY 10001	EXECUTIVE OFFICIAL 1-2	0.	0.	0.
ALEXANDRA GRAY 248 W 35TH STREET NEW YORK, NY 10001	EXECUTIVE OFFICIAL 1-2	0.	0.	0.
JOSHUA LINDLAND 248 W 35TH STREET NEW YORK, NY 10001	EXECUTIVE OFFICIAL 1-2	0.	0.	0.

FRACTURED ATLAS PRODUCTIONS, INC.

11-3451703

ROBBIE MCCAULEY 248 W 35TH STREET NEW YORK, NY 10001	DIRECTOR 1-2	0.	0.	0.
ELISA MONTE 248 W 35TH STREET NEW YORK, NY 10001	DIRECTOR 1-2	0.	0.	0.
MARYLYN ROSENBLUM 248 W 35TH STREET NEW YORK, NY 10001	DIRECTOR 1-2	0.	0.	0.
NEIL SHAPIRO 248 W 35TH STREET NEW YORK, NY 10001	DIRECTOR 1-2	0.	0.	0.
KAMAL SINCLAIR STEELE 248 W 35TH STREET NEW YORK, NY 10001	DIRECTOR 1-2	0.	0.	0.
AMY WRZESNIEWSKI 248 W 35TH STREET NEW YORK, NY 10001	DIRECTOR 1-2	0.	0.	0.
TOTALS INCLUDED ON FORM 990, PART V		<u>0.</u>	<u>0.</u>	<u>0.</u>