

PLAINTIFFS' EXHIBIT H
To Plaintiffs' Opposition to Defendants' Motion
For Summary Judgment
Civ. No. 03-2006 (EGS/JMF)

2004

Form 1120

For calendar year 2004 or tax year beginning... ending

See separate instructions.

Department of the Treasury Internal Revenue Service

A Check if:

1 Sole proprietor (attach Form 9811)

2 Personal holding company (attach Form 9811)

3 Personal service corporation (attach Form 9811)

4 Schedule M-3 required (attach Sch. M-3)

Use: RUS label, other-wise, print or type

Name: FELD ENTERTAINMENT, INC. & SUBSIDIARIES

Number, street, and room or suite no. if a P.O. box, see page 8 of instructions: 8607 WESTWOOD CENTER DRIVE

City or town, state, and ZIP code: VIENNA, VA 22182

B Employer identification number: [REDACTED]

C Date incorporated: 03/11/1982

D Total assets (see page 8 of instructions): \$ 91,485,074

E Check if: (1) Initial return (2) Final return (3) Loss returns and adjustments (4) Name change (5) Address change

1a	Gross receipts or sales	399,794,778.	b	Less returns and adjustments		c Bal	To	399,794,778.
2	Cost of goods sold (Schedule A, line 8)						2	198,557,141.
3	Gross profit. Subtract line 2 from line 1c						3	195,237,637.
4	Dividends (Schedule C, line 18)						4	
5	Interest				See Statement 5		5	106,979.
6	Gross rents						6	319,743.
7	Gross royalties						7	7,242,729.
8	Capital gain net income (attach Schedule D (Form 1120))						8	
9	Net gain or (loss) from Form 4797, Part II, line 17 (attach Form 4797)						9	-299,475.
10	Other income (see page 11 of instructions - attach schedule)				See Statement 5		10	855,282.
11	Total income. Add lines 3 through 10						11	203,461,295.

L204452/L220181

Plaintiff's Exhibit

1416

Deductions (See instructions for limitations on deductions.)

12	Compensation of officer (Schedule E, line 4)						12	4,092,535.
13	Salaries and wages (minus employment credits)						13	62,369,215.
14	Repairs and maintenance						14	1,260,953.
15	Bad debts						15	2,123,536.
16	Rents						16	5,841,656.
17	Taxes and licenses				See Statement 7		17	6,575,879.
18	Interest				See Statement 14		18	970,545.
19	Charitable contributions (see page 14 of instructions for 10% limitation)				See Statement 15		19	222,658.
20	Depreciation (attach Form 4562)	20		14,161,843.			20	
21	Less depreciation claimed on Schedule A and elsewhere on return	21a					21b	14,161,843.
22	Depletion						22	
23	Advertising						23	
24	Pension, profit-sharing, etc., plans						24	
25	Employee benefit programs				See Statement 16		25	5,717,701.
26	Other deductions (attach schedule)				See Statement 18		26	85,649,018.
27	Total deductions. Add lines 12 through 26						27	188,985,539.
28	Taxable income before net operating loss deduction and special deductions. Subtract line 27 from line 11						28	14,475,756.
29	Less: a Net operating loss deduction (see page 16 of instructions)	29a					29b	
	b Special deductions (Schedule C, line 20)	29c					29d	
30	Taxable income. Subtract line 29c from line 28 (see instructions if Schedule C, line 12, was completed)						30	14,475,756.

Tax and Payments

31	Total tax (Schedule J, line 11)						31	3,887,571.
32	Payments							
a	2003 overpayment credited to 2004	32a	1,709,410.					
b	2004 estimated tax payments	32b	6,540,000.					
c	Less: 2004 refund applied for on Form 4405	32c						
d	Tax deposited with Form 7004	32d			8,249,410.			
e	Credit for tax paid on undistributed capital gains (attach Form 2439)	32e						
f	Credit for Federal tax on fuels (attach Form 4138). See instructions	32f						
g	Estimated tax penalty (see page 17 of instructions). Check if Form 2220 is attached	32g			6,719.		32h	8,256,129.
33	Tax due. If line 32h is smaller than the total of lines 31 and 33, enter amount owed						33	
34	Overpayment. If line 32h is larger than the total of lines 31 and 33, enter amount overpaid						34	4,368,557.
35	Enter amount of line 35 you want credited to 2005 estimated tax				4,368,557.		35	Refunded

Under penalties of perjury, I declare that I have prepared 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 taxpayer) is based on all information of which preparer has any knowledge.

Signature of officer: [Signature] Date: 9/9/05 Title: ASST. TREASURER

Preparer's signature: [Signature] Date: 9-8-05

Firm's name (or yours if self-employed), address, and ZIP code: EXHST + Young, LLP, 6484 Westpark Dr., McLean, VA 22102

Preparer's EIN: 34-6565596

Phone no.: 703-747-1000

May the IRS share this return with the preparer shown below (see instructions)? Yes No

Plaintiffs' Exhibit A

CORP 3026

FELD ENTERTAINMENT, INC. & SUBSIDIARIES

Form 1120 (2004)

Schedule A Cost of Goods Sold (see page 17 of instructions)

1	Inventory at beginning of year	1	9,829,649.
2	Purchases	2	24,964,019.
3	Cost of labor	3	
4	Additional section 263A costs (attach schedule)	4	
5	Other costs (attach schedule)	5	176,516,627.
6	Total. Add lines 1 through 5	6	212,310,298.
7	Inventory at end of year	7	12,753,154.
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on page 1, line 2	8	199,557,141.

9 Check all methods used for valuing closing inventory:
 (a) Cost as described in Regulations section 1.471-3
 (b) Lower of cost or market as described in Regulations section 1.471-4
 (c) Other (Specify method used and attach explanation) _____

b Check if there was a writedown of subnormal goods as described in Regulations section 1.471-2(c)

c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970)

d If the LIFO inventory method was used for this tax year, enter percentage (or amount) of closing inventory computed under LIFO % \$

e If property is produced or acquired for resale, do the rules of section 263A apply to the corporation? Yes No

f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? If "Yes," Yes No
 attach explanation _____

Schedule C Dividends and Special Deductions (see page 18 of instructions)

	(a) Dividends received	(b) %	(c) Special deductions (a) x (b)
1	Dividends from less-than-20%-owned domestic corporations that are subject to the 70% deduction (other than debt-financed stock)	70	
2	Dividends from 20%-or-more-owned domestic corporations that are subject to the 80% deduction (other than debt-financed stock)	80	
3	Dividends on debt-financed stock of domestic and foreign corporations (section 245A)	42	
4	Dividends on certain preferred stock of less-than-20%-owned public utilities	48	
5	Dividends on certain preferred stock of 20%-or-more-owned public utilities		
6	Dividends from less-than-20%-owned foreign corporations and certain FSCs that are subject to the 70% deduction	70	
7	Dividends from 20%-or-more-owned foreign corporations and certain FSCs that are subject to the 80% deduction	80	
8	Dividends from wholly owned foreign subsidiaries subject to the 100% deduction (section 245(b))	100	
9	Total. Add lines 1 through 8. See page 19 of instructions for limitation		
10	Dividends from domestic corporations received by a small business investment company operating under the Small Business Investment Act of 1958	100	
11	Dividends from affiliated group members and certain FSCs that are subject to the 100% deduction	85	
12	Dividends from controlled foreign corporations subject to the 85% deduction (attach Form 5335)		
13	Other dividends from foreign corporations not included on lines 3, 6, 7, 8, 11, or 12		
14	Income from controlled foreign corporations under subpart F (attach Form(s) 5471)		
15	Foreign dividend gross-up (section 78)		
16	10-DISC and former DISC dividends not included on lines 1, 2, or 3 (section 246(d))		
17	Other dividends		
18	Deduction for dividends paid on certain preferred stock of public utilities		
19	Total dividends. Add lines 1 through 17. Enter here and on page 1, line 4		
20	Total special deductions. Add lines 9, 10, 11, 12, and 18. Enter here and on page 1, line 29b		

Schedule E Compensation of Officers (see instructions for page 1, line 12, on page 13 of instructions)

Note: Complete Schedule E only if total receipts (line 1a plus lines 6 through 10 on page 1) are \$500,000 or more.

(a) Name of officer	(b) Social security number	(c) Percent of time devoted to business		(d) Percent of corporation stock owned		(f) Amount of compensation
		(i) Common	(ii) Preferred	(i) Common	(ii) Preferred	
1 See Statement 33		5%	5%	5%	5%	
		5%	5%	5%	5%	
		5%	5%	5%	5%	
		5%	5%	5%	5%	
2 Total compensation of officers						4,032,535.
3 Compensation of officers claimed on Schedule A and elsewhere on return						4,032,535.
4 Subtract line 3 from line 2. Enter the result here and on page 1, line 12						

CORP 3027

FELD ENTERTAINMENT, INC. & SUBSIDIARIES

Form 1120 (2004)

Schedule J Tax Computation (See page 20 of instructions)

1 Check if the corporation is a member of a controlled group (see sections 1561 and 1563) X

Important: Members of a controlled group, see page 20 of instructions.

2 If the box on line 1 is checked, enter the corporation's share of the 500,000, 525,000, and 59,925,000 taxable income brackets (in that order):

(1) 50,000.	(2) 25,000.	(3) 9,925,000.
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b Enter the corporation's share of: (1) Additional 5% tax (not more than \$11,750) _____
 (2) Additional 3% tax (not more than \$100,000) _____

3 Income tax. Check if a qualified personal service corporation under section 448(d)(2) (see page 21)

4 Alternative minimum tax (attach Form 4626) **4,966,515.**

5 Add lines 3 and 4 **NONE**

6 Foreign tax credit (attach Form 1118) **1,078,944.**

7 Total credits. Add lines 6a through 6f **1,078,944.**

8 Subtract line 7 from line 5 **3,887,571.**

9 Personal holding company tax (attach Schedule PH (Form 1120)) _____

10 Other taxes. Check if from: Form 4255 Form 8811 Form 8807
 Form 8868 Other (attach schedule) _____

11 Total tax. Add lines 8 through 10. Enter here and on page 1, line 31 **3,887,571.**

Schedule K Other Information (see page 23 of instructions)

	Yes	No		Yes	No
1 Check accounting method: a <input type="checkbox"/> Cash b <input checked="" type="checkbox"/> Accrual c <input type="checkbox"/> Other (specify) _____			7 At any time during the tax year, did one foreign person own, directly or indirectly, at least 25% of (a) the total voting power of all classes of stock of the corporation entitled to vote or (b) the total value of all classes of stock of the corporation? _____ If "Yes," enter: (a) Percentage owned _____ and (b) Owner's country _____		<input checked="" type="checkbox"/> X
2 See page 25 of the instructions and enter the: a Business activity code no. 711100 b Business activity Entertainment c Product or service Live Entertainment			c The corporation may have to file Form 5472, Information Return of a 25% Foreign-Owned U.S. Corporation or a Foreign Corporation Engaged in a U.S. Trade or Business. Enter number of Forms 5472 attached _____		
3 At the end of the tax year, did the corporation own, directly or indirectly, 50% or more of the voting stock of a domestic corporation? (For rules of attribution, see section 287(c).) Stint, 35	<input checked="" type="checkbox"/> X		8 Check this box if the corporation issued publicly offered debt instruments with original issue discount. <input type="checkbox"/>		
If "Yes," attach a schedule showing: (a) name and employer identification number (EIN), (b) percentage owned, and (c) taxable income or (loss) before NOL and special deductions of such corporation for the tax year ending with or within your tax year.			If checked, the corporation may have to file Form 8281, Information Return for Publicly Offered Original Issue Discount Instruments.		
4 Is the corporation a subsidiary in an affiliated group or a parent-subidiary controlled group? X		<input checked="" type="checkbox"/> X	9 Enter the amount of tax-exempt interest received or accrued during the tax year \$ _____		
If "Yes," enter name and EIN of the parent corporation _____			10 Enter the number of shareholders at the end of the tax year (if 75 or fewer) 7		
5 At the end of the tax year, did any individual, partnership, corporation, estate, or trust own, directly or indirectly, 50% or more of the corporation's voting stock? (For rules of attribution, see section 287(c).) Stint, 36	<input checked="" type="checkbox"/> X		11 If the corporation has an NOL for the tax year and is electing to forego the carryback period, check here <input type="checkbox"/>		
If "Yes," attach a schedule showing name and identifying number. (Do not include any information already entered in 4 above.) Enter percentage owned 97.16			If the corporation is filing a consolidated return, the statement required by Temporary Regulations section 1.1502-21T(b)(3)(i) or (ii) must be attached or the election will not be valid.		
6 During this tax year, did the corporation pay dividends (other than stock dividends and distributions in exchange for stock) in excess of the corporation's current and accumulated earnings and profits? (See sections 301 and 316.) X		<input checked="" type="checkbox"/> X	12 Enter the available NOL carryover from prior tax years (Do not reduce it by any deduction on line 28a.) \$ _____		
If "Yes," file Form 5452, Corporate Report of Nondividend Distributions.			13 Are the corporation's total receipts (line 1e plus lines 4 through 10 on page 1) for the tax year and its total assets at the end of the tax year less than \$250,000? _____		<input checked="" type="checkbox"/> X
If this is a consolidated return, answer here for the parent corporation and on Form 851, Affiliations Schedule, for each subsidiary.			If "Yes," the corporation is not required to complete Schedules L, M-1, and M-2 on page 4. Instead, enter the total amount of cash distributions and the book value of property distributions (other than cash) made during the tax year. \$ _____		

Note: If the corporation, at any time during the tax year, had assets or operated a business in a foreign country or U.S. possession, it may be required to attach Schedule M (Form 1120), Foreign Operations of U.S. Corporations, to this return. See Schedule N for details.

CORP 302B

Form 1120 (2004)

Note: The corporation is not required to complete Schedules L, M-1, and M-2 if Question 13 on Schedule K is answered "Yes."

Schedule L	Balance Sheets per Books	Beginning of tax year		End of tax year	
		(a)	(b)	(c)	(d)
1	Cash		27,784,985.	15,565,573.	18,024,513.
2a	Trade notes and accounts receivable	7,265,737.			14,855,644.
b	Less allowance for bad debts	(2,686,188.)	4,580,549.	(768,929.)	12,753,154.
3	Inventories		9,829,549.		
4	U.S. government obligations				
5	Tax-exempt securities (see instructions)		21,993,807.		27,249,159.
6	Other current assets (attach schedule)		5,440,396.		491,328.
7	Loans to shareholders				
8	Mortgage and real estate loans		1,669,650.		1,664,096.
9	Other investments (attach schedule)			139,843,381.	
10a	Buildings and other depreciable assets	134,390,763.			35,607,704.
b	Less accumulated depreciation	(100,529,401.)	33,861,362.	(103,235,677.)	
11a	Depletable assets				
b	Less accumulated depletion		4,620,470.		4,620,470.
12	Land (net of any amortization)				
13a	Intangible assets (amortizable only)				
b	Less accumulated amortization		1,464,625.		-23,781,984.
14	Other assets (attach schedule)		111,245,493.		91,485,074.
15	Total assets				
Liabilities and Shareholders' Equity					
16	Accounts payable		13,403,956.		14,758,594.
17	Mortgages, notes, bonds payable in less than 1 year		12,032,763.		2,478,398.
18	Other current liabilities (attach schedule)		38,606,989.		34,271,728.
19	Loans from shareholders				9,400,000.
20	Mortgages, notes, bonds payable in 1 year or more		17,689,955.		2,369,825.
21	Other liabilities (attach schedule)		3,739,061.		
22	Capital stock: a Preferred stock		1,884,630.	1,884,630.	1,884,630.
b	Common stock	1,884,630.			-208,052.
23	Additional paid-in capital		691,840.		
24	Retained earnings - Appropriated (attach schedule)		40,566,017.		43,899,669.
25	Retained earnings - Unappropriated				
26	Adjustments to shareholders' equity (attach schedule)				(17,369,718.)
27	Less cost of treasury stock				91,485,074.
28	Total liabilities and shareholders' equity				

Schedule M-1 Reconciliation of Income (Loss) per Books With Income per Return (See page 20 of Instructions)

1	Net income (loss) per books	3,326,163.	7	Income recorded on books this year not included on the return (Itemize):	
2	Federal income tax per books	6,539,111.		Tax-exempt interest \$	
3	Excess of capital losses over capital gains				415,844.
4	Income subject to tax not recorded on books this year (Itemize):			See Statement 72	
5	Expenses recorded on books this year not deducted on this return (Itemize):	8,148,546.	8	Deductions on this return not charged against book income this year (Itemize):	
a	Depreciation \$		a	Depreciation \$	3,544,334.
b	Charitable contributions \$		b	Charitable contributions \$	
c	Travel and entertainment \$			See Statement 73	
					6,076,236.
6	Add lines 1 through 5	4,279,098.	9	Add lines 7 and 8	10,014,404.
		24,490,160.	10	Income (page 1, line 28) - Line 9 less line 9	14,475,756.

Schedule M-2 Analysis of Unappropriated Retained Earnings per Books (Line 25, Schedule L)

1	Balance at beginning of year	40,566,017.	5	Distributions: a Cash	
2	Net income (loss) per books	3,326,163.	b	Stock	-7,482.
3	Other increases (Itemize):			Stmt 75 a Property	
					-7,489.
			7	Add lines 5 and 6	
			8	Balance at end of year (line 4 less line 7)	43,899,669.
4	Add lines 1, 2, and 3	43,892,180.			

CORP 3029