

A Check box if address changed

B Exempt under section
 501(C)(3) 220(e)
 408A 530(a)
 529(a)

C Book value of all assets at end of year: 8,872,115.

D Employer identification number: 13-2906037

E Unrelated business activity codes (See instructions for Block E on page 9.): 713990

F Group exemption number (See instructions for Block F on page 9.):

G Check organization type: 501(c) corporation 501(c) trust 401(a) trust Other trust

Print or Type

Name of organization (Check box if name changed and see instructions.)
THE BIG APPLE CIRCUS, LTD.

Number, street, and room or suite no. If a P.O. box, see page 9 of instructions.
505 EIGHTH AVENUE - 19TH FLOOR

City or town, state, and ZIP code
NEW YORK, NY 10018

D Employer identification number
 (Employees' trust, see instructions for Block D on page 9.)
13-2906037

E Unrelated business activity codes
 (See instructions for Block E on page 9.)
713990

H Describe the organization's primary unrelated business activity: PRIVATE CORPORATE PERFORMING EVENTS

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No
 If "Yes," enter the name and identifying number of the parent corporation.

J The books are in care of BIG APPLE CIRCUS, LTD. Telephone number 212-268-2500

Part I Unrelated Trade or Business Income		(A) Income	(B) Expenses	(C) Net
1 a	Gross receipts or sales			
b	Less returns and allowances			
	c Balance	1c		
2	Cost of goods sold (Schedule A, line 7)	2		
3	Gross profit. Subtract line 2 from line 1c	3		
4 a	Capital gain net income (attach Schedule D)	4a		
b	Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b		
c	Capital loss deduction for trusts	4c		
5	Income (loss) from partnerships and S corporations (attach statement)	5		
6	Rent income (Schedule C)	6		
7	Unrelated debt-financed income (Schedule E)	7		
8	Interest, annuities, royalties, and rents from controlled organizations (Schedule F)	8		
9	Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9		
10	Exploited exempt activity income (Schedule I)	10		
11	Advertising income (Schedule J)	11		
12	Other income (See page 11 of the instructions; attach schedule.)	12 135,407.	STMT 1	135,407.
13	Total. Combine lines 3 through 12.	13 135,407.		135,407.

Part II Deductions Not Taken Elsewhere (See page 12 of the instructions for limitations on deductions.)
 (Except for contributions, deductions must be directly connected with the unrelated business income.)

14	Compensation of officers, directors, and trustees (Schedule K)	14	
15	Salaries and wages	15	86,723.
16	Repairs and maintenance	16	
17	Bad debts	17	
18	Interest (attach schedule)	18	
19	Taxes and licenses	19	1,494.
20	Charitable contributions (See page 14 of the instructions for limitation rules.)	20	
21	Depreciation (attach Form 4562)	21	NONE
22	Less depreciation claimed on Schedule A and elsewhere on return	22a	22b NONE
23	Depletion	23	
24	Contributions to deferred compensation plans	24	
25	Employee benefit programs	25	
26	Excess exempt expenses (Schedule I)	26	
27	Excess readership costs (Schedule J)	27	
28	Other deductions (attach schedule)	28	SEE STATEMENT 2 31,084.
29	Total deductions. Add lines 14 through 28	29	119,301.
30	Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30	16,106.
31	Net operating loss deduction (limited to the amount on line 30)	31	
32	Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32	16,106.
33	Specific deduction (Generally \$1,000, but see line 33 instructions for exceptions.)	33	1,000.
34	Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	34	15,106.

Part III Tax Computation

Table with 3 columns: Line number, Description, and Amount. Includes lines 35-39 for Organizations Taxable as Corporations, Trusts Taxable at Trust Rates, Proxy tax, Alternative minimum tax, and Total.

Part IV Tax and Payments

Table with 3 columns: Line number, Description, and Amount. Includes lines 40a-40e for Foreign tax credit, 41-42 for Other taxes, 43 for Total tax, 44a-44f for Payments, 45 for Total payments, 46 for Estimated tax penalty, 47 for Tax due, 48 for Overpayment, and 49 for Enter the amount of line 48.

Part V Statements Regarding Certain Activities and Other Information (see instructions on page 18)

Table with 3 columns: Question number, Question text, and Yes/No columns. Includes questions 1, 2, and 3 regarding foreign interest, distributions, and tax-exempt interest.

Schedule A - Cost of Goods Sold. Enter method of inventory valuation

Table with 3 columns: Line number, Description, and Amount. Includes lines 1-8 for inventory valuation and section 263A costs.

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 taxpayer) is based on all information of which preparer has any knowledge.

Sign Here: Signature of officer, Date (3/3/07), Title (Exec Director), and a box for 'May the IRS discuss this return with the preparer shown below (see instructions)?' with Yes/No options.

Paid Preparer's Use Only: Preparer's signature (Lina Kelynell), Date (3/11/09), Firm's name (ERNST & YOUNG U.S. LLP), EIN (34-6565596), and address (5 TIMES SQUARE, NEW YORK, NY 10036).

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property)
(see instructions on page 20)

1 Description of property

Table with 4 rows for property description (1-4).

Table for Schedule C with columns: 2 Rent received or accrued (a) From personal property, (b) From real and personal property; 3 Deductions directly connected with the income; Total income and Total deductions.

Schedule E - Unrelated Debt-Financed Income (see instructions on page 20)

Table for Schedule E with columns: 1 Description of debt-financed property; 2 Gross income from or allocable to debt-financed property; 3 Deductions directly connected with or allocable to debt-financed property (a) Straight line depreciation, (b) Other deductions; 4 Amount of average acquisition debt; 5 Average adjusted basis; 6 Column 4 divided by column 5; 7 Gross income reportable; 8 Allocable deductions; Totals.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions on page 21)

Table for Schedule F - Exempt Controlled Organizations with columns: 1 Name of Controlled Organization; 2 Employer Identification Number; 3 Net unrelated income (loss); 4 Total of specified payments made; 5 Part of column 4 that is included in the controlling organization's gross income; 6 Deductions directly connected with income in column 5.

Table for Schedule F - Nonexempt Controlled Organizations with columns: 7 Taxable Income; 8 Net unrelated income (loss); 9 Total of specified payments made; 10 Part of column 9 that is included in the controlling organization's gross income; 11 Deductions directly connected with income in column 10; Totals.

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization

(see instructions on page 22)

1 Description of income	2 Amount of income	3 Deductions directly connected (attach schedule)	4 Set-asides (attach schedule)	5 Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals ▶	Enter here and on page 1, Part I, line 9, column (A).			Enter here and on page 1, Part I, line 9, column (B).

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income

(see instructions on page 22)

1 Description of exploited activity	2 Gross unrelated business income from trade or business	3 Expenses directly connected with production of unrelated business income	4 Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5 Gross income from activity that is not unrelated business income	6 Expenses attributable to column 5	7 Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals ▶	Enter here and on page 1, Part I, line 10, col. (A).	Enter here and on page 1, Part I, line 10, col. (B).				Enter here and on page 1, Part II, line 26.

Schedule J - Advertising Income (see instructions on page 22)

Part I Income From Periodicals Reported on a Consolidated Basis

1 Name of periodical	2 Gross advertising income	3 Direct advertising costs	4 Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5 Circulation income	6 Readership costs	7 Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5)) ▶						

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

(1)						
(2)						
(3)						
(4)						
(5) Totals from Part I						
Totals, Part II (lines 1-5) . . . ▶	Enter here and on page 1, Part I, line 11, col. (A).	Enter here and on page 1, Part I, line 11, col. (B).				Enter here and on page 1, Part II, line 27.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions on page 23)

1 Name	2 Title	3 Percent of time devoted to business	4 Compensation attributable to unrelated business
			%
			%
			%
			%

Total. Enter here and on page 1, Part II, line 14 ▶

PART I - LINE 12 - OTHER INCOME
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PRIVATE CORPORATE PERFORMING EVENTS

135,407.

PART I - LINE 12 - OTHER INCOME

135,407.
=====

FORM 990T - PART II - LINE 28 - TOTAL OTHER DEDUCTIONS
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SUPPLIES	2,026.
PURCHASED SERVICES	9,666.
TRAVEL	14,581.
TRADE SHOW RENTALS	4,095.
MISC	716.

PART II - LINE 28 - OTHER DEDUCTIONS	31,084.
	=====

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization THE BIG APPLE CIRCUS, LTD.	Employer identification number 13-2906037
	Number, street, and room or suite no. If a P.O. box, see instructions. 505 EIGHTH AVENUE - 19TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10018	

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

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

- The books are in the care of ▶ BIG APPLE CIRCUS, LTD.

Telephone No. ▶ 212 268-2500 FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 06/15, 2009, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ calendar year _____ or
- ▶ tax year beginning 08/01, 2007, and ending 07/31, 2008

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.