

Form **990**

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2013

Department of the Treasury
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter Social Security numbers on this form as it may be made public.

Open to Public Inspection

Information about Form 990 and its instructions is at www.irs.gov/form990

A For the 2013 calendar year, or tax year beginning and ending

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

C Name of organization
COUNTRY MUSIC FOUNDATION, INC.
 Doing Business As **COUNTRY MUSIC HALL OF FAME AND M**
 Number and street (or P.O. box if mail is not delivered to street address) Room/suite
222 FIFTH AVE SOUTH
 City or town, state or province, country, and ZIP or foreign postal code
NASHVILLE, TN 37203
 F Name and address of principal officer: **KYLE YOUNG**
222 FIFTH AVE SOUTH, NASHVILLE, TN 37203

D Employer identification number
****-***3887**

E Telephone number
(615) 416-2043

G Gross receipts \$ **31,688,452.**

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

H(b) Are all subordinates included? Yes No
 If "No," attach a list. (see instructions)

H(c) Group exemption number

I Tax-exempt status: 501(c)(3) 501(c) () (insert no.) 4947(a)(1) or 527

J Website: **WWW.COUNTRYMUSICHALLOFFAME.ORG**

K Form of organization: Corporation Trust Association Other

L Year of formation: **1964** **M** State of legal domicile: **TN**

| Part I Summary | | Prior Year | Current Year |
|--|---|---|----------------------------|
| Activities & Governance | 1 Briefly describe the organization's mission or most significant activities: THE MISSION OF THE COUNTRY MUSIC FOUNDATION, INC. (CMF) IS TO IDENTIFY AND PRESERVE THE EVOLVING | | |
| | 2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets. | | |
| | 3 Number of voting members of the governing body (Part VI, line 1a) | 3 | 12 |
| | 4 Number of independent voting members of the governing body (Part VI, line 1b) | 4 | 12 |
| | 5 Total number of individuals employed in calendar year 2013 (Part V, line 2a) | 5 | 308 |
| | 6 Total number of volunteers (estimate if necessary) | 6 | 148 |
| | 7a Total unrelated business revenue from Part VIII, column (C), line 12 | 7a | 5,355,419. |
| b Net unrelated business taxable income from Form 990-T, line 34 | 7b | 114,571. | |
| Revenue | 8 Contributions and grants (Part VIII, line 1h) | 10,925,493. | 5,411,074. |
| | 9 Program service revenue (Part VIII, line 2g) | 10,048,315. | 13,928,445. |
| | 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) | 120,284. | 4,095,860. |
| | 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) | 2,983,788. | 3,922,622. |
| | 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) | 24,077,880. | 27,358,001. |
| | Expenses | 13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) | 0. |
| 14 Benefits paid to or for members (Part IX, column (A), line 4) | | 0. | 0. |
| 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) | | 6,819,211. | 7,871,013. |
| 16a Professional fundraising fees (Part IX, column (A), line 11e) | | 0. | 0. |
| b Total fundraising expenses (Part IX, column (D), line 25) | | 783,221. | |
| 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) | | 8,133,855. | 10,662,151. |
| 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) | 14,953,066. | 18,533,164. | |
| 19 Revenue less expenses. Subtract line 18 from line 12 | 9,124,814. | 8,824,837. | |
| Net Assets or Fund Balances | 20 Total assets (Part X, line 16) | Beginning of Current Year 62,384,649. | End of Year 88,399,270. |
| | 21 Total liabilities (Part X, line 26) | 24,675,318. | 41,023,953. |
| | 22 Net assets or fund balances. Subtract line 21 from line 20 | 37,709,331. | 47,375,317. |

Part II Signature Block

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.

Sign Here
 Signature of officer: *Nina Hammontree Beyhard* Date: **11/7/14**
NINA HAMMONTREE, VP OF FINANCIAL SERV/OPERATION
 Type or print name and title

Paid Preparer Use Only
 Print/Type preparer's name: **MARK E. FOLLIS, CPA** Preparer's signature: **MARK E. FOLLIS, CPA** Date: **11/07/14** Check if self-employed PTIN: **P01283359**
 Firm's name: **DEMPSEY VANTREASE & FOLLIS PLLC** Firm's EIN: **** - ***6974**
 Firm's address: **630 S. CHURCH ST., STE 300** Phone no.: **(615) 893-6666**
MURFREESBORO, TN 37130

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

1 Briefly describe the organization's mission: TO IDENTIFY AND PRESERVE THE EVOLVING HISTORY AND TRADITIONS OF COUNTRY MUSIC AND TO EDUCATE ITS AUDIENCES.

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? Yes No

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? Yes No

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 14,973,905. including grants of \$) (Revenue \$ 11,227,672.) THE MUSEUM PROVIDES AN AUTHENTIC, OBJECT-BASED LEARNING EXPERIENCE THAT EXAMINES THE HISTORY OF COUNTRY AND RELATED SOUTHERN VERNACULAR MUSIC. THE MUSEUM EXPERIENCE IS EXTENDED THROUGH A RANGE OF HIGH-QUALITY, FREE-CHOICE LEARNING OPPORTUNITIES INCLUDING INTERPRETIVE PROGRAMS SUCH AS: IMMERSION IN THE SOUNDS OF MUSIC THROUGH HISTORIC REISSUE RECORDINGS AND/OR LIVE PERFORMANCES; IN-DEPTH HISTORICAL AND/OR BIOGRAPHICAL STUDIES THROUGH BOOKS AND OTHER PUBLICATIONS; FILM AND TELEVISION SCREENINGS; ORAL HISTORIES; QUESTION AND ANSWER SESSIONS, PANEL DISCUSSIONS, AND LIVE INTERVIEWS; HANDS-ON ACTIVITIES FROM SONGWRITING TO INSTRUMENT DEMONSTRATIONS TO DANCE; PRINT AND BROADCAST AND INTERNET PRESENTATIONS; AND SCHOOL PROGRAMS THAT SUPPORT THE SOCIAL STUDIES, LANGUAGE ARTS AND MUSIC CURRICULUM.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code:) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O.) (Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses 14,973,905.

Part IV Checklist of Required Schedules

| | Yes | No |
|--|-----|----|
| 1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i> | X | |
| 2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ? | X | |
| 3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i> | | X |
| 4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i> | | X |
| 5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i> | | X |
| 6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i> | | X |
| 7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i> | | X |
| 8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i> | X | |
| 9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i> | | X |
| 10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i> | X | |
| 11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable. | | |
| a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i> | X | |
| b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i> | | X |
| c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i> | | X |
| d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i> | | X |
| e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i> | | X |
| f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i> | X | |
| 12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i> | X | |
| b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i> | | X |
| 13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i> | | X |
| 14a Did the organization maintain an office, employees, or agents outside of the United States? | | X |
| b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i> | | X |
| 15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i> | | X |
| 16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i> | | X |
| 17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i> | | X |
| 18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i> | X | |
| 19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i> | | X |
| 20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i> | | X |
| b <i>If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?</i> | | |

Part IV Checklist of Required Schedules (continued)

| | Yes | No |
|--|-----|----|
| 21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II | | X |
| 22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III | | X |
| 23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? If "Yes," complete Schedule J | X | |
| 24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a | X | |
| b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? | | X |
| c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? | | X |
| d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? | | X |
| 25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? If "Yes," complete Schedule L, Part I | | X |
| b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I | | X |
| 26 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? If so, complete Schedule L, Part II | | X |
| 27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? If "Yes," complete Schedule L, Part III | | X |
| 28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions): | | |
| a A current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV | | X |
| b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV | | X |
| c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? If "Yes," complete Schedule L, Part IV | | X |
| 29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M | X | |
| 30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M | X | |
| 31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I | | X |
| 32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? If "Yes," complete Schedule N, Part II | | X |
| 33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Schedule R, Part I | X | |
| 34 Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1 | | X |
| 35a Did the organization have a controlled entity within the meaning of section 512(b)(13)? | | X |
| b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2 | | |
| 36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2 | | X |
| 37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? If "Yes," complete Schedule R, Part VI | | X |
| 38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? | X | |

Note. All Form 990 filers are required to complete Schedule O

Form 990 (2013)

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V

Main form table with columns for line numbers, descriptions, and Yes/No checkboxes. Includes sections for backup withholding, employee reporting, foreign accounts, prohibited transactions, and charitable contributions.

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

Section A. Governing Body and Management

| | | Yes | No |
|-----------|--|-----|----|
| 1a | Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O. | | |
| 1b | Enter the number of voting members included in line 1a, above, who are independent | | |
| 2 | Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? | | X |
| 3 | Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person? | | X |
| 4 | Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? | | X |
| 5 | Did the organization become aware during the year of a significant diversion of the organization's assets? | | X |
| 6 | Did the organization have members or stockholders? | | X |
| 7a | Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? | | X |
| 7b | Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body? | | X |
| 8 | Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: | | |
| 8a | The governing body? | X | |
| 8b | Each committee with authority to act on behalf of the governing body? | | X |
| 9 | Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O | | X |

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

| | | Yes | No |
|------------|--|-----|----|
| 10a | Did the organization have local chapters, branches, or affiliates? | | X |
| 10b | If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes? | | |
| 11a | Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form? Describe in Schedule O the process, if any, used by the organization to review this Form 990. | | X |
| 12a | Did the organization have a written conflict of interest policy? If "No," go to line 13 | X | |
| 12b | Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts? | X | |
| 12c | Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done | X | |
| 13 | Did the organization have a written whistleblower policy? | X | |
| 14 | Did the organization have a written document retention and destruction policy? | X | |
| 15 | Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? | | |
| 15a | The organization's CEO, Executive Director, or top management official | X | |
| 15b | Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions). | X | |
| 16a | Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? | | X |
| 16b | If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements? | | |

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed **TN**
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19** Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **MS. NINA HAMMONTREE - 615-416-2043**
222 FIFTH AVE SOUTH, NASHVILLE, TN 37203

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

| (A) Name and Title | (B) Average hours per week (list any hours for related organizations below line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|---|---|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (1) DAVID CONRAD TRUSTEE | 1.00 | X | | | | | 0. | 0. | 0. | |
| (2) JOHN GRADY TRUSTEE | 2.00 | X | | | | | 0. | 0. | 0. | |
| (3) KEEL HUNT SECRETARY | 2.00 | X | | X | | | 0. | 0. | 0. | |
| (4) HENRY JUSZKIEWICZ TRUSTEE | 0.50 | X | | | | | 0. | 0. | 0. | |
| (5) STEVE TURNER CHAIRMAN OF THE BOARD | 8.00 | X | | X | | | 0. | 0. | 0. | |
| (6) ERNIE WILLIAMS TREASURER | 2.00 | X | | X | | | 0. | 0. | 0. | |
| (7) ROD ESSIG TRUSTEE | 1.00 | X | | | | | 0. | 0. | 0. | |
| (8) KEN LEVITAN TRUSTEE | 2.00 | X | | | | | 0. | 0. | 0. | |
| (9) MARY ANN MCCREADY TRUSTEE | 1.00 | X | | | | | 0. | 0. | 0. | |
| (10) JODY WILLIAMS TRUSTEE | 1.00 | X | | | | | 0. | 0. | 0. | |
| (11) J. WILLIAM DENNY TRUSTEE | 0.50 | X | | | | | 0. | 0. | 0. | |
| (12) MARK BLOOM TRUSTEE | 1.00 | X | | | | | 0. | 0. | 0. | |
| (13) RANDY GOODMAN VICE PRESIDENT | 0.50 | | | X | | | 0. | 0. | 0. | |
| (14) TIM WIPPERMAN VICE PRESIDENT | 0.50 | | | X | | | 0. | 0. | 0. | |
| (15) VINCE GILL PRESIDENT | 2.00 | | | X | | | 0. | 0. | 0. | |
| (16) EARL BENTZ VICE PRESIDENT | 1.00 | | | X | | | 0. | 0. | 0. | |
| (17) CONNIE BRADLEY VICE PRESIDENT | 0.50 | | | X | | | 0. | 0. | 0. | |

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

| (A) Name and title | (B) Average hours per week (list any hours for related organizations below line) | (C) Position (do not check more than one box, unless person is both an officer and a director/trustee) | | | | | | (D) Reportable compensation from the organization (W-2/1099-MISC) | (E) Reportable compensation from related organizations (W-2/1099-MISC) | (F) Estimated amount of other compensation from the organization and related organizations |
|--|---|---|-----------------------|---------|--------------|------------------------------|--------|--|---|---|
| | | Individual trustee or director | Institutional trustee | Officer | Key employee | Highest compensated employee | Former | | | |
| (18) MIKE DUNGAN VICE PRESIDENT | 1.00 | | | X | | | | 0. | 0. | 0. |
| (19) AL GIOMBETTI EXECUTIVE VICE PRESIDENT | 1.00 | | | X | | | | 0. | 0. | 0. |
| (20) FRANCIS GUESS VICE PRESIDENT | 0.50 | | | X | | | | 0. | 0. | 0. |
| (21) LON HELTON VICE PRESIDENT | 0.50 | | | X | | | | 0. | 0. | 0. |
| (22) DON LIGHT VICE PRESIDENT | 0.50 | | | X | | | | 0. | 0. | 0. |
| (23) DAVID ROSS VICE PRESIDENT | 1.00 | | | X | | | | 0. | 0. | 0. |
| (24) TROY TOMLINSON VICE PRESIDENT | 1.00 | | | X | | | | 0. | 0. | 0. |
| (25) GARY OVERTON VICE PRESIDENT | 0.50 | | | X | | | | 0. | 0. | 0. |
| (26) KYLE YOUNG EXECUTIVE DIRECTOR | 55.00 | | | X | | | | 358,851. | 0. | 17,824. |
| 1b Sub-total | | | | | | | | 358,851. | 0. | 17,824. |
| c Total from continuation sheets to Part VII, Section A | | | | | | | | 565,174. | 0. | 60,521. |
| d Total (add lines 1b and 1c) | | | | | | | | 924,025. | 0. | 78,345. |

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization 5

| | Yes | No |
|--|-----|----|
| 3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual | | X |
| 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual | X | |
| 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person | | X |

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

| (A) Name and business address | (B) Description of services | (C) Compensation |
|--|--------------------------------|---------------------|
| BRASFIELD AND GORRIE LLC 3021 7TH AVE S, BIRMINGHAM, AL 35233 | CONSTRUCTION | 25,735,650. |
| TWELVE TWENTY EXHIBITS 3801 VULCAN DR, NASHVILLE, TN 37211 | NEW EXHIBIT SERVICES | 2,238,327. |
| TUCK HINTON ARCHITECTS 410 ELM ST, NASHVILLE, TN 37203 | ARCHITECT SERVICE | 375,738. |
| GUARDSMARK P.O. BOX 11407, BIRMINGHAM, AL 35246 | SECURITY SERVICE | 359,089. |
| LBMG 5250 VIRGINIA WAY, BRENTWOOD, TN 37024 | TECHNOLOGY SUPPORT | 342,951. |

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization 14

SEE PART VII, SECTION A CONTINUATION SHEETS

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII

| | | | (A) Total revenue | (B) Related or exempt function revenue | (C) Unrelated business revenue | (D) Revenue excluded from tax under sections 512 - 514 | |
|---|---|--|----------------------|---|---|--|--|
| Contributions, Gifts, Grants and Other Similar Amounts | 1 a Federated campaigns | 1a | | | | | |
| | b Membership dues | 1b | 451,261. | | | | |
| | c Fundraising events | 1c | 175,000. | | | | |
| | d Related organizations | 1d | | | | | |
| | e Government grants (contributions) | 1e | 239,116. | | | | |
| | f All other contributions, gifts, grants, and similar amounts not included above | 1f | 4,545,697. | | | | |
| | g Noncash contributions included in lines 1a-1f: \$ | | 1,096,750. | | | | |
| | h Total. Add lines 1a-1f | | 5,411,074. | | | | |
| Program Service Revenue | 2 a <u>ADMISSION FEES</u> | Business Code 900099 | 9,477,535. | 9,477,535. | | | |
| | b <u>EVENT INCOME</u> | 900099 | 4,450,910. | | 4,450,910. | | |
| | c | | | | | | |
| | d | | | | | | |
| | e | | | | | | |
| | f All other program service revenue | | | | | | |
| | g Total. Add lines 2a-2f | | 13,928,445. | | | | |
| Other Revenue | 3 Investment income (including dividends, interest, and other similar amounts) | | 130,650. | | | 130,650. | |
| | 4 Income from investment of tax-exempt bond proceeds | | | | | | |
| | 5 Royalties | | 50,310. | | | 50,310. | |
| | 6 a Gross rents | (i) Real | | | | | |
| | | (ii) Personal | | | | | |
| | | b Less: rental expenses | | | | | |
| | | c Rental income or (loss) | | | | | |
| | d Net rental income or (loss) | | | | | | |
| | 7 a Gross amount from sales of assets other than inventory | (i) Securities | 2,322,850. | | | | |
| | | (ii) Other | 4,305,000. | | | | |
| | | b Less: cost or other basis and sales expenses | 2,327,286. | 335,354. | | | |
| | | c Gain or (loss) | -4,436. | 3,969,646. | | | |
| | d Net gain or (loss) | | 3,965,210. | | | 3,965,210. | |
| | 8 a Gross income from fundraising events (not including \$ 175,000. of contributions reported on line 1c). See Part IV, line 18 | a | 703,122. | | | | |
| | | b Less: direct expenses | 179,684. | | | | |
| c Net income or (loss) from fundraising events | | | 523,438. | | | 523,438. | |
| 9 a Gross income from gaming activities. See Part IV, line 19 | a | | | | | | |
| | b Less: direct expenses | | | | | | |
| | c Net income or (loss) from gaming activities | | | | | | |
| 10 a Gross sales of inventory, less returns and allowances | a | 3,939,169. | | | | | |
| | b Less: cost of goods sold | 1,488,127. | | | | | |
| | c Net income or (loss) from sales of inventory | | 2,451,042. | 1,623,670. | 827,372. | | |
| Miscellaneous Revenue | | Business Code | | | | | |
| 11 a <u>RESTAURANT IN MUSEUM</u> | 722210 | 771,365. | | 77,137. | 694,228. | | |
| | b <u>OTHER INCOME</u> | 900099 | 126,467. | 126,467. | | | |
| | c | | | | | | |
| | d All other revenue | | | | | | |
| | e Total. Add lines 11a-11d | | 897,832. | | | | |
| 12 Total revenue. See instructions. | | 27,358,001. | 11,227,672. | 5,355,419. | 5,363,836. | | |

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX

| Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII. | (A) Total expenses | (B) Program service expenses | (C) Management and general expenses | (D) Fundraising expenses |
|---|-----------------------|---------------------------------|--|-----------------------------|
| 1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21 | | | | |
| 2 Grants and other assistance to individuals in the United States. See Part IV, line 22 | | | | |
| 3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16 | | | | |
| 4 Benefits paid to or for members | | | | |
| 5 Compensation of current officers, directors, trustees, and key employees | 1,001,458. | 475,309. | 316,880. | 209,269. |
| 6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) | | | | |
| 7 Other salaries and wages | 5,661,275. | 4,829,567. | 599,318. | 232,390. |
| 8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions) | 67,180. | 55,844. | 8,574. | 2,762. |
| 9 Other employee benefits | 629,695. | 474,998. | 105,378. | 49,319. |
| 10 Payroll taxes | 511,405. | 376,594. | 91,132. | 43,679. |
| 11 Fees for services (non-employees): | | | | |
| a Management | | | | |
| b Legal | 105,039. | 81,552. | 22,100. | 1,387. |
| c Accounting | 23,000. | | 23,000. | |
| d Lobbying | | | | |
| e Professional fundraising services. See Part IV, line 17 | | | | |
| f Investment management fees | 17,781. | | 17,781. | |
| g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.) | 614,295. | 476,938. | 129,248. | 8,109. |
| 12 Advertising and promotion | 966,522. | 750,408. | 203,356. | 12,758. |
| 13 Office expenses | 253,820. | 197,066. | 53,404. | 3,350. |
| 14 Information technology | 540,602. | 381,048. | 103,262. | 56,292. |
| 15 Royalties | | | | |
| 16 Occupancy | 2,329,284. | 1,820,102. | 478,237. | 30,945. |
| 17 Travel | 82,424. | 60,697. | 14,688. | 7,039. |
| 18 Payments of travel or entertainment expenses for any federal, state, or local public officials | | | | |
| 19 Conferences, conventions, and meetings | 9,177. | 6,758. | 1,635. | 784. |
| 20 Interest | 27,529. | 21,374. | 5,792. | 363. |
| 21 Payments to affiliates | | | | |
| 22 Depreciation, depletion, and amortization | 2,559,799. | 1,987,489. | 538,559. | 33,751. |
| 23 Insurance | 17,351. | 13,471. | 3,651. | 229. |
| 24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.) | | | | |
| a EVENT SUBCONTRACTORS/RE | 916,002. | 916,002. | | |
| b RESTAURANT/CATERING FOO | 757,733. | 757,733. | | |
| c CREDIT CARD FEES | 318,645. | 318,645. | | |
| d INCOME TAXES | 15,000. | | 15,000. | |
| e All other expenses | 1,108,148. | 972,310. | 45,043. | 90,795. |
| 25 Total functional expenses. Add lines 1 through 24e | 18,533,164. | 14,973,905. | 2,776,038. | 783,221. |
| 26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. | | | | |

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X

| | | (A) Beginning of year | | (B) End of year | |
|-----------------------------|---|---|-----------------|--------------------|-------------|
| Assets | 1 | Cash - non-interest-bearing | 639,494. | 1 | 2,838,153. |
| | 2 | Savings and temporary cash investments | 1,228,855. | 2 | 4,249,010. |
| | 3 | Pledges and grants receivable, net | 16,014,213. | 3 | 12,978,883. |
| | 4 | Accounts receivable, net | 239,653. | 4 | 686,806. |
| | 5 | Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L | | 5 | |
| | 6 | Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L | | 6 | |
| | 7 | Notes and loans receivable, net | | 7 | |
| | 8 | Inventories for sale or use | 729,943. | 8 | 829,065. |
| | 9 | Prepaid expenses and deferred charges | 84,167. | 9 | 91,745. |
| | 10a | Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D | 10a 82,352,492. | | |
| | b | Less: accumulated depreciation | 10b 19,462,591. | | |
| | | | 32,959,329. | 10c | 62,889,901. |
| | 11 | Investments - publicly traded securities | 10,262,999. | 11 | 3,406,713. |
| | 12 | Investments - other securities. See Part IV, line 11 | | 12 | |
| | 13 | Investments - program-related. See Part IV, line 11 | | 13 | |
| | 14 | Intangible assets | | 14 | |
| 15 | Other assets. See Part IV, line 11 | 225,996. | 15 | 428,994. | |
| 16 | Total assets. Add lines 1 through 15 (must equal line 34) | 62,384,649. | 16 | 88,399,270. | |
| Liabilities | 17 | Accounts payable and accrued expenses | 3,964,272. | 17 | 5,139,888. |
| | 18 | Grants payable | | 18 | |
| | 19 | Deferred revenue | 188,857. | 19 | 455,876. |
| | 20 | Tax-exempt bond liabilities | 20,522,189. | 20 | 20,522,189. |
| | 21 | Escrow or custodial account liability. Complete Part IV of Schedule D | | 21 | |
| | 22 | Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L | | 22 | |
| | 23 | Secured mortgages and notes payable to unrelated third parties | | 23 | 14,906,000. |
| | 24 | Unsecured notes and loans payable to unrelated third parties | | 24 | |
| | 25 | Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D | | 25 | |
| | 26 | Total liabilities. Add lines 17 through 25 | 24,675,318. | 26 | 41,023,953. |
| Net Assets or Fund Balances | Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34. | | | | |
| | 27 | Unrestricted net assets | 7,966,148. | 27 | 31,639,994. |
| | 28 | Temporarily restricted net assets | 27,542,683. | 28 | 13,534,823. |
| | 29 | Permanently restricted net assets | 2,200,500. | 29 | 2,200,500. |
| | Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34. | | | | |
| | 30 | Capital stock or trust principal, or current funds | | 30 | |
| | 31 | Paid-in or capital surplus, or land, building, or equipment fund | | 31 | |
| | 32 | Retained earnings, endowment, accumulated income, or other funds | | 32 | |
| 33 | Total net assets or fund balances | 37,709,331. | 33 | 47,375,317. | |
| 34 | Total liabilities and net assets/fund balances | 62,384,649. | 34 | 88,399,270. | |

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI

| | | | |
|----|--|----|-------------|
| 1 | Total revenue (must equal Part VIII, column (A), line 12) | 1 | 27,358,001. |
| 2 | Total expenses (must equal Part IX, column (A), line 25) | 2 | 18,533,164. |
| 3 | Revenue less expenses. Subtract line 2 from line 1 | 3 | 8,824,837. |
| 4 | Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A)) | 4 | 37,709,331. |
| 5 | Net unrealized gains (losses) on investments | 5 | 293,534. |
| 6 | Donated services and use of facilities | 6 | |
| 7 | Investment expenses | 7 | |
| 8 | Prior period adjustments | 8 | |
| 9 | Other changes in net assets or fund balances (explain in Schedule O) | 9 | 547,615. |
| 10 | Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B)) | 10 | 47,375,317. |

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII

| | | Yes | No |
|----|---|-----|----|
| 1 | Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O. | | |
| 2a | Were the organization's financial statements compiled or reviewed by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | | X |
| 2b | Were the organization's financial statements audited by an independent accountant? _____ If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis | X | |
| 2c | If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? _____ If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O. | X | |
| 3a | As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? _____ | | X |
| 3b | If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits _____ | | |

Form 990 (2013)

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (f) Total |
|---|------------|------------|------------|------------|------------|------------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | 1,859,888. | 1,749,231. | 1,831,901. | 1,683,469. | 2,043,811. | 9,168,300. |
| 2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 3 The value of services or facilities furnished by a governmental unit to the organization without charge ... | | | | | | |
| 4 Total. Add lines 1 through 3 | 1,859,888. | 1,749,231. | 1,831,901. | 1,683,469. | 2,043,811. | 9,168,300. |
| 5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f) | | | | | | 468,066. |
| 6 Public support. Subtract line 5 from line 4. | | | | | | 8,700,234. |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ▶ | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (f) Total |
|--|--------------------------|------------|------------|------------|----------------|-------------|
| 7 Amounts from line 4 | 1,859,888. | 1,749,231. | 1,831,901. | 1,683,469. | 2,043,811. | 9,168,300. |
| 8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ... | 195,819. | 208,212. | 226,993. | 205,751. | 180,960. | 1,017,735. |
| 9 Net income from unrelated business activities, whether or not the business is regularly carried on ... | | 60,723. | 127,757. | 14,950. | 115,571. | 319,001. |
| 10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | 703,122. | 703,122. |
| 11 Total support. Add lines 7 through 10 | | | | | | 11,208,158. |
| 12 Gross receipts from related activities, etc. (see instructions) | | | | | 12 45,524,664. | |
| 13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here | <input type="checkbox"/> | | | | | |

Section C. Computation of Public Support Percentage

| | | | |
|---|-------------------------------------|-------|---|
| 14 Public support percentage for 2013 (line 6, column (f) divided by line 11, column (f)) | 14 | 77.62 | % |
| 15 Public support percentage from 2012 Schedule A, Part II, line 14 | 15 | 73.40 | % |
| 16a 33 1/3% support test - 2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization | <input checked="" type="checkbox"/> | | |
| b 33 1/3% support test - 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization | <input type="checkbox"/> | | |
| 17a 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | <input type="checkbox"/> | | |
| b 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization | <input type="checkbox"/> | | |
| 18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions | <input type="checkbox"/> | | |

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

| Calendar year (or fiscal year beginning in) ► | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") | | | | | | |
| 2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose | | | | | | |
| 3 Gross receipts from activities that are not an unrelated trade or business under section 513 | | | | | | |
| 4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf | | | | | | |
| 5 The value of services or facilities furnished by a governmental unit to the organization without charge | | | | | | |
| 6 Total. Add lines 1 through 5 | | | | | | |
| 7a Amounts included on lines 1, 2, and 3 received from disqualified persons | | | | | | |
| b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year | | | | | | |
| c Add lines 7a and 7b | | | | | | |
| 8 Public support. (Subtract line 7c from line 6.) | | | | | | |

Section B. Total Support

| Calendar year (or fiscal year beginning in) ► | (a) 2009 | (b) 2010 | (c) 2011 | (d) 2012 | (e) 2013 | (f) Total |
|---|----------|----------|----------|----------|----------|-----------|
| 9 Amounts from line 6 | | | | | | |
| 10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources | | | | | | |
| b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 | | | | | | |
| c Add lines 10a and 10b | | | | | | |
| 11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on | | | | | | |
| 12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) | | | | | | |
| 13 Total support. (Add lines 9, 10c, 11, and 12.) | | | | | | |

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here**

Section C. Computation of Public Support Percentage

| | | |
|--|-----------|---|
| 15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f)) | 15 | % |
| 16 Public support percentage from 2012 Schedule A, Part III, line 15 | 16 | % |

Section D. Computation of Investment Income Percentage

| | | |
|---|-----------|---|
| 17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f)) | 17 | % |
| 18 Investment income percentage from 2012 Schedule A, Part III, line 17 | 18 | % |

19a 33 1/3% support tests - 2013. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2012. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

Part IV

Supplemental Information. Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12.

Also complete this part for any additional information. (See instructions).

Lined area for supplemental information.

Schedule A

Identification of Unusual Grants

2013

**** Do Not File ****

***** Not Open to Public Inspection *****

| Contributor's Name | Description of Grant | Date of Grant | Amount |
|--------------------------|-------------------------|---------------|-------------|
| CAPITAL CAMPAIGN GIFTS | MUSEUM EXPANSION | 12/31/13 | 3,367,263. |
| PRECIOUS JEWELS FUND | GIFT TO PAYOFF MANDOLIN | 01/01/09 | 750,000. |
| ESTATE OF CINDY WALKER | BEQUEST | 01/01/10 | 104,412. |
| ESTATE OF MARJORIE CRUMP | FOR BUILDING ADDITION | 01/01/10 | 497,875. |
| STEVE TURNER | CAPITAL CAMPAIGN | 11/01/10 | 6,500,000. |
| CAPITAL CAMPAIGN GIFTS | MUSEUM EXPANSION | 12/31/11 | 14,850,532. |
| CAPITAL CAMPAIGN GIFTS | MUSEUM EXPANSION | 12/31/12 | 9,242,024. |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |
| | | | |

Total Unusual Grants 35,312,106.

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Name of the organization

COUNTRY MUSIC FOUNDATION, INC.

Employer identification number

-*3887

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

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions 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 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total 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. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does 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, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

| | |
|---|---|
| Name of organization COUNTRY MUSIC FOUNDATION, INC. | Employer identification number ** - ***3887 |
|---|---|

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
|------------|--|----------------------------|---|
| 1 | <u>ERNIE WILLIAMS</u> <u>3100 WEST END AVE, STE 1250</u> <u>NASHVILLE, TN 37203</u> | \$ <u>1,026,750.</u> | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.) |
| 2 | <u>MEMORIAL FOUNDATION</u> <u>100 BLUEGRASS COMMONS BLVD, STE 3200</u> <u>HENDERSONVILLE, TN 37075</u> | \$ <u>250,000.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 3 | <u>BLUE CROSS BLUE SHIELD FOUNDATION</u> <u>1 CAMERON HILL CIRCLE</u> <u>CHATTANOOGA, TN 37402</u> | \$ <u>500,000.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 4 | <u>CITY NATIONAL BANK</u> <u>555 S FLOWER ST 11TH FL</u> <u>LOS ANGELES, CA 90071</u> | \$ <u>675,000.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| 5 | <u>CAL TURNER FAMILY FOUNDATION</u> <u>138 SECOND AVE N, STE 200</u> <u>NASHVILLE, TN 37201</u> | \$ <u>250,000.</u> | Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |
| (a) No. | (b) Name, address, and ZIP + 4 | (c) Total contributions | (d) Type of contribution |
| | | \$ _____ | Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.) |

| | |
|---|--|
| Name of organization COUNTRY MUSIC FOUNDATION, INC. | Employer identification number ** - *** 3887 |
|---|--|

Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|------------------------------|--|--|----------------------|
| 1 | PUBLICALLY TRADED STOCK _____ _____ _____ | \$ 1,026,750. | 06/01/13 |
| | _____ _____ _____ | \$ _____ | _____ |
| | _____ _____ _____ | \$ _____ | _____ |
| | _____ _____ _____ | \$ _____ | _____ |
| | _____ _____ _____ | \$ _____ | _____ |
| | _____ _____ _____ | \$ _____ | _____ |
| | _____ _____ _____ | \$ _____ | _____ |

| | |
|---|--|
| Name of organization COUNTRY MUSIC FOUNDATION, INC. | Employer identification number ** - *** 3887 |
|---|--|

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | (d) Description of how gift is held |
|---|---------------------|--|-------------------------------------|
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |
| (e) Transfer of gift | | | |
| Transferee's name, address, and ZIP + 4 | | Relationship of transferor to transferee | |
| | | | |
| | | | |

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990.

▶ Information about Schedule D (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization

COUNTRY MUSIC FOUNDATION, INC.

Employer identification number
-*3887

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

| | (a) Donor advised funds | (b) Funds and other accounts |
|---|-------------------------|--|
| 1 Total number at end of year | | |
| 2 Aggregate contributions to (during year) | | |
| 3 Aggregate grants from (during year) | | |
| 4 Aggregate value at end of year | | |
| 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? | | <input type="checkbox"/> Yes <input type="checkbox"/> No |
| 6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? | | <input type="checkbox"/> Yes <input type="checkbox"/> No |

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

| | Held at the End of the Tax Year |
|--|---------------------------------|
| a Total number of conservation easements | 2a |
| b Total acreage restricted by conservation easements | 2b |
| c Number of conservation easements on a certified historic structure included in (a) | 2c |
| d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register | 2d |

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ _____

4 Number of states where property subject to conservation easement is located ▶ _____

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ _____

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ _____

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

Yes No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b Assets included in Form 990, Part X

▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|---------------------------------|--------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

Part V Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

| | (a) Current year | (b) Prior year | (c) Two years back | (d) Three years back | (e) Four years back |
|--|------------------|----------------|--------------------|----------------------|---------------------|
| 1a Beginning of year balance | 2,217,173. | 1,825,069. | 1,831,471. | 1,601,787. | 1,082,797. |
| b Contributions | 200,000. | 200,000. | | 200,000. | 410,000. |
| c Net investment earnings, gains, and losses | 393,744. | 248,069. | 49,816. | 89,684. | 168,990. |
| d Grants or scholarships | | | | | |
| e Other expenditures for facilities and programs | 65,874. | 55,965. | 56,218. | 60,000. | 60,000. |
| f Administrative expenses | | | | | |
| g End of year balance | 2,745,043. | 2,217,173. | 1,825,069. | 1,831,471. | 1,601,787. |

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment 10.00 %
- b Permanent endowment 80.00 %
- c Temporarily restricted endowment 10.00 %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

| | Yes | No |
|---|--------------------------|-------------------------------------|
| (i) unrelated organizations | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| (ii) related organizations | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? | <input type="checkbox"/> | <input type="checkbox"/> |

4 Describe in Part XIII the intended uses of the organization's endowment funds.

Part VI Land, Buildings, and Equipment.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

| Description of property | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|--|--------------------------------------|---------------------------------|------------------------------|--------------------|
| 1a Land | | 828,900. | | 828,900. |
| b Buildings | | 63,247,422. | 9,812,450. | 53,434,972. |
| c Leasehold improvements | | | | |
| d Equipment | | 5,478,920. | 2,289,671. | 3,189,249. |
| e Other | | 12,797,250. | 7,360,470. | 5,436,780. |
| Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) | | | | 62,889,901. |

Part VII Investments - Other Securities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

| (a) Description of security or category (including name of security) | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|---|----------------|---|
| (1) Financial derivatives | | |
| (2) Closely-held equity interests | | |
| (3) Other | | |
| (A) | | |
| (B) | | |
| (C) | | |
| (D) | | |
| (E) | | |
| (F) | | |
| (G) | | |
| (H) | | |
| Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.) ▶ | | |

Part VIII Investments - Program Related.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

| (a) Description of investment | (b) Book value | (c) Method of valuation: Cost or end-of-year market value |
|---|----------------|---|
| (1) | | |
| (2) | | |
| (3) | | |
| (4) | | |
| (5) | | |
| (6) | | |
| (7) | | |
| (8) | | |
| (9) | | |
| Total. (Col. (b) must equal Form 990, Part X, col. (B) line 13.) ▶ | | |

Part IX Other Assets.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

| (a) Description | (b) Book value |
|---|----------------|
| (1) | |
| (2) | |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.) ▶ | |

Part X Other Liabilities.

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

| 1. (a) Description of liability | (b) Book value |
|---|----------------|
| (1) Federal income taxes | |
| (2) | |
| (3) | |
| (4) | |
| (5) | |
| (6) | |
| (7) | |
| (8) | |
| (9) | |
| Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶ | |

2. Liability for uncertain tax positions. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

| | | | |
|----------|--|-----------|-------------|
| 1 | Total revenue, gains, and other support per audited financial statements | 1 | 29,597,483. |
| 2 | Amounts included on line 1 but not on Form 990, Part VIII, line 12: | | |
| a | Net unrealized gains on investments | 2a | 293,534. |
| b | Donated services and use of facilities | 2b | 295,918. |
| c | Recoveries of prior year grants | 2c | |
| d | Other (Describe in Part XIII.) | 2d | 1,667,811. |
| e | Add lines 2a through 2d | 2e | 2,257,263. |
| 3 | Subtract line 2e from line 1 | 3 | 27,340,220. |
| 4 | Amounts included on Form 990, Part VIII, line 12, but not on line 1: | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | 17,781. |
| b | Other (Describe in Part XIII.) | 4b | |
| c | Add lines 4a and 4b | 4c | 17,781. |
| 5 | Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.) | 5 | 27,358,001. |

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

| | | | |
|----------|---|-----------|-------------|
| 1 | Total expenses and losses per audited financial statements | 1 | 19,931,497. |
| 2 | Amounts included on line 1 but not on Form 990, Part IX, line 25: | | |
| a | Donated services and use of facilities | 2a | 295,918. |
| b | Prior year adjustments | 2b | |
| c | Other losses | 2c | |
| d | Other (Describe in Part XIII.) | 2d | 1,120,196. |
| e | Add lines 2a through 2d | 2e | 1,416,114. |
| 3 | Subtract line 2e from line 1 | 3 | 18,515,383. |
| 4 | Amounts included on Form 990, Part IX, line 25, but not on line 1: | | |
| a | Investment expenses not included on Form 990, Part VIII, line 7b | 4a | 17,781. |
| b | Other (Describe in Part XIII.) | 4b | |
| c | Add lines 4a and 4b | 4c | 17,781. |
| 5 | Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.) | 5 | 18,533,164. |

Part XIII Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, lines 2d and 4b; and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

PART III, LINE 1A:

EXPLANATION: IN ACCORDANCE WITH THE PROVISIONS OF SFAS 116, ACCOUNTING FOR CONTRIBUTIONS RECEIVED AND CONTRIBUTIONS MADE, THE FOUNDATION DOES NOT CAPITALIZE DONATED OR PURCHASED ARTIFACTS OR RECOGNIZE THEM AS REVENUES OR GAINS. THAT STATEMENT PROVIDES THAT SUCH DONATIONS NEED NOT BE RECOGNIZED IF THEY ARE ADDED TO COLLECTIONS THAT ARE HELD FOR PUBLIC EXHIBITION, EDUCATION, OR RESEARCH IN FURTHERANCE OF PUBLIC SERVICE RATHER THAN FINANCIAL GAIN; ARE PROTECTED, KEPT UNENCUMBERED, CARED FOR, AND PRESERVED; ARE ARE SUBJECT TO A POLICY THAT REQUIRES THE PROCEEDS FROM SALES OF COLLECTION ITEMS TO BE USED TO ACQUIRE OTHER ITEMS FOR COLLECTIONS. THE ESTIMATED FAIR VALUE OF ARTIFACTS DONATED TO THE MUSEUM DURING 2012 WAS \$1,143,753.

Part XIII Supplemental Information (continued)

PART III, LINE 4:

EXPLANATION: THE ORGANIZATION'S COLLECTIONS CONSISTS PRIMARILY OF DONATED ARTIFACTS RELATED TO THE HISTORY OF COUNTRY MUSIC WHICH ARE USED TO HELP EDUCATE THE PUBLIC AND PRESERVE THE HISTORY OF COUNTRY MUSIC.

PART V, LINE 4:

EXPLANATION: CURRENT LOAN COVENANTS REQUIRE THE ORGANIZATION TO MAINTAIN A CERTAIN LEVEL OF ENDOWMENT FUNDS. LONG TERM GOAL IS TO HAVE A PERMANENT ENDOWMENT LARGE ENOUGH TO GENERATE INCOME TO SUPPLEMENT OPERATIONS OF THE MUSEUM.

PART X, LINE 2:

EXPLANATION: THE FOUNDATION ACCOUNTS FOR UNCERTAINTIES IN INCOME TAX LAW UNDER FINANCIAL ACCOUNTING STANDARDS BOARD (FASB) ACCOUNTING STANDARDS CODIFICATION 740-10. ASC 740-10 PRESCRIBES A COMPREHENSIVE MODEL FOR THE FINANCIAL STATEMENT RECOGNITION, MEASUREMENT, PRESENTATION AND DISCLOSURE OF UNCERTAIN TAX POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN INCOME TAX RETURNS. ASC 740-10 REQUIRES THAT THE TAX EFFECTS OF A POSITION BE RECOGNIZED ONLY IF IT IS "MORE-LIKELY-THAN-NOT" TO BE SUSTAINED BY THE TAXING AUTHORITY AS OF THE REPORTING DATE. IF THE TAX POSITION IS NOT CONSIDERED "MORE LIKELY THAN NOT" TO BE SUSTAINED, THEN NO BENEFITS OF THE POSITION ARE TO BE RECOGNIZED. THE FOUNDATION HAS NO UNRECOGNIZED TAX BENEFITS FOR ANY OF THE PERIODS PRESENTED. TO THE EXTENT APPLICABLE IN THE FUTURE, INTEREST AND PENALTIES RELATED TO INCOME TAX LIABILITIES WILL BE INCLUDED IN PRE-TAX INCOME AS INTEREST EXPENSE AND TAX PENALTIES. AT DECEMBER 31, 2012, THE FOUNDATION'S TAX RETURNS RELATED TO YEARS ENDED DECEMBER 31, 2009 THROUGH 2012 REMAIN OPEN TO EXAMINATION BY THE TAX

Part XIII Supplemental Information (continued)

AUTHORITIES.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

COST OF GOODS SOLD 1,488,127.

DIRECT EXPENSES OF SPECIAL EVENT 179,684.

ROUNDING

RECLASS OF OTHER SPECIAL EVENT COSTS

TOTAL TO SCHEDULE D, PART XI, LINE 2D 1,667,811.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

COST OF GOODS SOLD 1,488,127.

DIRECT EXPENSES OF SPECIAL EVENT 179,684.

CHANGE IN THE VALUE OF INTEREST RATE SWAP -547,615.

ROUNDING

RECLASS OF OTHER SPECIAL EVENT COSTS

TOTAL TO SCHEDULE D, PART XII, LINE 2D 1,120,196.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

| | | (a) Event #1 | (b) Event #2 | (c) Other events | (d) Total events (add col. (a) through col. (c)) | | |
|-----------------|----|--|--------------------------------------|------------------------|--|----------|----------|
| | | DINNER AND PARTY (event type) | PARTY AND CONCERT (event type) | NONE (total number) | | | |
| Revenue | 1 | Gross receipts | 227,290. | 650,832. | | 878,122. | |
| | 2 | Less: Contributions | 175,000. | | | 175,000. | |
| | 3 | Gross income (line 1 minus line 2) | 52,290. | 650,832. | | 703,122. | |
| Direct Expenses | 4 | Cash prizes | | | | | |
| | 5 | Noncash prizes | | | | | |
| | 6 | Rent/facility costs | 12,095. | | | 12,095. | |
| | 7 | Food and beverages | 66,215. | 18,309. | | 84,524. | |
| | 8 | Entertainment | | | | | |
| | 9 | Other direct expenses | 28,557. | 54,508. | | 83,065. | |
| | 10 | Direct expense summary. Add lines 4 through 9 in column (d) | | | | | 179,684. |
| | 11 | Net income summary. Subtract line 10 from line 3, column (d) | | | | | 523,438. |

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

| | | (a) Bingo | (b) Pull tabs/instant bingo/progressive bingo | (c) Other gaming | (d) Total gaming (add col. (a) through col. (c)) | |
|-----------------|---|--|---|---|---|--|
| | | | | | | |
| Revenue | 1 | Gross revenue | | | | |
| Direct Expenses | 2 | Cash prizes | | | | |
| | 3 | Noncash prizes | | | | |
| | 4 | Rent/facility costs | | | | |
| | 5 | Other direct expenses | | | | |
| | 6 | Volunteer labor | <input type="checkbox"/> Yes _____ % <input type="checkbox"/> No | <input type="checkbox"/> Yes _____ % <input type="checkbox"/> No | <input type="checkbox"/> Yes _____ % <input type="checkbox"/> No | |
| | 7 | Direct expense summary. Add lines 2 through 5 in column (d) | | | | |
| | 8 | Net gaming income summary. Subtract line 7 from line 1, column (d) | | | | |

9 Enter the state(s) in which the organization operates gaming activities: _____
 a Is the organization licensed to operate gaming activities in each of these states? Yes No
 b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
 b If "Yes," explain: _____

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

▶ Information about Schedule J (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization

COUNTRY MUSIC FOUNDATION, INC.

Employer identification number

-*3887

Part I Questions Regarding Compensation

| | Yes | No |
|--|-----|----|
| 1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items. <input type="checkbox"/> First-class or charter travel <input type="checkbox"/> Travel for companions <input type="checkbox"/> Tax indemnification and gross-up payments <input type="checkbox"/> Discretionary spending account <input type="checkbox"/> Housing allowance or residence for personal use <input type="checkbox"/> Payments for business use of personal residence <input type="checkbox"/> Health or social club dues or initiation fees <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) | | |
| b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain | | |
| 2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a? | X | |
| 3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III. <input checked="" type="checkbox"/> Compensation committee <input type="checkbox"/> Independent compensation consultant <input type="checkbox"/> Form 990 of other organizations <input type="checkbox"/> Written employment contract <input checked="" type="checkbox"/> Compensation survey or study <input checked="" type="checkbox"/> Approval by the board or compensation committee | | |
| 4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization: | | |
| a Receive a severance payment or change-of-control payment? | | X |
| b Participate in, or receive payment from, a supplemental nonqualified retirement plan? | | X |
| c Participate in, or receive payment from, an equity-based compensation arrangement? If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III. | | X |
| Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9. | | |
| 5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of: | | |
| a The organization? | | X |
| b Any related organization? If "Yes" to line 5a or 5b, describe in Part III. | | X |
| 6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of: | | |
| a The organization? | | X |
| b Any related organization? If "Yes" to line 6a or 6b, describe in Part III. | | X |
| 7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III | | X |
| 8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III | | X |
| 9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)? | | |

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2013

SCHEDULE K
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax-Exempt Bonds
 Complete if the organization answered "Yes" on Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.
 Attach to Form 990. See separate instructions. Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990.

OMB No. 1545-0047

2013

Open to Public Inspection

Name of the organization

COUNTRY MUSIC FOUNDATION, INC.

Employer identification number
-*3887

| Part I Bond Issues | | | | | | | | | | | | |
|---|-----------------|----------------|-------------|-----------------|-----------------|---------------------------------|--------------|----|-------------------------|----|----------------------|----|
| Part I Bond Issues | (a) Issuer name | (b) Issuer EIN | (c) CUSIP # | (d) Date issued | (e) Issue price | (f) Description of purpose | (g) Defeased | | (h) On behalf of issuer | | (i) Pooled financing | |
| | | | | | | | Yes | No | Yes | No | Yes | No |
| SEE PART VI FOR COLUMN (A) CONTINUATIONS | | | | | | | | | | | | |
| INDUSTRIAL DEVELOPMENT A BOARD OF THE METRO GOVT | | ** - ** 9764 | NONE | 03/22/10 | 23,035,000. | REFUNDING OF 1999 BOND ISSUE | | X | | | | X |
| B | | | | | | | | | | | | |
| C | | | | | | | | | | | | |
| D | | | | | | | | | | | | |

| Part II Proceeds | | | | | | | | | |
|------------------|--|-----|-------------|-----|----|-----|----|-----|----|
| 1 | Amount of bonds retired | A | | B | | C | | D | |
| | | Yes | No | Yes | No | Yes | No | Yes | No |
| 2 | Amount of bonds legally defeased | | | | | | | | |
| 3 | Total proceeds of issue | | 2,512,811. | | | | | | |
| 4 | Gross proceeds in reserve funds | | 23,035,000. | | | | | | |
| 5 | Capitalized interest from proceeds | | | | | | | | |
| 6 | Proceeds in refunding escrows | | | | | | | | |
| 7 | Issuance costs from proceeds | | | | | | | | |
| 8 | Credit enhancement from proceeds | | | | | | | | |
| 9 | Working capital expenditures from proceeds | | | | | | | | |
| 10 | Capital expenditures from proceeds | | | | | | | | |
| 11 | Other spent proceeds | | | | | | | | |
| 12 | Other unspent proceeds | | | | | | | | |
| 13 | Year of substantial completion | | 2001 | | | | | | |
| 14 | Were the bonds issued as part of a current refunding issue? | X | | | | | | | |
| 15 | Were the bonds issued as part of an advance refunding issue? | | X | | | | | | |
| 16 | Has the final allocation of proceeds been made? | X | | | | | | | |
| 17 | Does the organization maintain adequate books and records to support the final allocation of proceeds? | X | | | | | | | |

| Part III Private Business Use | | | | | | | | | |
|-------------------------------|--|-----|----|-----|----|-----|----|-----|----|
| 1 | Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds? | A | | B | | C | | D | |
| | | Yes | No | Yes | No | Yes | No | Yes | No |
| 2 | Are there any lease arrangements that may result in private business use of bond-financed property? | | X | | | | | | |

Part III Private Business Use (Continued)

| | A | | B | | C | | D | |
|---|-----|----|-----|----|-----|----|-----|----|
| | Yes | No | Yes | No | Yes | No | Yes | No |
| 3a Are there any management or service contracts that may result in private business use of bond-financed property? | | X | | | | | | |
| b If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property? | | | | | | | | |
| c Are there any research agreements that may result in private business use of bond-financed property? | | X | | | | | | |
| d If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property? | | | | | | | | |
| 4 Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government | | % | | % | | % | | % |
| 5 Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government | | % | | % | | % | | % |
| 6 Total of lines 4 and 5 | | % | | % | | % | | % |
| 7 Does the bond issue meet the private security or payment test? | | X | | | | | | |
| 8a Has there been a sale or disposition of any of the bond-financed property to a non-governmental person other than a 501(c)(3) organization since the bonds were issued? | | X | | | | | | |
| b If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of | | % | | % | | % | | % |
| c If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1.141-12 and 1.145-2? | | | | | | | | |
| 9 Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1.141-12 and 1.145-2? | | X | | | | | | |

Part IV Arbitrage

| | A | | B | | C | | D | |
|--|---------------|----|-----|----|-----|----|-----|----|
| | Yes | No | Yes | No | Yes | No | Yes | No |
| 1 Has the issuer filed Form 8038-T, Arbitrage Rebate, Yield Reduction and Penalty in Lieu of Arbitrage Rebate? | | X | | | | | | |
| 2 If "No" to line 1, did the following apply? | | | | | | | | |
| a Rebate not due yet? | X | | | | | | | |
| b Exception to rebate? | | | | | | | | |
| c No rebate due? | | X | | | | | | |
| If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed | | | | | | | | |
| 3 Is the bond issue a variable rate issue? | X | | | | | | | |
| 4a Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue? | X | | | | | | | |
| b Name of provider | SUNTRUST BANK | | | | | | | |
| c Term of hedge | 5.000000 | | | | | | | |
| d Was the hedge superintegrated? | | X | | | | | | |
| e Was the hedge terminated? | | X | | | | | | |

Part IV Arbitrage (Continued)

| | A | | B | | C | | D | |
|--|-----|----|-----|----|-----|----|-----|----|
| | Yes | No | Yes | No | Yes | No | Yes | No |
| 5a Were gross proceeds invested in a guaranteed investment contract (GIC)? | | X | | | | | | |
| b Name of provider | | | | | | | | |
| c Term of GIC | | | | | | | | |
| d Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied? | | | | | | | | |
| 6 Were any gross proceeds invested beyond an available temporary period? | | X | | | | | | |
| 7 Has the organization established written procedures to monitor the requirements of section 148? | | X | | | | | | |

Part V Procedures To Undertake Corrective Action

| | A | | B | | C | | D | |
|--|-----|----|-----|----|-----|----|-----|----|
| | Yes | No | Yes | No | Yes | No | Yes | No |
| Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations? | | X | | | | | | |

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions).

SCHEDULE K, PART I, BOND ISSUES:
(A) ISSUER NAME:
INDUSTRIAL DEVELOPMENT BOARD OF THE METRO GOVT OF NASHVILLE/DAVIDSON COUNTY

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2013

Department of the Treasury
Internal Revenue Service

- ▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**
- ▶ **Attach to Form 990.**
- ▶ **Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.**

Open to Public
Inspection

Name of the organization

COUNTRY MUSIC FOUNDATION, INC.

Employer identification number

**** - *** 3887**

Part I Types of Property

| | (a) Check if applicable | (b) Number of contributions or items contributed | (c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g | (d) Method of determining noncash contribution amounts |
|---|-------------------------------|---|--|--|
| 1 Art - Works of art | | | | |
| 2 Art - Historical treasures | | | | |
| 3 Art - Fractional interests | | | | |
| 4 Books and publications | | | | |
| 5 Clothing and household goods | | | | |
| 6 Cars and other vehicles | | | | |
| 7 Boats and planes | | | | |
| 8 Intellectual property | | | | |
| 9 Securities - Publicly traded | X | 1 | 1,026,750. | QUOTED DAILY MARKET |
| 10 Securities - Closely held stock | | | | |
| 11 Securities - Partnership, LLC, or trust interests | | | | |
| 12 Securities - Miscellaneous | | | | |
| 13 Qualified conservation contribution - Historic structures | | | | |
| 14 Qualified conservation contribution - Other | | | | |
| 15 Real estate - Residential | | | | |
| 16 Real estate - Commercial | | | | |
| 17 Real estate - Other | | | | |
| 18 Collectibles | | | | |
| 19 Food inventory | | | | |
| 20 Drugs and medical supplies | | | | |
| 21 Taxidermy | | | | |
| 22 Historical artifacts | X | 43 | | |
| 23 Scientific specimens | | | | |
| 24 Archeological artifacts | | | | |
| 25 Other ▶ (<u>AUDIO VIDEO E</u>) | X | 1 | 70,000. | SALES PRICE OF NEW E |
| 26 Other ▶ (_____) | | | | |
| 27 Other ▶ (_____) | | | | |
| 28 Other ▶ (_____) | | | | |

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 - 28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

| | Yes | No |
|-----|-----|----|
| 30a | | X |
| 31 | X | |
| 32a | X | |
| 33 | | |

b If "Yes," describe the arrangement in Part II.

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

b If "Yes," describe in Part II.

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) (2013)

Part II

Supplemental Information. Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

SCHEDULE M, LINE 32B:

EXPLANATION: ORGANIZATION WILL OCCASIONALLY RECEIVE GIFTS OF PUBLICLY TRADED STOCK. THE ORGANIZATION WILL NORMALLY DEPOSIT THOSE SHARES WITH A BROKERAGE SERVICE FOR THEM TO SELL AND CONVERT TO CASH FOR THE ORGANIZATION.

SCHEDULE M, LINE 33:

EXPLANATION: DONATIONS OF ARTIFACTS ARE NOT RECORDED IN THE FINANCIAL STATEMENTS SINCE THE ORGANIZATION UNDER FAS 116 HAS ELECTED NOT TO RECOGNIZE ITS COLLECTIONS IN ITS FINANCIAL STATEMENTS.

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization

COUNTRY MUSIC FOUNDATION, INC.

Employer identification number
-*3887

FORM 990, PART I, DOING BUSINESS AS:

COUNTRY MUSIC HALL OF FAME AND MUSEUM

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

HISTORY AND TRADITIONS OF COUNTRY MUSIC AND TO EDUCATE ITS AUDIENCES.

FUNCTIONING AS A LOCAL HISTORY MUSEUM AND AS AN INTERNATIONAL ARTS

ORGANIZATION, THE CMF SERVES VISITING AND NON-VISITING AUDIENCES

INCLUDING FANS, STUDENTS, SCHOLARS, MEMBERS OF THE MUSIC INDUSTRY, AND

THE GENERAL PUBLIC—IN THE NASHVILLE AREA, THE NATION, AND THE WORLD.

FORM 990, PART VI, SECTION A, LINE 8B:

EXPLANATION: COMMITTEE MEETINGS OF THE BOARD ARE LESS FORMAL, BUT A WRITTEN

AGENDA IS PREPARED IN ADVANCE FOR EACH MEETING. SIGNIFICANT DECISIONS MUST

STILL BE APPROVED BY THE FULL VOTING BOARD.

FORM 990, PART VI, SECTION B, LINE 11:

EXPLANATION: THE ORGANIZATION DOES NOT PROVIDE A COPY OF ITS FORM 990 TO

THE ENTIRE GOVERNING BODY PRIOR TO FILING, HOWEVER, THE FINANCE DIRECTOR

REVIEWS A DRAFT OF THE 990 WITH THE BOARD CHAIR OF THE FINANCE COMMITTEE

PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C:

EXPLANATION: CMF REQUIRES EACH BOARD MEMBER TO REVIEW ITS ETHICS AND

CONFLICTS OF INTEREST POLICY ANNUALLY AND SIGN A STATEMENT DISCLOSING ANY

CONFLICTS OF INTEREST. IF CMF DETERMINES THAT A BOARD MEMBER MAY HAVE A

CONFLICT OF INTEREST RELATED TO AN ISSUE UNDER CONSIDERATION BY THE BOARD,

Name of the organization

COUNTRY MUSIC FOUNDATION, INC.

Employer identification number
-*3887

THAT BOARD MEMBER DOES NOT PARTICIPATE IN ANY DISCUSSION OR VOTING ON THE
ISSUE.

FORM 990, PART VI, SECTION B, LINE 15:

EXPLANATION: EXECUTIVE COMMITTEE MEETS AND REVIEWS COMPENSATION OF CEO FOR
SIMILAR ORGANIZATIONS. FOR OTHER KEY EMPLOYEES MANAGEMENT LOOKS AT
COMPARABLE PUBLISHED DATA FOR OTHER NON PROFITS AND CONSULTS WITH HUMAN
RESOURCE CONSULTANTS REGARDING MARKET SALARY RANGES.

FORM 990, PART VI, SECTION C, LINE 19:

EXPLANATION: THESE DOCUMENTS ARE NOT MADE AVAILABLE TO GENERAL PUBLIC.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

CHANGE IN VALUE OF INTEREST RATE SWAP AGREEMENT 547,615.

PART IX, PAGE 12, LINE 2C

EXPLANATION: THERE HAS BEEN NO CHANGE IN THE FINANCE COMMITTEE'S
PROCESS RELATED TO OVERSIGHT OF THE AUDIT PROCESS DURING THE YEAR.

Part V Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

| Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule. | | Yes | No |
|---|---|-----|----|
| 1 | During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV? | | |
| a | Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity | 1a | |
| b | Gift, grant, or capital contribution to related organization(s) | 1b | |
| c | Gift, grant, or capital contribution from related organization(s) | 1c | |
| d | Loans or loan guarantees to or for related organization(s) | 1d | |
| e | Loans or loan guarantees by related organization(s) | 1e | |
| f | Dividends from related organization(s) | 1f | |
| g | Sale of assets to related organization(s) | 1g | |
| h | Purchase of assets from related organization(s) | 1h | |
| i | Exchange of assets with related organization(s) | 1i | |
| j | Lease of facilities, equipment, or other assets to related organization(s) | 1j | |
| k | Lease of facilities, equipment, or other assets from related organization(s) | 1k | |
| l | Performance of services or membership or fundraising solicitations for related organization(s) | 1l | |
| m | Performance of services or membership or fundraising solicitations by related organization(s) | 1m | |
| n | Sharing of facilities, equipment, mailing lists, or other assets with related organization(s) | 1n | |
| o | Sharing of paid employees with related organization(s) | 1o | |
| p | Reimbursement paid to related organization(s) for expenses | 1p | |
| q | Reimbursement paid by related organization(s) for expenses | 1q | |
| r | Other transfer of cash or property to related organization(s) | 1r | |
| s | Other transfer of cash or property from related organization(s) | 1s | |

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

| | (a) Name of related organization | (b) Transaction type (a-s) | (c) Amount involved | (d) Method of determining amount involved |
|-----|-------------------------------------|-------------------------------|------------------------|--|
| (1) | | | | |
| (2) | | | | |
| (3) | | | | |
| (4) | | | | |
| (5) | | | | |
| (6) | | | | |

