

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

OMB No 1545-0047

2009

Open to Public Inspection

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2009 calendar year, or tax year beginning **AUG 1, 2009** and ending **JUL 31, 2010**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization MUSICARES FOUNDATION, INC. Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 3030 OLYMPIC BLVD. City or town, state or country, and ZIP + 4 SANTA MONICA, CA 90404	D Employer identification number 95-4470909
	E Telephone number (310) 392-3777	G Gross receipts \$ 12,197,954.
	F Name and address of principal officer: NEIL PORTNOW 3030 OLYMPIC BLVD., SANTA MONICA, CA 90404	
	H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶ N/A	
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		
J Website: ▶ WWW.GRAMMY.COM/MUSICARES		
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		
L Year of formation: 1989 M State of legal domicile: CA		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: MUSICARES PROVIDES A SAFETY NET OF CRITICAL ASSISTANCE FOR MUSIC PEOPLE IN TIMES OF NEED.		
	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	18
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	18
Revenue	5 Total number of employees (Part V, line 2a)	5	23
	6 Total number of volunteers (estimate if necessary)	6	0
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0.
	7b Net unrelated business taxable income from Form 990-T, line 34	7b	0.
Expenses	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	9,740,231.	8,691,308.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7e)	65,460.	864,935.
	11 Other revenue (Part VIII, column (A), lines 5, 6, 7e, 9c, 10c, and 11e)	94,565.	96,241.
Net Assets or Fund Balances	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	-3,247,723.	-2,113,084.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	6,652,533.	7,539,400.
	14 Benefits paid to or for members (Part IX, column (A), lines 4-6)	2,345,722.	2,530,140.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	2,007,899.	1,704,473.
Signature Block	16a Professional fundraising fees (Part IX, column (A), line 11e)	210,000.	
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,335,802.		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-14f)	1,806,718.	1,321,266.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	6,160,339.	5,765,879.
Net Assets or Fund Balances	19 Revenue less expenses. Subtract line 18 from line 12	492,194.	1,773,521.
	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	6,627,630.	8,129,610.
	22 Net assets or fund balances. Subtract line 21 from line 20	696,928.	326,676.
		5,930,702.	7,802,934.

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.			
Signature of officer NEIL PORTNOW, PRESIDENT/CEO Type or print name and title	Date 6/10/11		
Preparer's signature DELOITTE TAX LLP 350 SOUTH GRAND AVENUE, SUITE 200 LOS ANGELES, CALIFORNIA 90071-3462	Date 6/10/11	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see instructions)
Firm's name (or your firm's name if not self-employed), address, and ZIP + 4	EIN ▶	Phone no. ▶ (213) 688-0800	

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission: **SEE SCHEDULE O FOR CONTINUATION**
MUSICARES PROVIDES A SAFETY NET OF CRITICAL ASSISTANCE FOR MUSIC
PEOPLE IN TIMES OF NEED. MUSICARES' SERVICES AND RESOURCES COVER A
WIDE RANGE OF FINANCIAL, MEDICAL AND PERSONAL EMERGENCIES, AND EACH
CASE IS TREATED WITH INTEGRITY AND CONFIDENTIALITY. MUSICARES ALSO

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

If "Yes," describe these new services on Schedule O.

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

If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

SEE SCHEDULE O FOR CONTINUATION(S)

4a (Code) (Expenses \$ 2,596,360. including grants of \$ 1,769,392.) (Revenue \$ 851,645.)
THE FOUNDATION PROVIDES FINANCIAL ASSISTANCE OF UP TO \$5,000 PER
CALENDAR YEAR WITH A LIFETIME MAXIMUM OF \$10,000 TO RECORDING INDUSTRY
PERSONNEL, INCLUDING CREATIVE AND TECHNICAL PERSONNEL (I.E. MUSICIANS,
COMPOSERS, ENGINEERS, PRODUCERS, ETC.), MUSIC BUSINESS STAFF (I.E.
RECORD LABEL STAFF, MANAGEMENT COMPANIES, ENTERTAINMENT ATTORNEYS,
MUSIC RETAILERS), AND OTHER MEMBERS OF THE MUSIC COMMUNITY WHO HAVE
BEEN EMPLOYED IN THE INDUSTRY FOR AT LEAST FIVE YEARS. THESE GRANTS ARE
MADE AVAILABLE TO MUSIC PEOPLE FACING AN UNFORSEEN MEDICAL, PERSONAL,
OR FINANCIAL CRISIS. THIS CAN INCLUDE PAYMENTS FOR HEALTH CARE
PROFESSIONALS AND PRESCRIPTIONS, RENT/MORTGAGE PAYMENTS, HEALTH
INSURANCE PREMIUMS, AND COSTS FOR OTHER BASIC LIVING SUPPORT SERVICES.
THROUGH IT'S COMMUNITY OUTREACH AND EDUCATIONS PROGRAMS, THE FOUNDATION

4b (Code) (Expenses \$ 1,077,032. including grants of \$ 713,482.) (Revenue \$ 13,290.)
MAP FUND (FORMERLY ADDICTION RECOVERY INITIATIVES) - THE FOUNDATION
PROVIDES EMERGENCY FINANCIAL ASSISTANCE TO INDIVIDUALS WITHIN THE MUSIC
COMMUNITY FACING ADDICTION. THE PROGRAM MAY PROVIDE PAYMENT FOR
INPATIENT TREATMENT, SOBER LIVING AND/OR OTHER EXPENSES RELATED TO
RECOVERY. THE PROGRAM ALSO PROVIDES A SUPPORT NETWORK OF RECOVERY
RESOURCES FOR MUSIC PEOPLE WHO ARE TOURING THROUGHOUT THE COUNTRY. IN
ADDITION THE FOUNDATION ALSO PROVIDES WORKSHOPS AND COORDINATES
MEETINGS OF INDUSTRY PROFESSIONALS TO DISCUSS THE PROBLEMS OF CHEMICAL
DEPENDENCY AND DISCUSS SPECIFIC STRATEGIES FOR INTERVENTION FOR
INDIVIDUALS WITHIN THE MUSIC COMMUNITY.

4c (Code) (Expenses \$ 25,000. including grants of \$ 25,000.) (Revenue \$)
THE FOUNDATION IS WORKING TO PROVIDE MEMBERS OF THE MUSIC COMMUNITY
WITH AFFORDABLE HOUSING OPTIONS THROUGH THE DEVELOPMENT OF A SENIOR
HOUSING FACILITY AND/OR OTHER SERVICES AND PROGRAMS, INCLUDING
FINANCIAL ASSISTANCE FOR RENT, MORTGAGE, AND OTHER HOUSING RELATED
EXPENSES. A FEASIBILITY STUDY IS UNDERWAY WITH THE ACTORS FUNDS HOUSING
DEVELOPMENT CORP. FOR LOW COST HOUSING IN THE LOS ANGELES AREA.

4d Other program services. (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses \$ 3,698,392.

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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)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II		X
5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III	N/A	
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part 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? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V		X
11 Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable	X	
• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI.	X	
• 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? If "Yes," complete Schedule D, Part VII		
• 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? If "Yes," complete Schedule D, Part VIII		
• 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? If "Yes," complete Schedule D, Part IX		
• Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		
• 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? If "Yes," complete Schedule D, Part X		
12 Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII.	X	
12A Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional	Yes	No
		X
13 Is the organization a school described in section 170(b)(1)(A)(i)? If "Yes," complete Schedule E		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, and program service activities outside the United States? If "Yes," complete Schedule F, Part I	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II	X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III	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? If "Yes," complete Schedule G, Part 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? If "Yes," complete Schedule G, Part II	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H		X

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Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States 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 and 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 25.		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	N/A	
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?	N/A	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	N/A	
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 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," 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 a grant selection committee member, or to a person related to such an individual? 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 of the organization (or a family member) 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, Parts II, III, IV, and V, line 1.		X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2.		X
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 11 and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

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Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable	1a 27		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b 0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 23		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)	2b	X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a		X
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	N/A	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b If "Yes," enter the name of the foreign country. ▶ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5c	N/A	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	N/A	
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	X	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d N/A		
e Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g		X
h For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h	X	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	N/A	
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a	N/A	
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b	N/A	
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12	10a	N/A	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	N/A	
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders	11a	N/A	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	N/A	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	N/A	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	N/A	

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Part VII 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.**Section A. Governing Body and Management**

	Yes	No
1a Enter the number of voting members of the governing body	18	
1b Enter the number of voting members that are independent	18	
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 organizational documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a material diversion of the organization's assets?		X
6 Does the organization have members or stockholders?		X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
7b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b 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 Does the organization have local chapters, branches, or affiliates?	X	
b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	X	
11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	X	
11A Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	X	
13 Does the organization have a written whistleblower policy?	X	
14 Does 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?		
a The organization's CEO, Executive Director, or top management official	X	
b Other officers or key employees of the organization	X	
If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.)		
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
b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	N/A	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed: **CA, GA, IL, NY, PA, TN, NJ, FL, SC, AZ, UT, VA**

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.

☒ Own website ☒ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **JUDY WONG - (310) 392-3777**
3030 OLYMPIC BLVD., SANTA MONICA, CA 90404-0000

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Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**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. Use Schedule J-2 if additional space is needed.

• 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. 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 the organization did not compensate any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(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			
JOHN PLATT DIRECTOR	1.50	X						0.	0.	0.
SCOTT PASCUCCI SECRETARY/TREASURER	1.50	X						0.	0.	0.
STEVE CANEPA DIRECTOR	1.50	X						0.	0.	0.
JAMES "JIMMY JAM" HARRIS DIRECTOR	1.50	X						0.	0.	0.
FLETCHER POSTER DIRECTOR	1.50	X						0.	0.	0.
JERRY GREENBERG DIRECTOR	1.50	X						0.	0.	0.
NEIL FORTNOW PRESIDENT	1.50	X						0.	0.	0.
DOOG FRANK DIRECTOR	1.50	X						0.	0.	0.
MARTIN BANDIER DIRECTOR	1.50	X						0.	0.	0.
TERO OJANPERA DIRECTOR	1.50	X						0.	0.	0.
TOM POLEMAN DIRECTOR	1.50	X						0.	0.	0.
GARY VELORIC DIRECTOR	1.50	X						0.	0.	0.
TIM LEIWEKE DIRECTOR	1.50	X						0.	0.	0.
PAUL CAINE CHAIRMAN	1.50	X						0.	0.	0.
KEV LEVITAN VICE CHAIR	1.50	X						0.	0.	0.
JOHN BRANCA CHAIR EMERITUS	1.50	X						0.	0.	0.
GEORGE FLANIGEN DIRECTOR	1.50	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	(C) Position (check all that apply)						(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			
MARY PATTIZ DIRECTOR	1.50	X						0.	0.	0.
KRISTEN MADSEN SVP, FOUNDATIONS	20.00			X				136,228.	0.	0.
DANA TOMARKEN VP, FOUNDATIONS	20.00			X				152,335.	0.	39,197.
SCOTT GOLDMAN VP, FOUNDATIONS	20.00			X				102,266.	0.	0.
DEBBIE CARROLL EVP, HEALTH & HUMAN SVCS	40.00				X			105,191.	0.	17,969.
JUDY WONG DIRECTOR/CONTROLLER	20.00				X			122,700.	0.	29,465.
1b Total								618,720.	0.	86,631.

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

- 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
- 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
- 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		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.

(A) Name and business address	(B) Description of services	(C) Compensation
BOUNCE EVENT MARKETING, 800 WEST OLYMPIC BLVD., LOS ANGELES, CA 90015	EVENT PRODUCTION SERVICES	948,205.
COMMUNITY COUNSELLING SERVICE CO., LLC P.O. BOX 27462, NEW YORK, NY 10087-7462	FUNDRAISING SERVICES	210,000.
ARAMARK SPORT & ENTERTAINMENT, 1201 S. FIGUEROA ST., LOS ANGELES, CA 90015	CATERING SERVICES	188,133.
CUMBERLAND HEIGHTS 8283 RIVER ROAD, NASHVILLE, TN 37209	SOBRIETY TREATMENT	174,818.
BLUE CROSS OF CALIFORNIA DEPT 5812, LOS ANGELES, CA 90074	HEALTH INSURANCE	141,869.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **7**

Form 990 (2009)

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c	4,808,797.			
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	3,882,511.			
	g Noncash contributions included in lines 1a-1f \$		1,818,566.			
	h Total. Add lines 1a-1f		8,691,308.			
Program Service Revenue	2 a FINANCIAL ASSISTANCE P	Business Code	541200	851,645.	851,645.	
	b MAP FUND PROGRAM DONAT		541100	13,290.	13,290.	
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		864,935.			
	Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)			96,637.	
4 Income from investment of tax-exempt bond proceeds						
5 Royalties						
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 (ii) Other	1320885.			
b Less cost or other basis and sales expenses			1321281.			
c Gain or (loss)			-396.			
d Net gain or (loss)			-396.			-396.
8 a Gross income from fundraising events (not including \$ 4808797. of contributions reported on line 1c). See Part IV, line 18		a	1224189.			
b Less: direct expenses		b	3337273.			
c Net income or (loss) from fundraising events			-2113084.			-2113084.
9 a Gross income from gaming activities. See Part IV, line 19		a				
b Less direct expenses		b				
c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances		a				
b Less. cost of goods sold	b					
c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code				
11 a						
b						
c						
d All other revenue						
e Total. Add lines 11a-11d						
12 Total revenue. See instructions.		7,539,400.	864,935.	0.	-2016843.	

Part IV Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

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 U.S. See Part IV, line 21	53,707.	53,707.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	2,439,974.	2,439,974.		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	36,459.	36,459.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	476,881.	41,991.	131,135.	303,755.
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	987,717.	625,085.	72,187.	290,445.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	-28,803.	-829.	2,069.	-30,043.
9 Other employee benefits	160,396.	94,572.	27,837.	37,987.
10 Payroll taxes	108,282.	51,827.	14,672.	41,783.
11 Fees for services (non-employees):				
a Management	48,665.		31,598.	17,067.
b Legal	81,750.		81,750.	
c Accounting				
d Lobbying	210,000.			210,000.
e Professional fundraising services. See Part IV, line 17	16,607.		16,607.	
f Investment management fees	259,672.	76,761.	70,428.	112,483.
g Other	2,050.	1,400.		650.
12 Advertising and promotion	35,515.	17,657.	8,565.	9,293.
13 Office expenses	28,373.	12,730.	11,362.	4,281.
14 Information technology				
15 Royalties	290,630.	133,400.	114,597.	42,633.
16 Occupancy	85,683.	52,994.	18,316.	14,373.
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates	19,975.		19,975.	
22 Depreciation, depletion, and amortization	34,146.	17,628.	12,039.	4,479.
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a PRODUCTION COSTS	182,081.	0.	0.	182,081.
b PRINTING	43,657.	14,771.	2,637.	26,249.
c GRAMMY TICKETS	35,800.	0.	8,000.	27,800.
d UTILITIES AND TELEPHONE	28,480.	16,513.	8,572.	3,395.
e REPAIRS AND MAINTENANCE	26,089.	9,585.	6,264.	10,240.
f All other expenses	102,093.	2,167.	73,075.	26,851.
25 Total functional expenses. Add lines 1 through 24f	5,765,879.	3,698,392.	731,685.	1,335,802.
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

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

OMB No 1545-0047

2009

Open to Public Inspection

▶ The organization may have to use a copy of this return to satisfy state reporting requirements.

A For the 2009 calendar year, or tax year beginning **AUG 1, 2009** and ending **JUL 31, 2010**

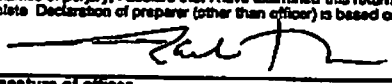
B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization MUSICARES FOUNDATION, INC. Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 3030 OLYMPIC BLVD. City or town, state or country, and ZIP + 4 SANTA MONICA, CA 90404	D Employer identification number 95-4470909
	F Name and address of principal officer: NEIL PORTNOW 3030 OLYMPIC BLVD., SANTA MONICA, CA 90404	E Telephone number (310) 392-3777
	G Gross receipts \$ 12,197,954.	H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "No," attach a list (see instructions) H(c) Group exemption number ▶ N/A
	I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 J Website: ▶ WWW.GRAMMY.COM/MUSICARES	K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶ L Year of formation: 1989 M State of legal domicile: CA

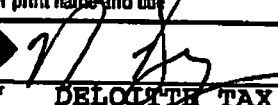
Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: MUSICARES PROVIDES A SAFETY NET OF CRITICAL ASSISTANCE FOR MUSIC PEOPLE IN TIMES OF NEED.		
	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	18
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	18
Revenue	5 Total number of employees (Part V, line 2a)	5	23
	6 Total number of volunteers (estimate if necessary)	6	0
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	0.
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0.
Expenses	8 Contributions and grants (Part VIII, line 1h)	Prior Year 9,740,231.	Current Year 8,691,308.
	9 Program service revenue (Part VIII, line 2g)	65,460.	864,935.
	10 Investment income (Part VIII, column (A), lines 3, 4 and 7a)	94,565.	96,241.
	11 Other revenue (Part VIII, column (A), lines 5, 6a, 7b, 9c, 10c and 11a)	-3,247,723.	-2,113,084.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	6,652,533.	7,539,400.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	2,345,722.	2,530,140.
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	2,007,899.	1,704,473.
	16a Professional fundraising fees (Part IX, column (A), line 11a)		210,000.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,335,802.		
Net Assets or Fund Balances	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	1,806,718.	1,321,266.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	6,160,339.	5,765,879.
	19 Revenue less expenses. Subtract line 18 from line 12	492,194.	1,773,521.
	20 Total assets (Part X, line 16)	Beginning of Current Year 6,627,630.	End of Year 8,129,610.
Part II Signature Block	21 Total liabilities (Part X, line 26)	696,928.	326,676.
	22 Net assets or fund balances. Subtract line 21 from line 20	5,930,702.	7,802,934.

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.

Signature of officer:  Date: **6/10/11**
NEIL PORTNOW PRESIDENT/CEO
 Type or print name and title

Preparer's signature:  Date: **6/10/11** Check if self-employed ☐
 Firm's name (or yours if self-employed, address, and ZIP + 4): **DELOITTE TAX LLP**
350 SOUTH GRAND AVENUE, SUITE 200
LOS ANGELES, CALIFORNIA 90071-3462
 Preparer's identifying number (see instructions): **EIN ▶**
 Phone no. ▶ **(213) 688-0800**

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission: SEE SCHEDULE O FOR CONTINUATION
 MUSICARES PROVIDES A SAFETY NET OF CRITICAL ASSISTANCE FOR MUSIC
 PEOPLE IN TIMES OF NEED. MUSICARES' SERVICES AND RESOURCES COVER A
 WIDE RANGE OF FINANCIAL, MEDICAL AND PERSONAL EMERGENCIES, AND EACH
 CASE IS TREATED WITH INTEGRITY AND CONFIDENTIALITY. MUSICARES ALSO

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

If "Yes," describe these new services on Schedule O.

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

If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

SEE SCHEDULE O FOR CONTINUATION(S)

4a (Code) (Expenses \$ 2,596,360. including grants of \$ 1,769,392.) (Revenue \$ 851,645.)
 THE FOUNDATION PROVIDES FINANCIAL ASSISTANCE OF UP TO \$5,000 PER
 CALENDAR YEAR WITH A LIFETIME MAXIMUM OF \$10,000 TO RECORDING INDUSTRY
 PERSONNEL, INCLUDING CREATIVE AND TECHNICAL PERSONNEL (I.E. MUSICIANS,
 COMPOSERS, ENGINEERS, PRODUCERS, ETC.), MUSIC BUSINESS STAFF (I.E.
 RECORD LABEL STAFF, MANAGEMENT COMPANIES, ENTERTAINMENT ATTORNEYS,
 MUSIC RETAILERS), AND OTHER MEMBERS OF THE MUSIC COMMUNITY WHO HAVE
 BEEN EMPLOYED IN THE INDUSTRY FOR AT LEAST FIVE YEARS. THESE GRANTS ARE
 MADE AVAILABLE TO MUSIC PEOPLE FACING AN UNFORSEEN MEDICAL, PERSONAL,
 OR FINANCIAL CRISIS. THIS CAN INCLUDE PAYMENTS FOR HEALTH CARE
 PROFESSIONALS AND PRESCRIPTIONS, RENT/MORTGAGE PAYMENTS, HEALTH
 INSURANCE PREMIUMS, AND COSTS FOR OTHER BASIC LIVING SUPPORT SERVICES.
 THROUGH IT'S COMMUNITY OUTREACH AND EDUCATIONS PROGRAMS, THE FOUNDATION

4b (Code) (Expenses \$ 1,077,032. including grants of \$ 713,482.) (Revenue \$ 13,290.)
 MAP FUND (FORMERLY ADDICTION RECOVERY INITIATIVES) - THE FOUNDATION
 PROVIDES EMERGENCY FINANCIAL ASSISTANCE TO INDIVIDUALS WITHIN THE MUSIC
 COMMUNITY FACING ADDICTION. THE PROGRAM MAY PROVIDE PAYMENT FOR
 INPATIENT TREATMENT, SOBER LIVING AND/OR OTHER EXPENSES RELATED TO
 RECOVERY. THE PROGRAM ALSO PROVIDES A SUPPORT NETWORK OF RECOVERY
 RESOURCES FOR MUSIC PEOPLE WHO ARE TOURING THROUGHOUT THE COUNTRY. IN
 ADDITION THE FOUNDATION ALSO PROVIDES WORKSHOPS AND COORDINATES
 MEETINGS OF INDUSTRY PROFESSIONALS TO DISCUSS THE PROBLEMS OF CHEMICAL
 DEPENDENCY AND DISCUSS SPECIFIC STRATEGIES FOR INTERVENTION FOR
 INDIVIDUALS WITHIN THE MUSIC COMMUNITY.

4c (Code) (Expenses \$ 25,000. including grants of \$ 25,000.) (Revenue \$)
 THE FOUNDATION IS WORKING TO PROVIDE MEMBERS OF THE MUSIC COMMUNITY
 WITH AFFORDABLE HOUSING OPTIONS THROUGH THE DEVELOPMENT OF A SENIOR
 HOUSING FACILITY AND/OR OTHER SERVICES AND PROGRAMS, INCLUDING
 FINANCIAL ASSISTANCE FOR RENT, MORTGAGE, AND OTHER HOUSING RELATED
 EXPENSES. A FEASIBILITY STUDY IS UNDERWAY WITH THE ACTORS FUNDS HOUSING
 DEVELOPMENT CORP. FOR LOW COST HOUSING IN THE LOS ANGELES AREA.

4d Other program services. (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses \$ 3,698,392.

Form 990 (2009)

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)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II		X
5 Section 501(c)(4), 501(c)(6), and 501(c)(29) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III	N/A	
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part 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? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V	X	
11 Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable	X	
• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI		
• 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? If "Yes," complete Schedule D, Part VII		
• 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? If "Yes," complete Schedule D, Part VIII		
• 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? If "Yes," complete Schedule D, Part IX		
• Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		
• 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? If "Yes," complete Schedule D, Part X		
12 Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII.	X	
12A Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional	Yes	No
		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		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, and program service activities outside the United States? If "Yes," complete Schedule F, Part I	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II	X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III	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? If "Yes," complete Schedule G, Part 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? If "Yes," complete Schedule G, Part II	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H		X

Form 990 (2009)

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States 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 and 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 25		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	N/A	
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?	N/A	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	N/A	
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 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," 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 a grant selection committee member, or to a person related to such an individual? 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 of the organization (or a family member) 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, Parts II, III, IV, and V, line 1		X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2		X
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 11 and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

Form 990 (2009)

Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable	1a 27		
b Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b 0		
c Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	X	
2a Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a 23		
b If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note: If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions)	2b	X	
3a Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a		X
b If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	N/A	
4a At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a		X
b If "Yes," enter the name of the foreign country: See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.			
5a Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a		X
b Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b		X
c If "Yes," to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5c	N/A	
6a Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a		X
b If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	N/A	
7 Organizations that may receive deductible contributions under section 170(c).			
a Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X	
b If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	X	
c Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c		X
d If "Yes," indicate the number of Forms 8282 filed during the year	7d N/A		
e Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e		X
f Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f		X
g For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g		X
h For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h	X	
8 Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	N/A	
9 Sponsoring organizations maintaining donor advised funds.			
a Did the organization make any taxable distributions under section 4966?	9a	N/A	
b Did the organization make a distribution to a donor, donor advisor, or related person?	9b	N/A	
10 Section 501(c)(7) organizations. Enter:			
a Initiation fees and capital contributions included on Part VIII, line 12	10a	N/A	
b Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	N/A	
11 Section 501(c)(12) organizations. Enter:			
a Gross income from members or shareholders	11a	N/A	
b Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	N/A	
12a Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	N/A	
b If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	N/A	

Form 990 (2009)

Part VII 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.**Section A. Governing Body and Management**

	Yes	No
1a Enter the number of voting members of the governing body	18	
b Enter the number of voting members that are independent	18	
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 organizational documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a material diversion of the organization's assets?		X
6 Does the organization have members or stockholders?		X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b 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 Does the organization have local chapters, branches, or affiliates?	X	
b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	X	
11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	X	
11A Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Does the organization have a written conflict of interest policy? If "No," go to line 13	X	
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	X	
13 Does the organization have a written whistleblower policy?	X	
14 Does 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?		
a The organization's CEO, Executive Director, or top management official	X	
b Other officers or key employees of the organization	X	
If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.)		
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
b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	N/A	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► CA, GA, IL, NY, PA, TN, NJ, FL, SC, AZ, UT, VA

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
☒ Own website ☒ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization ►
 JUDY WONG - (310) 392-3777
 3030 OLYMPIC BLVD., SANTA MONICA, CA 90404-0000

Form 990 (2009)

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**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. Use Schedule J-2 if additional space is needed.

• 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. 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 the organization did not compensate any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(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			
JOHN FLATT DIRECTOR	1.50	X						0.	0.	0.
SCOTT PASCUCCI SECRETARY/TREASURER	1.50	X						0.	0.	0.
STEVE CAHEPA DIRECTOR	1.50	X						0.	0.	0.
JAMES "JIMMY JAM" HARRIS DIRECTOR	1.50	X						0.	0.	0.
FLETCHER POSTER DIRECTOR	1.50	X						0.	0.	0.
JERRY GREENBERG DIRECTOR	1.50	X						0.	0.	0.
NEIL FORTNOW PRESIDENT	1.50	X						0.	0.	0.
DOGG FRANK DIRECTOR	1.50	X						0.	0.	0.
MARTIN BANDIER DIRECTOR	1.50	X						0.	0.	0.
TERO OJANPERA DIRECTOR	1.50	X						0.	0.	0.
TOM POLEMAN DIRECTOR	1.50	X						0.	0.	0.
GARY VELORIC DIRECTOR	1.50	X						0.	0.	0.
TIM LEIWEKE DIRECTOR	1.50	X						0.	0.	0.
PAUL CAINE CHAIRMAN	1.50	X						0.	0.	0.
KEN LEVITAN VICE CHAIR	1.50	X						0.	0.	0.
JOHN BRANCA CHAIR EMERITUS	1.50	X						0.	0.	0.
GEORGE FLANIGEN DIRECTOR	1.50	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	(C) Position (check all that apply)						(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			
MARY PATTIE DIRECTOR	1.50	X						0.	0.	0.
KRISTEN MADSEN SVP, FOUNDATIONS	20.00			X				136,228.	0.	0.
DANA TOMARKEN VP, FOUNDATIONS	20.00			X				152,335.	0.	39,197.
SCOTT GOLDMAN VP, FOUNDATIONS	20.00			X				102,266.	0.	0.
DEBBIE CARROLL EVP, HEALTH & HUMAN SVCS	40.00					X		105,191.	0.	17,969.
JUDY WONG DIRECTOR/CONTROLLER	20.00					X		122,700.	0.	29,465.
1b Total								618,720.	0.	86,631.

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

- 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
- 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
- 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		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.

(A) Name and business address	(B) Description of services	(C) Compensation
BOUNCE EVENT MARKETING, 800 WEST OLYMPIC BLVD., LOS ANGELES, CA 90015	EVENT PRODUCTION SERVICES	948,205.
COMMUNITY COUNSELLING SERVICE CO., LLC P.O. BOX 27462, NEW YORK, NY 10087-7462	FUNDRAISING SERVICES	210,000.
ARAMARK SPORT & ENTERTAINMENT, 1201 S. FIGUEROA ST., LOS ANGELES, CA 90015	CATERING SERVICES	188,133.
CUMBERLAND HEIGHTS 8283 RIVER ROAD, NASHVILLE, TN 37209	SOBRIETY TREATMENT	174,818.
BLUE CROSS OF CALIFORNIA DEPT 5812, LOS ANGELES, CA 90074	HEALTH INSURANCE	141,869.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **7**

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Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c	4,808,797.			
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	3,882,511.			
	g Noncash contributions included in lines 1a-1f \$		1,818,566.			
	h Total. Add lines 1a-1f		8,691,308.			
Program Service Revenue	2 a FINANCIAL ASSISTANCE P	Business Code 541200	851,645.	851,645.		
	b MAP FUND PROGRAM DONAT	541100	13,290.	13,290.		
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f		864,935.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		96,637.			96,637.
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	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 (ii) Other	1320885.			
	b Less cost or other basis and sales expenses		1321281.			
	c Gain or (loss)		-396.			
	d Net gain or (loss)		-396.			-396.
	8 a Gross income from fundraising events (not including \$ 4808797. of contributions reported on line 1c). See Part IV, line 18	a	1224189.			
	b Less: direct expenses	b	3337273.			
	c Net income or (loss) from fundraising events		-2113084.			-2113084.
	9 a Gross income from gaming activities. See Part IV, line 19	a				
b Less direct expenses	b					
c Net income or (loss) from gaming activities						
10 a Gross sales of inventory, less returns and allowances	a					
b Less cost of goods sold	b					
c Net income or (loss) from sales of inventory						
Miscellaneous Revenue		Business Code				
11 a						
b						
c						
d All other revenue						
e Total. Add lines 11a-11d						
12 Total revenue. See instructions.		7,539,400.	864,935.	0.	-2016843.	

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) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 8b, 7b, 8b, 8b, 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 U.S. See Part IV, line 21	53,707.	53,707.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	2,439,974.	2,439,974.		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	36,459.	36,459.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	476,881.	41,991.	131,135.	303,755.
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	987,717.	625,085.	72,187.	290,445.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	-28,803.	-829.	2,069.	-30,043.
9 Other employee benefits	160,396.	94,572.	27,837.	37,987.
10 Payroll taxes	108,282.	51,827.	14,672.	41,783.
11 Fees for services (non-employees):				
a Management	48,665.		31,598.	17,067.
b Legal	81,750.		81,750.	
c Accounting				
d Lobbying	210,000.			210,000.
e Professional fundraising services. See Part IV, line 17	16,607.		16,607.	
f Investment management fees	259,672.	76,761.	70,428.	112,483.
g Other	2,050.	1,400.		650.
12 Advertising and promotion	35,515.	17,657.	8,565.	9,293.
13 Office expenses	28,373.	12,730.	11,362.	4,281.
14 Information technology				
15 Royalties				
16 Occupancy	290,630.	133,400.	114,597.	42,633.
17 Travel	85,683.	52,994.	18,316.	14,373.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	19,975.		19,975.	
23 Insurance	34,146.	17,628.	12,039.	4,479.
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a PRODUCTION COSTS	182,081.	0.	0.	182,081.
b PRINTING	43,657.	14,771.	2,637.	26,249.
c GRAMMY TICKETS	35,800.	0.	8,000.	27,800.
d UTILITIES AND TELEPHONE	28,480.	16,513.	8,572.	3,395.
e REPAIRS AND MAINTENANCE	26,089.	9,585.	6,264.	10,240.
f All other expenses	102,093.	2,167.	73,075.	26,851.
25 Total functional expenses. Add lines 1 through 24f	5,765,879.	3,698,392.	731,685.	1,335,802.
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	900.	1	1,200.
	2 Savings and temporary cash investments	4,688,413.	2	3,461,280.
	3 Pledges and grants receivable, net	594,727.	3	1,285,540.
	4 Accounts receivable, net	109,710.	4	404,660.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	17,670.	9	83,952.
	10a Land, buildings, and equipment, cost or other basis. Complete Part VI of Schedule D	10a 139,168.		
	b Less accumulated depreciation	10b 113,789.		
	11 Investments - publicly traded securities	45,354.	10c	25,379.
	12 Investments - other securities. See Part IV, line 11	925,650.	11	2,635,583.
	13 Investments - program-related. See Part IV, line 11		12	
	14 Intangible assets		13	
	15 Other assets. See Part IV, line 11	245,206.	14	
16 Total assets. Add lines 1 through 15 (must equal line 34)	245,206.	15	232,016.	
	6,627,630.	16	8,129,610.	
Liabilities	17 Accounts payable and accrued expenses	224,601.	17	217,100.
	18 Grants payable		18	
	19 Deferred revenue	29,201.	19	36,099.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 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	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D	443,126.	25	73,477.
	26 Total liabilities. Add lines 17 through 25	696,928.	26	326,676.
	Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.		
27 Unrestricted net assets		5,232,736.	27	6,041,796.
28 Temporarily restricted net assets		697,966.	28	1,761,138.
29 Permanently restricted net assets			29	
Organizations that do not follow SFAS 117, 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	5,930,702.	33	7,802,934.	
34 Total liabilities and net assets/fund balances	6,627,630.	34	8,129,610.	

Form 990 (2009)

Part XI Financial Statements and Reporting

1 Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ 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?

b Were the organization's financial statements audited by an independent accountant?

c 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

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both.

☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis

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?

b 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.

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b	N/A	

Form 990 (2009)

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No. 1545-0047

2009

Open to Public Inspection

Name of the organization

MUSICARES FOUNDATION, INC.

Employer identification number
95-4470909

Part I	Reason for Public Charity Status (All organizations must complete this part.) See instructions.
---------------	--

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).

2 ☐ A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)

3 ☐ A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).

4 ☐ A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____

5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)

6 ☐ A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).

7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)

8 ☐ A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)

9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)

10 ☐ An organization organized and operated exclusively to test for public safety. See section 509(a)(4).

11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.

a ☐ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other

e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).

f ☐ If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box _____

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? _____

(ii) A family member of a person described in (i) above? _____

(iii) A 35% controlled entity of a person described in (i) or (ii) above? _____

h Provide the following information about the supported organization(s).

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

[illegible]

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

Schedule A (Form 990 or 990-EZ) 2008

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.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	10632789.	8334783.	8317057.	9730691.	8691308.	45706628.
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	10632789.	8334783.	8317057.	9730691.	8691308.	45706628.
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)						13581421.
6 Public support. Subtract line 5 from line 4.						32125207.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4	10632789.	8334783.	8317057.	9730691.	8691308.	45706628.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	198,903.	271,409.	224,373.	105,384.	96,637.	896,706.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						46603334.
12 Gross receipts from related activities, etc. (see instructions)					12	5,550,140.
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 2009 (line 6, column (f) divided by line 11, column (f))	14	68.93 %
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	60.55 %
16a 33 1/3% support test - 2009. 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 - 2008. 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 - 2009. 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 - 2008. 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"/>

Schedule A (Form 990 or 990-EZ) 2009

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.)**Section A. Public Support**

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(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 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

- 19a 33 1/3% support tests - 2009. 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 - 2008. 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 ▶ ☐

Schedule A (Form 990 or 990-EZ) 2009

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, 11, or 12.

► Attach to Form 990. ► See separate instructions.

OMB No. 1545-0047

2009Open to Public
Inspection

Name of the organization

MUSICARES FOUNDATION, INC.

Employer identification number

95-4470909**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. **N/A**

	(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. **N/A**

1 Purpose(s) of conservation easements held by the organization (check all that apply).
☐ Preservation of land for public use (e.g., recreation or pleasure) ☐ 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	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?

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)?

9 In Part XIV, 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. **N/A**

1a If the organization elected, as permitted under SFAS 116, 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 XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116, 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 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 XIV.

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 organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

N/A

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 XIV 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 XIV.

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	594,727.				
b Contributions	1,397,525.	594,727.			
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance	1,992,252.	594,727.			

2 Provide the estimated percentage of the year end balance held as:

- a Board designated or quasi-endowment ☐ %
 b Permanent endowment ☐ %
 c Term endowment ☒ 100.00 %

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"/>
3b	N/A	

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

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		73,787.	48,516.	25,271.
e Other		65,381.	65,273.	108.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				25,379.

Schedule D (Form 990) 2009

N/A

Part VII Investments - Program Related. See Form 990, Part X, line 13.

N/A

Total. (Col (b) must equal Form 990, Part X, col (B) line 13.)

N/A

Total. (Column (b) must equal Form 990, Part X, col (B) line 15.)

2. FIN 48 Footnote. In Part XIV, 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.

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	7,539,400.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	5,765,879.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	1,773,521.
4	Net unrealized gains (losses) on investments	4	98,711.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	98,711.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	1,872,232.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	10,975,386.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	98,711.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	3,337,275.
e	Add lines 2a through 2d	2e	3,435,986.
3	Subtract line 2e from line 1	3	7,539,400.
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	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	7,539,400.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	9,103,154.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	3,337,275.
e	Add lines 2a through 2d	2e	3,337,275.
3	Subtract line 2e from line 1	3	5,765,879.
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	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	5,765,879.

Part XIV Supplemental Information

Complete this part to 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, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

PART V, LINE 4: TO PROVIDE ONGOING FUNDING OF OPERATIONAL AND PROGRAM

EXPENSES.

PART XII, LINE 2D: SPECIAL EVENT EXPENSES ARE TO BE INCLUDED IN REVENUE.

PART XIII, LINE 2D: SPECIAL EVENT EXPENSES ARE TO BE EXCLUDED FROM

EXPENSES.

Part XIV Supplemental Information (continued)

PART X: IN JUNE 2006, THE FASB ISSUED FASB ASC 740, INCOME TAXES. FASB ASC 740 CLARIFIES THE ACCOUNTING FOR UNCERTAINTIES IN INCOME TAXES. FASB ASC 740 IS EFFECTIVE FOR MUSICARES FOUNDATION FOR FISCAL YEARS BEGINNING AUGUST 1, 2009. MUSICARES FOUNDATION DOES NOT BELIEVE THAT THE ADOPTION OF FASB ASC 740 WILL HAVE A MATERIAL EFFECT ON MUSICARES FOUNDATION'S FINANCIAL STATEMENTS.

Schedule F
(Form 990)

Department of the Treasury
Internal Revenue Service

Statement of Activities Outside the United States

▶ Complete if the organization answered "Yes" to Form 990,
Part IV, line 14b, 15, or 16.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2009

Open to Public
Inspection

Name of the organization

Employer identification number

MUSICARES FOUNDATION, INC.

95-4470909

Part I General Information on Activities Outside the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

1 For grantmakers. Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No

2 For grantmakers. Describe in Part IV the organization's procedures for monitoring the use of grant funds outside the United States.

3 Activities per Region. (Use Schedule F-1 (Form 990) if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for region
CENTRAL AMERICA & THE CARIBBEAN	0	0	PROGRAM SERVICES	SUBSTANCE ABUSE TREATMENT	28,000.
Totals	0	0			28,000.

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

Schedule F (Form 990) 2009

(a) Type of grant or assistance	(b) Region	(c) Number of recipients	(d) Amount of cash grant	(e) Manner of cash disbursement	(f) Amount of non-cash assistance	(g) Description of non-cash assistance	(h) Method of valuation (book, FMV, appraisal, other)
FINANCIAL ASSISTANCE TO COVER MORTGAGE	NORTH AMERICA	1	2,700	CHECK	0.		
FINANCIAL ASSISTANCE TO COVER MEDICAL EXPENSES	NORTH AMERICA	1	3,000	CHECK	0.		
FINANCIAL ASSISTANCE WITH RENT	SOUTH ASIA	1	1,000	CHECK	0.		
FINANCIAL ASSISTANCE WITH MEDICAL INSURANCE	EUROPE (INCLUDING ICELAND & GREENLAND)	1	1,500	CHECK	0.		
FINANCIAL ASSISTANCE FOR MEDICAL	NORTH AMERICA	1	259	CHECK	0.		

Part IV Supplemental Information

Complete this part to provide the information required in Part I, line 2, and any additional information.

SCHEDULE F, PART I, LINE 2: GRANT FUNDS REPORTED IN PART II WERE PROVIDED TO FOUR RECIPIENTS WHO EACH RECEIVED A 28-DAY INPATIENT SUBSTANCE ABUSE TREATMENT. MUSICARES RECEIVED WEEKLY PROGRESS REPORTS FROM CROSSROADS WHICH ENSURES OUR CLIENTS REMAIN IN TREATMENT.

FINANCIAL ASSISTANCE REPORTED IN PART III WERE PROVIDED TO INDIVIDUALS WITHIN THE MUSIC COMMUNITY, INCLUDING, BUT NOT LIMITED TO, PAYMENTS MADE TO THIRD PARTY VENDORS ON BEHALF OF INDIGENT RECORDING INDUSTRY PERSONNEL FOR MORTGAGE/RENT, VEHICLES, INSURANCE, UTILITIES, FUNERAL/BURIAL SERVICES, AND MEDICAL SERVICES.

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No. 1545-0047

2009

Open To Public Inspection

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.**
▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

Name of the organization

Employer identification number
95-4470909

Part I

Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a ☒ Mail solicitations
- b ☒ Internet and email solicitations
- c ☒ Phone solicitations
- d ☒ In-person solicitations
- e ☒ Solicitation of non-government grants
- f ☐ Solicitation of government grants
- g ☒ Special fundraising events

2 a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?

☒ Yes ☐ No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
COMMUNITY COUNSELING SERVICE CO., LLC	FUNDRAISING CONSULTING		X	1,397,525.	210,000.	1,187,525.
Total				1,397,525.	210,000.	1,187,525.

3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. 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))
		POTY DINNER/AUCTION (event type)	MAP FUND CONCERT (event type)	2 (total number)	
Revenue	1 Gross receipts	5,509,589.	101,955.	421,442.	6,032,986.
	2 Less: Charitable contributions	4,583,217.	80,755.	144,825.	4,808,797.
	3 Gross income (line 1 minus line 2)	926,372.	21,200.	276,617.	1,224,189.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	115,288.	23,600.		138,888.
	7 Food and beverages	246,023.	17,015.	7,857.	270,895.
	8 Entertainment			4,700.	4,700.
	9 Other direct expenses	2,833,944.	63,418.	25,428.	2,922,790.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(3,337,273)
	11 Net income summary. Combine line 3, column (d), and line 10				-2,113,084.

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.

N/A

		(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				
	2 Cash prizes				
Direct Expenses	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. Combine line 1, column (d), and line 7				

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?

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?

b If "Yes," explain: _____

11 Does the organization operate gaming activities with nonmembers?

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming?

	Yes	No
9a		
10a		
11		
12		

13 Indicate the percentage of gaming activity operated in:**a** The organization's facility**b** An outside facility**13a** %**13b** %**14** Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶

Address ▶

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?**b** If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____**c** If "Yes," enter name and address of the third party:

Name ▶

Address ▶

16 Gaming manager information:

Name ▶

Gaming manager compensation ▶ \$ _____

Description of services provided ▶

☐ Director/officer☐ Employee☐ Independent contractor**17** Mandatory distributions:**a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license?**b** Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
FINANCIAL ASSISTANCE TO INDIVIDUALS WITHIN THE MUSIC COMMUNITY, INCLUDING, BUT NOT LIMITED TO, PAYMENTS MADE TO THIRD PARTY VENDORS ON BEHALF OF INDIGENT RECORDING INDUSTRY PERSONNEL FOR FINANCIAL ASSISTANCE FOR ADDICTION RECOVERY SERVICES, INCLUDING, BUT NOT LIMITED TO, PAYMENTS MADE TO THIRD PARTY VENDORS ON BEHALF OF RECORDING INDUSTRY PERSONNEL FOR SUBSTANCE ABUSE FACILITY	2011	1,755,184.	0.		
	191	684,790.	0.		

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

SCHEDULE I, PART I, LINE 2: THE GRANTEE IS REQUIRED TO PROVIDE

DOCUMENTATION FOR THE BASIS OF THE GRANT AND MUSICARES WILL PAY DIRECTLY

FROM THE PROVIDED DOCUMENTS (I.E. MEDICAL BILLS, INSURANCE, BASIC LIVING

INCLUDING RENT, ETC.) DIRECTLY TO THE VENDOR ON BEHALF OF THE GRANTEE.

PART II, LINE 1, COLUMN (H):

NAME OF ORGANIZATION OR GOVERNMENT: THE ACTORS FUND

(H) PURPOSE OF GRANT OR ASSISTANCE: CONTRIBUTION FOR ACTORS FUND HOUSING

DEVELOPMENT CORP IN FURTHERANCE OF MISSION TO PROVIDE LOW COST HOUSING TO

Part IV Supplemental Information**MUSIC PROFESSIONALS****PART III, COLUMN (A):**

(A) TYPE OF GRANT OR ASSISTANCE: FINANCIAL ASSISTANCE TO INDIVIDUALS
WITHIN THE MUSIC COMMUNITY, INCLUDING, BUT NOT LIMITED TO, PAYMENTS MADE
TO THIRD PARTY VENDORS ON BEHALF OF INDIGENT RECORDING INDUSTRY PERSONNEL
FOR MORTGAGE/RENT, VEHICLES, INSURANCE, UTILITIES, FUNERAL/BURIAL
SERVICES, AND MEDICAL SERVICES

(A) TYPE OF GRANT OR ASSISTANCE: FINANCIAL ASSISTANCE FOR ADDICTION
RECOVERY SERVICES, INCLUDING, BUT NOT LIMITED TO, PAYMENTS MADE TO THIRD
PARTY VENDORS ON BEHALF OF RECORDING INDUSTRY PERSONNEL FOR SUBSTANCE
ABUSE FACILITY AND TREATMENT EXPENSES

Compensation Information

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

► **Complete if the organization answered "Yes" to Form 990, Part IV, line 23.**

▶ Attach to Form 990. ▶ See separate instructions.

OME No. 1545-0047

2009

Open to Public Inspection

Name of the organization

MUSICARES FOUNDATION, INC.

Employer identification number

95-4470909

Part I Questions Regarding Compensation

- 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.

- ☐ First-class or charter travel
- ☐ Travel for companions
- ☐ Tax indemnification and gross-up payments
- ☐ Discretionary spending account
- ☐ Housing allowance or residence for personal use
- ☐ Payments for business use of personal residence
- ☐ Health or social club dues or initiation fees
- ☐ 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 officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

- 3** Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- ☐ Compensation committee
- ☐ Independent compensation consultant
- ☒ Form 990 of other organizations
- ☐ Written employment contract
- ☒ Compensation survey or study
- ☐ 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?**

- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?

- 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.

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?**

- b Any related organization?**

If "Yes" to line 5a or 5b, describe in Part III.

- 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?**

- b Any related organization?**

If "Yes" to line 6a or 6b, describe in Part III.

- 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

- 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 Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

- 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 Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2009

Part VII Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use Schedule J-1 if additional space is needed.
For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii).
Do not list any individuals that are not listed on Form 990, Part VII.

[illegible]

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

PART I, LINE 1A: DANA TOMARKEN RECEIVED A CAR ALLOWANCE OF \$3,000 AND A CELL PHONE ALLOWANCE OF \$1,500 FOR CALENDAR YEAR 2009, WHICH ARE TO BE USED FOR MUSICARES FOUNDATION BUSINESS ACTIVITIES IN HER ROLE AS VICE PRESIDENT. THESE AMOUNTS WERE REPORTED AS TAXABLE INCOME ON HER FORM W-2.

PART II: ALL OF JUDY WONG'S COMPENSATION IS PAID BY MUSICARES FOUNDATION, INC. JUDY WONG DIVIDES HER TIME FOR SERVICES BETWEEN MUSICARES FOUNDATION AND NARAS FOUNDATION, INC., AN AFFILIATED EXEMPT ORGANIZATION THAT IS NOT A RELATED ENTITY UNDER THE DEFINITION OF RELATED PARTY FOR 990 PURPOSES, AND NARAS FOUNDATION, INC. REIMBURSES MUSICARES FOUNDATION FOR THESE SERVICES. OF JUDY WONG'S COMPENSATION REPORTED ON SCHEDULE J, PART II, THE FOLLOWING AMOUNTS WERE ALLOCATED TO NARAS FOUNDATION, INC. FOR REIMBURSEMENT: \$60,906 BASE, \$400 BONUS AND INCENTIVE, \$44 OTHER REPORTABLE COMPENSATION, \$6,305 DEFERRED COMPENSATION, AND \$8,428 OF NONTAXABLE BENEFITS, FOR A TOTAL OF \$76,083.

SCHEDULE M
(Form 990)

Noncash Contributions

OMB No. 1545-0047

2009

Open to Public
Inspection

► Complete if the organizations answered "Yes" on Form
990, Part IV, lines 29 or 30.
► Attach to Form 990.

Department of the Treasury
Internal Revenue Service

Name of the organization

MUSICARES FOUNDATION, INC.

Employer identification number

95-4470909

Part I **Types of Property**

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications	X		153,600.	COST OR SELLING PRIC
5 Clothing and household goods	X		229,825.	COST OR SELLING PRIC
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
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	X	5	57,635.	
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (POTY GIFT BAG)	X	10	1,131,975.	COST OR SELLING PRIC
26 Other ► (DISCOUNTED RE)	X	1	181,055.	SEE SCHEDULE O
27 Other ► (GRAMMY TICKET)	X	1	16,800.	COST OR SELLING PRIC
28 Other ► (ADVERTISING)	X	3	15,175.	COST OR SELLING PRIC

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 Acknowledgment

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?

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 nongrant
contributions?

b If "Yes," describe in Part II.

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

	Yes	No
30a		X
31		X
32a	X	

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

Schedule M (Form 990) 2009

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33.
Also complete this part for any additional information.**PART I, OTHER TYPES OF PROPERTY:****SPECIAL MERIT AWARDS CEREMONY TICKETS**

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTORS = 1

(C) REVENUE REPORTED ON FORM 990, PART VIII \$ 9500.

(D) METHOD OF DETERMINING REVENUE: COST OR SELLING PRICE

AIRLINE BARTER TICKETS

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTORS = 1

(C) REVENUE REPORTED ON FORM 990, PART VIII \$ 8793.

(D) METHOD OF DETERMINING REVENUE: COST OR SELLING PRICE

MAP GIFT BAG

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTORS = 1

(C) REVENUE REPORTED ON FORM 990, PART VIII \$ 6411.

(D) METHOD OF DETERMINING REVENUE: COST OR SELLING PRICE

POTY TICKETS

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTORS = 1

(C) REVENUE REPORTED ON FORM 990, PART VIII \$ 6250.

(D) METHOD OF DETERMINING REVENUE: COST OR SELLING PRICE

GRASSROOTS GIVING GIFT BAG

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTORS = 1

Part II **Supplemental Information.** Complete this part to provide the information required by Part I, lines 30b, 32b, and 33.
Also complete this part for any additional information.

(C) REVENUE REPORTED ON FORM 990, PART VIII \$ 1547.

(D) METHOD OF DETERMINING REVENUE: COST OR SELLING PRICE

SCHEDULE M, LINE 32B: MUSICARES USES A THIRD PARTY VENDOR TO PROVIDE
GIFTS TO TALENT IN THE GIFTING LOUNGE FOR OUR "PERSON OF THE YEAR"
FUNDRAISING EVENT. IN ADDITION, MUSICARES USES AN AUCTION HOUSE
(JULIEN'S AUCTIONS) TO SELL DONATED AUCTION ITEMS ON THE ORGANIZATIONS
BEHALF.

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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

OMB No. 1545-0047

2009

Open to Public
Inspection

Name of the organization

MUSICARES FOUNDATION, INC.

Employer identification number
95-4470909

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

FOCUSES THE RESOURCES AND ATTENTION OF THE MUSIC INDUSTRY ON HUMAN
SERVICE ISSUES THAT DIRECTLY IMPACT THE HEALTH AND WELFARE OF THE MUSIC
COMMUNITY.

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

ALSO PROVIDES WORKSHOPS, SEMINARS, AND INDIVIDUAL CONSULTATIONS TO
MEMBERS OF THE MUSIC COMMUNITY ON TOPICS RELATED TO GENERAL HEALTH AND
HUMAN SERVICE NEEDS. IT ALSO PROVIDES IDEAS AND RESOURCES FOR
PROACTIVELY ADDRESSING THOSE ISSUES.

FORM 990, PART VI, SECTION A, LINE 1: THE EXECUTIVE COMMITTEE IS
COMPRISED SOLELY OF NO LESS THAN FOUR DIRECTORS AND WHOSE NUMBER SHALL BE
FIXED FROM TIME TO TIME BY THE BOARD. THE MEMBERS OF THE EXECUTIVE
COMMITTEE SHALL BE ELECTED TO A ONE-YEAR TERM BY VOTE OF THE MAJORITY OF
THE ENTIRE BOARD AT THE ANNUAL MEETING OF THE BOARD (OR AT SUCH OTHER
MEETING AS MAY BE SELECTED BY THE BOARD) ACTING UPON THE RECOMMENDATIONS OF
THE NOMINATING COMMITTEE; PROVIDED, HOWEVER THAT THE CHAIR (WHO SHALL SERVE
AS CHAIR OF THE EXECUTIVE COMMITTEE), VICE CHAIR AND SECRETARY/TREASURER
SHALL SERVE EX OFFICIO AS VOTING MEMBERS OF THE EXECUTIVE COMMITTEE. THE
PRESIDENT SHALL SERVE EX OFFICIO AS A NON-VOTING MEMBER OF THE EXECUTIVE
COMMITTEE. ADDITIONAL MEMBERS OF THE EXECUTIVE COMMITTEE MAY BE
RECOMMENDED BY THE NOMINATING COMMITTEE FROM TIME TO TIME. DURING THOSE
PERIODS WHEN THE BOARD IS NOT IN SESSION, THE EXECUTIVE COMMITTEE SHALL
HAVE THE POWER TO ACT WITH THE FULL AUTHORITY OF THE BOARD AND SHALL
EXERCISE GENERAL SUPERVISION OF THE AFFAIRS OF FOUNDATION, AND IN ALL

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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

OMB No. 1545-0047

2009

Open to Public
Inspection

Name of the organization

MUSICARES FOUNDATION, INC.

Employer identification number
95-4470909

EVENTS SHALL BE AUTHORIZED TO ADDRESS MATTERS OF A SENSITIVE, CONFIDENTIAL
NATURE.

FORM 990, PART VI, SECTION B, LINE 11: FORM 990 IS PREPARED BY DELOITTE
TAX, LLP, WORKING IN CONJUNCTION WITH MUSICARES FOUNDATION INC.'S FINANCE
DEPARTMENT. THE DRAFT OF THE FORM 990 IS REVIEWED BY THE ORGANIZATION'S
MANAGEMENT. THE INITIAL DRAFT OF THE FORM 990 IS THEN PROVIDED TO MUSICARES
FOUNDATION INC.'S FINANCE COMMITTEE FOR THEIR REVIEW. ANY COMMENTS
RESULTING FROM THEIR REVIEW ARE INCORPORATED INTO THE FINAL FILING OF THE
FORM 990.

FORM 990, PART VI, SECTION B, LINE 12C: THE CONFLICT OF INTEREST POLICY
AND QUESTIONNAIRE IS PRESENTED TO BOARD MEMBERS ON AN ANNUAL BASIS. THE
RESPONSES ARE MAINTAINED BY THE DIRECTOR OF CORPORATE CONTRACTS AND
CORPORATE SECRETARY OF THE RECORDING ACADEMY. THE CONFLICT OF INTEREST
POLICY IS MONITORED AND ENFORCED BY BOTH THE SENIOR VICE PRESIDENT AND THE
CHAIRPERSON OF THE BOARD.

FORM 990, PART VI, SECTION B, LINE 15: ON A BI-ANNUAL BASIS, MANAGEMENT
PREPARES AN ANALYTICAL STUDY OF EXECUTIVE COMPENSATION THAT COMPARES THE
COMPENSATION PAID TO EXECUTIVES IN SIMILAR TAX-EXEMPT ORGANIZATIONS OF
SIMILAR ACTIVITIES AND SIZE, USING THE AMOUNTS REPORTED ON THE FORM 990 FOR
THESE SIMILAR ORGANIZATIONS. THE PROCESS IS MANAGED BY THE SENIOR VICE
PRESIDENT, WITH INPUT FROM OUR INDEPENDENT PUBLIC ACCOUNTING FIRM. THIS
STUDY IS THEN PROVIDED TO THE ORGANIZATION'S AUDIT COMMITTEE FOR REVIEW.
THE PROCESS TO DETERMINE THE SENIOR VICE PRESIDENT'S COMPENSATION IS THE

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

Schedule O (Form 990) 2009

832211
02-03-10

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

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

OMB No. 1545-0047

2009

Open to Public
Inspection

Name of the organization

MUSICARES FOUNDATION, INC.

Employer identification number
95-4470909

SAME, AND IT IS OVERSEEN BY THE PRESIDENT AND CEO OF MUSICARES FOUNDATION
IN CONSULTATION WITH THE CHAIR OF THE BOARD. THE PRESIDENT AND CEO OF
MUSICARES FOUNDATION IS ALSO THE PRESIDENT AND CEO OF THE NATIONAL ACADEMY
OF RECORDING ARTS & SCIENCES, INC. ("NARAS"), AN AFFILIATED BUT UNRELATED
TAX EXEMPT ORGANIZATION FOR TAX PURPOSES. THE PRESIDENT AND CEO IS PAID
ENTIRELY BY NARAS AND IS SUBJECT TO THE COMPENSATION POLICIES SET FORTH FOR
THAT TAX EXEMPT ORGANIZATION.

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:
CA, GA, IL, NY, PA, TN, NJ, FL, SC, AZ, UT, VA, WA, WV, WI, MI, MN, MS, NH, NM, ND, OH, OK, OR, RI,
CO, CT, ME, MD, MA, KS, AK, AR, NC, AL

FORM 990, PART VI, SECTION C, LINE 19: THE FINANCIAL STATEMENTS ARE
INCLUDED IN FORM 990 THAT IS MADE AVAILABLE TO THE PUBLIC ON GUIDESTAR.ORG.
THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS AND CONFLICT OF INTEREST
POLICY AVAILABLE TO THE PUBLIC UPON REQUEST.

SCHEDULE G, PART I, LINE 2B, COLUMN (V): A FUNDRAISING FIRM WAS HIRED TO
MANAGE OUR 20TH ANNIVERSARY CAMPAIGN ACTIVITIES. A REPRESENTATIVE FROM
THE FUNDRAISING FIRM WORKS OUT OF THE MUSICARES OFFICES, CONDUCTS
SOLICITATION CALLS, LETTERS, AND MEETINGS FROM OUR OFFICES. WE PAY THE
FIRM A MONTHLY RETAINER FOR THEIR SERVICES. EXPENSES RELATED TO THE 20TH
CAMPAIGN ARE PAID DIRECTLY BY MUSICARES AND ALL CONTRIBUTIONS FOR THE
20TH CAMPAIGN ARE PAYABLE TO MUSICARES AND MAILED TO THE MUSICARES'
OFFICES.

SCHEDULE O

(Form 990)

Department of the Treasury
Internal Revenue Service**Supplemental Information to Form 990**Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No. 1545-0047

2009Open to Public
Inspection

Name of the organization

MUSICARES FOUNDATION, INC.Employer identification number
95-4470909**SCHEDULE M, PART I, LINE 25****RENT CONTRIBUTION**

UGE UNDER THE TERMS OF A PREVIOUS LEASE AGREEMENT WITH THE NATIONAL
ACADEMY OF RECORDING ARTS & SCIENCES, INC. ("NARAS"), NARAS LEASED
OFFICE SPACE TO MUSICARES FOUNDATION, INC. WHEREBY MUSICARES
FOUNDATION, INC. WAS CHARGED A BELOW-MARKET RATE FOR THE RENT AT THE
CORPORATE HEADQUARTERS. THE EXCESS OF THE MARKET RATE ABOVE THE AMOUNT
CHARGED IS CONSIDERED A RENT CONTRIBUTION, WHICH IS TREATED AS A
NONCASH CONTRIBUTION PER THE FINANCIAL STATEMENTS. ON DECEMBER 15,
2009, NARAS PROPERTIES, INC., A SECTION 501(C)(2) TAX EXEMPT
ORGANIZATION RELATED TO NARAS, PURCHASED THEIR CORPORATE HEADQUARTERS,
WHEREBY MUSICARES FOUNDATION, INC. IS NOW A TENANT OF NARAS PROPERTIES,
INC. AFTER THE PURCHASE OF SAID BUILDING, NARAS PAYS ALL RENT ON
BEHALF OF MUSICARES FOUNDATION, INC. TO NARAS PROPERTIES, INC. AND
TREATS IT AS A NONCASH CONTRIBUTION TO MUSICARES FOUNDATION, INC.

FORM 990, PART IV, LINE 34**RELATED ORGANIZATION**

FOR GAAP PURPOSES, MUSICARES FOUNDATION, INC. IS AFFILIATED WITH NARAS,
NARAS FOUNDATION, INC., GRAMMY MUSEUM FOUNDATION, INC., NARAS
PROPERTIES, INC., AND THE LATIN ACADEMY OF RECORDING ARTS & SCIENCES
("LARAS"). HOWEVER, THERE IS NOT A MAJORITY BOARD OVERLAP BETWEEN
MUSICARES FOUNDATION AND THESE OTHER EXEMPT ORGANIZATIONS. ACCORDINGLY,
THESE ENTITIES ARE NOT TREATED AS RELATED ORGANIZATIONS FOR TAX
PURPOSES.

[illegible]

028102
08-24-08

(D) - Asset disposed

46.1

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

Depreciation and Amortization 990
 (Including Information on Listed Property)
 ▶ See separate instructions. ▶ Attach to your tax return.

OMB No. 1545-0172
2009
 Attachment
 Sequence No. 67

MUSICARES FOUNDATION, INC.

FORM 990 PAGE 10

95-4470909

Part I Election To Expense Certain Property Under Section 179 Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount. See the instructions for a higher limit for certain businesses	250,000.
2	Total cost of section 179 property placed in service (see instructions)	
3	Threshold cost of section 179 property before reduction in limitation	800,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	
6	(a) Description of property	(b) Cost (business use only)
		(c) Elected cost
7	Listed property. Enter the amount from line 29	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	
9	Tentative deduction. Enter the smaller of line 5 or line 8	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	
13	Carryover of disallowed deduction to 2010. Add lines 9 and 10, less line 12	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	
15	Property subject to section 168(f)(1) election	
16	Other depreciation (including ACRS)	16,663.

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2009	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here	

Section B - Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		SL	
h Residential rental property	/		27.5 yrs.	MM	SL	
	/		27.5 yrs.	MM	SL	
i Nonresidential real property	/		39 yrs.	MM	SL	
	/			MM	SL	

Section C - Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life					SL	
b 12-year			12 yrs.		SL	
c 40-year	/		40 yrs.	MM	SL	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	16,663.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	

Part V Listed Property (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No 24b If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
--	-------------------------------------	--	-------------------------------	--	---------------------------	------------------------------	----------------------------------	---------------------------------------

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use

25

26 Property used more than 50% in a qualified business use:

	:	:	%					
	:	:	%					
	:	:	%					

27 Property used 50% or less in a qualified business use:

	:	:	%			SL -		
	:	:	%			SL -		
	:	:	%			SL -		

28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1

28

29 Add amounts in column (i), line 26. Enter here and on line 7, page 1

29

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle
30 Total business/investment miles driven during the year (do not include commuting miles)						
31 Total commuting miles driven during the year						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year. Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
-----------------------------	------------------------------------	------------------------------	------------------------	---	--------------------------------------

42 Amortization of costs that begins during your 2009 tax year:

	:	:			
	:	:			

43 Amortization of costs that began before your 2009 tax year

43

44 Total. Add amounts in column (f). See the instructions for where to report

44