

Form **990**Department of the Treasury
Internal Revenue Service**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)

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

OMB No. 1545-0047

2011**Open to Public Inspection****A** For the **2011** calendar year, or tax year beginning **JUL 1, 2011** and ending **JUN 30, 2012**

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 TENNESSEE PERFORMING ARTS CENTER (TPAC) MANAGEMENT COMPANY Doing Business As _____ Number and street (or P.O. box if mail is not delivered to street address) Room/suite 505 DEADERICK STREET City or town, state or country, and ZIP + 4 NASHVILLE, TN 37243 F Name and address of principal officer: KATHLEEN O'BRIEN SAME AS C ABOVE	D Employer identification number 58-1320590 E Telephone number (615) 782-4000 G Gross receipts \$ 15,710,097. 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 ▶ _____
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 J Website: ▶ WWW.TPAC.ORG 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: 1977 M State of legal domicile: TN		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: TO CREATE A LIFETIME OF MEANINGFUL AND RELEVANT EXPERIENCES THROUGH THE PERFORMING ARTS; 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 27 4 Number of independent voting members of the governing body (Part VI, line 1b) 4 27 5 Total number of individuals employed in calendar year 2011 (Part V, line 2a) 5 381 6 Total number of volunteers (estimate if necessary) 6 250 7a Total unrelated business revenue from Part VIII, column (C), line 12 7a 20,235. b Net unrelated business taxable income from Form 990-T, line 34 7b 8,958.		
Revenue	8 Contributions and grants (Part VIII, line 1h) 2,379,293. 9 Program service revenue (Part VIII, line 2g) 9,652,017. 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) -82. 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 304,678. 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 12,335,906.	Prior Year	Current Year
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3) 0. 14 Benefits paid to or for members (Part IX, column (A), line 4) 0. 15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10) 4,690,627. 16a Professional fundraising fees (Part IX, column (A), line 11e) 0. b Total fundraising expenses (Part IX, column (D), line 25) ▶ 371,742. 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 8,397,428. 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 13,088,055. 19 Revenue less expenses. Subtract line 18 from line 12 -752,149.	0.	0.
Net Assets or Fund Balances	20 Total assets (Part X, line 16) 11,655,673. 21 Total liabilities (Part X, line 26) 7,046,771. 22 Net assets or fund balances. Subtract line 21 from line 20 4,608,902.	Beginning of Current Year	End of Year
		11,655,673.	10,471,923.
		7,046,771.	5,202,960.
		4,608,902.	5,268,963.

Part II Signature Block

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

Sign Here	Signature of officer KATHLEEN O'BRIEN, PRESIDENT & CEO Type or print name and title	Date _____
Paid Preparer Use Only	Print/Type preparer's name VALERIE SHELTON BURKE Firm's name ▶ KRAFTCPAS PLLC Firm's address ▶ 555 GREAT CIRCLE ROAD NASHVILLE, TN 37228	Preparer's signature Date 12/19/12 Check <input type="checkbox"/> if self-employed Firm's EIN ▶ 62-0713250 Phone no. 615-242-7351

May the IRS discuss this return with the preparer shown above? (see instructions) ☒ Yes ☐ No

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Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III ☒ **X**

- 1 Briefly describe the organization's mission:
TO PROVIDE FACILITIES, SERVICES, AND PROGRAMS OF THE HIGHEST QUALITY FOR THE GREATEST BENEFIT OF THE PEOPLE, INSTITUTIONS, AND COMMUNITIES OF THE STATE, AND TO TAKE A LEADERSHIP ROLE IN FOSTERING THE PERFORMING ARTS, ARTS EDUCATION, RESIDENT ART GROUPS AND OTHER ARTS
- 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 ☒ **X** 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 ☒ **X** No
 If "Yes," describe these changes on Schedule O.
- 4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations 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.
 - 4a (Code:) (Expenses \$ **12,024,205.** including grants of \$) (Revenue \$ **12,749,906.**)
TPACMC IS A NOT-FOR-PROFIT ORGANIZATION. TPACMC ENTERED INTO AN AGREEMENT WITH THE STATE OF TENNESSEE & THE TENNESSEE PERFORMING ARTS FOUNDATION IN 1978. THE INITIAL AGREEMENT ESTABLISHED TPACMC PRINCIPALLY FOR THE PURPOSE OF PRESENTING QUALITY ARTS ENTERTAINMENT & EDUCATION TO TENNESSEE RESIDENTS THROUGH THE OPERATION OF THE TENNESSEE PERFORMING ARTS CENTER. TPACMC HAS ADMINISTRATIVE CONTROL OVER THE OPERATIONS AND FUNCTIONS OF THE 4 THEATERS LOCATED IN TWO BUILDINGS IN DOWNTOWN NASHVILLE. IN ADDITION TO ITS ROLE WITH THE STATE OF TENNESSEE, TPAC OPERATES SEVERAL PROGRAM INITIATIVES INCLUDING FOUR ARTS EDUCATION PROGRAMS, PUBLIC OFFERINGS SUCH AS A BROADWAY SERIES, CONCERTS, COMEDY SHOWS, ETC. ADDITIONALLY, TPAC RENTS ITS FACILITIES TO THREE PERFORMING ARTS RESIDENT COMPANIES - THE NASHVILLE OPERA
 - 4b (Code:) (Expenses \$ **227,458.** including grants of \$) (Revenue \$ **145,935.**)
DURING THE 2012 FISCAL YEAR, HUMANITIES OUTREACH IN TENNESSEE (HOT) PRESENTED 33 (59 DURING 2011) PROFESSIONAL PERFORMANCES OF THEATER, DANCE AND MUSIC FOR STUDENT AUDIENCES AT TPAC. SUBSIDIZED TICKETS, TRAVEL GRANTS AND CLASSROOM MATERIALS WERE PROVIDED TO ENSURE THAT EACH STUDENT COULD HAVE ACCESS TO DIVERSE CULTURAL AND EDUCATIONAL PROGRAMS. HOT ALSO PROVIDED IN-SCHOOL STUDENT WORKSHOPS, AUDIENCE DISCUSSIONS, AND WORKSHOPS FOR TEACHERS WHICH ADDRESSED THE EDUCATIONAL CONTENT OF EACH PERFORMANCE. DURING THE 2011-2012 ACADEMIC YEAR, 26,484 STUDENTS AND TEACHERS FROM 205 SCHOOLS ATTENDED HOT SEASON FOR YOUNG PEOPLE PERFORMANCES (30,132 STUDENTS AND TEACHERS FROM 205 SCHOOLS DURING THE 2010-2011 ACADEMIC YEAR).
 - 4c (Code:) (Expenses \$ **73,984.** including grants of \$) (Revenue \$ **3,960.**)
ARTSMART IS A CLASSROOM-BASED INSTRUCTION PROGRAM THAT ACCOMPANIES THE HOT SEASON FOR YOUNG PEOPLE. THROUGH ARTSMART, STUDENTS ARRIVE AT THE THEATRE WITH AN EXPANDED CAPACITY TO ENGAGE WITH THE PERFORMANCE THEY ARE ABOUT TO SEE. SPECIALIZED TRAINING ENABLES EDUCATORS AND TEACHING ARTISTS TO GUIDE ARTS-BASED INSTRUCTION THAT CHALLENGES YOUNG PEOPLE TO IMAGINE, TO PRACTICE, AND TO REFLECT. A TOTAL OF 6,009 STUDENTS AND TEACHERS PARTICIPATED IN ARTSMART IN 2011-2012 (6,086 STUDENTS AND TEACHERS IN 2010-2011). TWENTY-NINE SCHOOLS FROM METRO NASHVILLE PUBLIC SCHOOLS RECEIVED ARTSMART EDUCATION SERVICES AT NO CHARGE IN 2012 (31 SCHOOLS IN 2011).
 - 4d Other program services (Describe in Schedule O.)
 (Expenses \$ **141,630.** including grants of \$) (Revenue \$ **6,747.**)
 - 4e **Total program service expenses** **12,467,277.**

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

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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 any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21		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? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		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? <i>If "Yes," complete Schedule J</i>	23	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? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
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?	24c		
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
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? <i>If "Yes," complete Schedule L, Part I</i>	25a		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? <i>If "Yes," complete Schedule L, Part I</i>	25b		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? <i>If "Yes," complete Schedule L, Part II</i>	26		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		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? <i>If "Yes," complete Schedule L, Part IV</i>	28a	X	
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		X
c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c	X	
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>	29	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		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? <i>If "Yes," complete Schedule R, Part I</i>	33		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	X	
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		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? <i>If "Yes," complete Schedule R, Part VI</i>	37		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	38	X	

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Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	49	
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	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	381	
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 (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	X	
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	X	
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)?		X
b	If "Yes," enter the name of the foreign country: See instructions for 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?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
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?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
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?	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
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?		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		
b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

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

Check if Schedule O contains a response to any question in this Part VI ☒ **X**

Section A. Governing Body and Management

			Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year	1a	27		
If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.				
b Enter the number of voting members included in line 1a, above, who are independent	1b	27		
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?	2			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?	3			X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4			X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?	5			X
6 Did the organization have members or stockholders?	6		X	
7a Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	7a		X	
b Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	7b			X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:				
a The governing body?	8a		X	
b Each committee with authority to act on behalf of the governing body?	8b		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	9			X

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

		Yes	No	
10a Did the organization have local chapters, branches, or affiliates?	10a		X	
b If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	10b			
11a Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	11a		X	
b Describe in Schedule O the process, if any, used by the organization to review this Form 990.				
12a Did the organization have a written conflict of interest policy? If "No," go to line 13	12a	X		
b Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X		
c Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	12c	X		
13 Did the organization have a written whistleblower policy?	13	X		
14 Did the organization have a written document retention and destruction policy?	14	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	15a	X		
b Other officers or key employees of the organization	15b	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?	16a		X	
b If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	16b			

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed **▶ TN**

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

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **▶** _____
JULIE GILLEN, CFO - 615-782-4033
505 DEADERICK STREET, NASHVILLE, TN 37243

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

Check if Schedule O contains a response to any question in this Part VII ☐

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

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

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

• List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) JOHN E. CODY BOARD CHAIRMAN	1.00	X		X				0.	0.	0.
(2) CLAIRE W. TUCKER BOARD VICE CHAIRMAN	1.00	X		X				0.	0.	0.
(3) LARRY R. STESSEL BOARD VICE CHAIRMAN	1.00	X		X				0.	0.	0.
(4) RONALD L. CORBIN BOARD TREASURER	1.00	X		X				0.	0.	0.
(5) C. DALE ALLEN BOARD SECRETARY	1.00	X		X				0.	0.	0.
(6) EMANUEL J. EADS IMMEDIATE PAST CHAIRMAN	1.00	X		X				0.	0.	0.
(7) CARTER ANDREWS BOARD MEMBER	0.50	X						0.	0.	0.
(8) EMILY BARTON BOARD MEMBER	0.50	X						0.	0.	0.
(9) BARBARA T. BOVENDER BOARD MEMBER	0.50	X						0.	0.	0.
(10) WILLIAM H. BRADY, III BOARD MEMBER	0.50	X						0.	0.	0.
(11) COLLEEN CONWAY-WELCH BOARD MEMBER	0.50	X						0.	0.	0.
(12) WAVERLY D. CRENSHAW, JR. BOARD MEMBER	0.50	X						0.	0.	0.
(13) ANSEL L. DAVIS BOARD MEMBER	0.50	X						0.	0.	0.
(14) DONNA G. ESKIND BOARD MEMBER	0.50	X						0.	0.	0.
(15) ROD ESSIG BOARD MEMBER	0.50	X						0.	0.	0.
(16) AUBREY B. HARWELL, JR. BOARD MEMBER	0.50	X						0.	0.	0.
(17) MARTHA R. INGRAM BOARD MEMBER	0.50	X						0.	0.	0.

**TENNESSEE PERFORMING ARTS CENTER (TPAC)
MANAGEMENT COMPANY**

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) CHRISTINE KARBOWIAK BOARD MEMBER	0.50	X						0.	0.	0.
(19) BEVERLY KEEL BOARD MEMBER	0.50	X						0.	0.	0.
(20) PAT MATTHEWS-JUAREZ BOARD MEMBER	0.50	X						0.	0.	0.
(21) DR. ROBERT H. OSSOFF BOARD MEMBER	0.50	X						0.	0.	0.
(22) ANNE L. RUSSELL BOARD MEMBER	0.50	X						0.	0.	0.
(23) JIM SCHMITZ BOARD MEMBER	0.50	X						0.	0.	0.
(24) ANDREW TAVI BOARD MEMBER	0.50	X						0.	0.	0.
(25) J. STEPHEN TURNER BOARD MEMBER	0.50	X						0.	0.	0.
(26) MARIA TERESA VAZQUEZ BOARD MEMBER	0.50	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								524,921.	0.	65,036.
d Total (add lines 1b and 1c)								524,921.	0.	65,036.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **4**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
MUNCHKINLAND PRODUCTIONS, LP, 165 W. 46TH STREET, STE 1101, NEW YORK, NY 10036	PROMOTER	2,576,220.
MP TOURING COMPANY, LLC, 7135 MINSTREL WAY, SUITE 105, COLUMBIA, MD 21045	PROMOTER	483,678.
NASHVILLE TALENT PAYMENT, 5111 PRINCE PHILLIP COVE, BRENTWOOD, TN 37027	UNION	429,798.
OUTBACK CONCERTS, 209 10TH AVENUE SOUTH, STE 222, NASHVILLE, TN 37203	CONCERT PROMOTER	428,879.
ADDAMS ACROSS AMERICA, LLC, 260 WEST 44TH STREET, STE 600, NEW YORK, NY 10036	PROMOTER	379,636.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **25**

SEE PART VII, SECTION A CONTINUATION SHEETS

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**TENNESSEE PERFORMING ARTS CENTER (TPAC)
MANAGEMENT COMPANY**

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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			
(27) UZI YEMIN BOARD MEMBER	0.50	X						0.	0.	0.
(28) KATHLEEN O'BRIEN PRESIDENT & CEO	40.00			X				207,679.	0.	44,446.
(29) BRENT HYAMS EXEC. VP & GENERAL MANAGER	40.00			X				107,733.	0.	8,274.
(30) JULIE GILLEN CHIEF FINANCIAL OFFICER	40.00			X				108,434.	0.	4,015.
(31) ROBERTA CIUFFO EXECUTIVE VP OF INST. ADVA	40.00			X				101,075.	0.	8,301.
Total to Part VII, Section A, line 1c								524,921.		65,036.

**TENNESSEE PERFORMING ARTS CENTER (TPAC)
MANAGEMENT COMPANY**

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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	326,652.				
	d Related organizations	1d	626,931.				
	e Government grants (contributions)	1e	695,364.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1,106,535.				
	g Noncash contributions included in lines 1a-1f: \$		101,690.				
	h Total. Add lines 1a-1f			2,755,482.			
	Program Service Revenue	2 a <u>TICKET SALES</u>	Business Code	711110	8,012,512.	8,012,512.	
b <u>TICKET SERVICE CHG/FEE</u>		711110	2,081,913.	2,081,913.			
c <u>REIBURSEMENTS</u>		711110	940,204.	940,204.			
d <u>CONCESSION SALES</u>		711110	701,283.	701,283.			
e <u>RENTAL INCOME</u>		711110	591,472.	591,472.			
f All other program service revenue		711110	67,422.	47,187.	20,235.		
g Total. Add lines 2a-2f			12394806.				
Other Revenue		3 Investment income (including dividends, interest, and other similar amounts)			127.		
	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				
	b Less: cost or other basis and sales expenses						
	c Gain or (loss)						
	d Net gain or (loss)						
	8 a Gross income from fundraising events (not including \$ <u>326,652.</u> of contributions reported on line 1c). See Part IV, line 18	a	27,705.				
	b Less: direct expenses	b	91,420.				
	c Net income or (loss) from fundraising events			-63,715.			-63,715.
	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 <u>SALES TAX REBATE</u>	711110	531,977.	531,977.				
b							
c							
d All other revenue							
e Total. Add lines 11a-11d		531,977.					
12 Total revenue. See instructions.		15618677.	12906548.	20,235.	-63,588.		

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**TENNESSEE PERFORMING ARTS CENTER (TPAC)
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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).

Check if Schedule O contains a response to any question in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	651,455.	119,672.	531,783.	
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	3,743,431.	2,888,408.	600,139.	254,884.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	76,340.	57,225.	14,648.	4,467.
9 Other employee benefits	350,498.	214,393.	125,980.	10,125.
10 Payroll taxes	342,858.	245,455.	77,150.	20,253.
11 Fees for services (non-employees):				
a Management	63,261.	2,368.	60,893.	
b Legal				
c Accounting	92,240.		92,240.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other	975,802.	955,719.	17,661.	2,422.
12 Advertising and promotion	810,566.	810,242.		324.
13 Office expenses	531,522.	351,395.	168,609.	11,518.
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel	95,927.	70,887.	21,936.	3,104.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	60,143.	60,143.		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	480,283.	267,787.	211,864.	632.
23 Insurance	93,233.	455.	92,778.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a UNRELATED BUSINESS INCOME	5,591.	5,591.	0.	0.
b ARTIST FEES	4,952,690.	4,952,690.	0.	0.
c STATE MAINTENANCE	377,964.	377,964.	0.	0.
d REPAIRS AND MAINTENANCE	301,009.	259,016.	41,993.	0.
e All other expenses	956,072.	827,867.	64,192.	64,013.
25 Total functional expenses. Add lines 1 through 24e	14,960,885.	12,467,277.	2,121,866.	371,742.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

**TENNESSEE PERFORMING ARTS CENTER (TPAC)
MANAGEMENT COMPANY**

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Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
Assets	1 Cash - non-interest-bearing	17,618.	1	28,182.	
	2 Savings and temporary cash investments	5,531,278.	2	4,538,025.	
	3 Pledges and grants receivable, net		3		
	4 Accounts receivable, net	202,839.	4	153,846.	
	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)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6		
	7 Notes and loans receivable, net		7		
	8 Inventories for sale or use	19,682.	8	35,311.	
	9 Prepaid expenses and deferred charges	224,590.	9	278,416.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	8,635,583.			
	b Less: accumulated depreciation	3,522,333.	10c	5,113,250.	
	11 Investments - publicly traded securities		11		
	12 Investments - other securities. See Part IV, line 11	141,085.	12	202,575.	
	13 Investments - program-related. See Part IV, line 11		13		
	14 Intangible assets		14		
	15 Other assets. See Part IV, line 11	110,458.	15	122,318.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	11,655,673.	16	10,471,923.		
Liabilities	17 Accounts payable and accrued expenses	843,892.	17	1,012,585.	
	18 Grants payable		18		
	19 Deferred revenue	3,904,857.	19	2,251,448.	
	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	1,322,511.	23	1,146,177.	
	24 Unsecured notes and loans payable to unrelated third parties		24		
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	975,511.	25	792,750.	
	26 Total liabilities. Add lines 17 through 25	7,046,771.	26	5,202,960.	
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	4,243,968.	27	5,026,437.	
	28 Temporarily restricted net assets	364,934.	28	242,526.	
	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	4,608,902.	33	5,268,963.		
34 Total liabilities and net assets/fund balances	11,655,673.	34	10,471,923.		

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**TENNESSEE PERFORMING ARTS CENTER (TPAC)
MANAGEMENT COMPANY**

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Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI ☒ **X**

1	Total revenue (must equal Part VIII, column (A), line 12)	1	15,618,677.
2	Total expenses (must equal Part IX, column (A), line 25)	2	14,960,885.
3	Revenue less expenses. Subtract line 2 from line 1	3	657,792.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	4,608,902.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	2,269.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	5,268,963.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII ☒ **X**

<p>1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.</p> <p>2a Were the organization's financial statements compiled or reviewed by an independent accountant? _____</p> <p>b Were the organization's financial statements audited by an independent accountant? _____</p> <p>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.</p> <p>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 separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis</p> <p>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? _____</p> <p>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. _____</p>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <th></th> <th style="width:50%;">Yes</th> <th style="width:50%;">No</th> </tr> <tr> <td>2a</td> <td></td> <td align="center">X</td> </tr> <tr> <td>2b</td> <td align="center">X</td> <td></td> </tr> <tr> <td>2c</td> <td align="center">X</td> <td></td> </tr> <tr> <td>3a</td> <td align="center">X</td> <td></td> </tr> <tr> <td>3b</td> <td align="center">X</td> <td></td> </tr> </table>		Yes	No	2a		X	2b	X		2c	X		3a	X		3b	X	
	Yes	No																	
2a		X																	
2b	X																		
2c	X																		
3a	X																		
3b	X																		

Form **990** (2011)

Department of the Treasury
Internal Revenue Service

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

2011

Open to Public Inspection

Name of the organization TENNESSEE PERFORMING ARTS CENTER (TPAC)
MANAGEMENT COMPANY

Employer identification number
58-1320590

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, conference, 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? ☐ Yes ☐ No

(ii) A family member of a person described in (i) above? ☐ Yes ☐ No

(iii) A 35% controlled entity of a person described in (i) or (ii) above? ☐ Yes ☐ No

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

[illegible]

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

Schedule A (Form 990 or 990-EZ) 2011

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
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						
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)						
6 Public support. Subtract line 5 from line 4.						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
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						
12 Gross receipts from related activities, etc. (see instructions)					12	
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 2011 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2011. 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 type="checkbox"/>
b 33 1/3% support test - 2010. 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 - 2011. 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 - 2010. 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) 2011

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	2499110.	2604567.	2789767.	2379293.	2755482.	13028219.
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	9570651.	9901276.	12467851.	9666859.	12402275.	54008912.
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	12069761.	12505843.	15257618.	12046152.	15157757.	67037131.
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0.
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						0.
c Add lines 7a and 7b						0.
8 Public support (Subtract line 7c from line 6.)						67037131.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6	12069761.	12505843.	15257618.	12046152.	15157757.	67037131.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	104,614.	7,498.	951.	351.	127.	113,541.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975	15,881.	8,219.	13,840.	24,951.	20,235.	83,126.
c Add lines 10a and 10b	120,495.	15,717.	14,791.	25,302.	20,362.	196,667.
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.)			539,182.	362,649.	531,977.	1433808.
13 Total support (Add lines 9, 10c, 11, and 12.)	12190256.	12521560.	15811591.	12434103.	15710096.	68667606.

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 2011 (line 8, column (f) divided by line 13, column (f))	15	97.63 %
16 Public support percentage from 2010 Schedule A, Part III, line 15	16	98.19 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f))	17	.29 %
18 Investment income percentage from 2010 Schedule A, Part III, line 17	18	.49 %

19a 33 1/3% support tests - 2011. 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 - 2010.** 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 B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No. 1545-0047

2011

Name of the organization

TENNESSEE PERFORMING ARTS CENTER (TPAC)
MANAGEMENT COMPANY

Employer identification number

58-1320590

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☒ 501(c)(3) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization
TENNESSEE PERFORMING ARTS CENTER (TPAC)
MANAGEMENT COMPANY

Employer identification number

58-1320590

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$ 24,750.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4		\$ 35,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5		\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization
TENNESSEE PERFORMING ARTS CENTER (TPAC)
MANAGEMENT COMPANY

Employer identification number

58-1320590

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>7</u>		\$ <u>15,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>8</u>		\$ <u>15,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>9</u>		\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>10</u>		\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>11</u>		\$ <u>1,850.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>12</u>		\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization
TENNESSEE PERFORMING ARTS CENTER (TPAC)
MANAGEMENT COMPANY

Employer identification number

58-1320590

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
13		\$ 7,455.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
14		\$ 75,140.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
15		\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
16		\$ 16,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
17		\$ 12,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
18		\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization TENNESSEE PERFORMING ARTS CENTER (TPAC) MANAGEMENT COMPANY	Employer identification number 58-1320590
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>19</u>		\$ <u>11,560.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>20</u>		\$ <u>10,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>21</u>		\$ <u>10,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>22</u>		\$ <u>8,140.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>23</u>		\$ <u>15,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>24</u>		\$ <u>45,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization
TENNESSEE PERFORMING ARTS CENTER (TPAC)
MANAGEMENT COMPANY

Employer identification number

58-1320590

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
25		\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
26		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
27		\$ 20,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
28		\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
29		\$ 12,029.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
30		\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization
TENNESSEE PERFORMING ARTS CENTER (TPAC)
MANAGEMENT COMPANY

Employer identification number

58-1320590

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
31		\$ 10,712.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
32		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
33		\$ 5,050.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
34		\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
35		\$ 15,100.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
36		\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization
TENNESSEE PERFORMING ARTS CENTER (TPAC)
MANAGEMENT COMPANY

Employer identification number

58-1320590

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
37		\$ 135,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
38		\$ 6,468.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
39		\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
40		\$ 30,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
41		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
42		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization
TENNESSEE PERFORMING ARTS CENTER (TPAC)
MANAGEMENT COMPANY

Employer identification number

58-1320590

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
43		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
44		\$ 40,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
45		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
46		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
47		\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
48		\$ 5,858.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization TENNESSEE PERFORMING ARTS CENTER (TPAC) MANAGEMENT COMPANY	Employer identification number 58-1320590
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
<u>49</u>		\$ <u>8,505.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>50</u>		\$ <u>7,500.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>51</u>		\$ <u>128,400.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>52</u>		\$ <u>10,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>53</u>		\$ <u>15,000.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>54</u>		\$ <u>15,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization
TENNESSEE PERFORMING ARTS CENTER (TPAC)
MANAGEMENT COMPANY

Employer identification number

58-1320590

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
55		\$ 5,200.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
56		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
57		\$ 75,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
58		\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
59		\$ 16,220.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization TENNESSEE PERFORMING ARTS CENTER (TPAC) MANAGEMENT COMPANY	Employer identification number 58-1320590
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>2</u>	<u>AIRLINE VOUCHERS</u> _____ _____ _____	\$ <u>24,750.</u>	<u>07/30/11</u>
<u>11</u>	<u>LIQUOR FOR GALA</u> _____ _____ _____	\$ <u>1,850.</u>	<u>06/30/12</u>
<u>27</u>	<u>FOOD</u> _____ _____ _____	\$ <u>20,000.</u>	<u>05/31/12</u>
<u>31</u>	<u>LIQUOR FOR GALA</u> _____ _____ _____	\$ <u>10,712.</u>	<u>05/31/12</u>
<u>33</u>	<u>GIFT CERTIFICATES FOR AUCTION</u> _____ _____ _____	\$ <u>5,050.</u>	<u>12/31/11</u>
<u>38</u>	<u>EQUIPMENT FOR GALA</u> _____ _____ _____	\$ <u>6,468.</u>	<u>01/31/12</u>

Name of organization TENNESSEE PERFORMING ARTS CENTER (TPAC) MANAGEMENT COMPANY	Employer identification number 58-1320590
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
48	FOOD FOR GALA	\$ 5,858.	01/31/12
49	HOTEL VOUCHERS	\$ 8,505.	01/31/12
53	FOOD FOR EDUCATION PROGRAM SERVICE	\$ 15,000.	09/29/11
		\$	
		\$	
		\$	

Name of organization TENNESSEE PERFORMING ARTS CENTER (TPAC) MANAGEMENT COMPANY	Employer identification number 58-1320590
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

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

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

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

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

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization **TENNESSEE PERFORMING ARTS CENTER (TPAC) MANAGEMENT COMPANY**

Employer identification number
58-1320590

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

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

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

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

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

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

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

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part 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.

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

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

(i) Revenues included in Form 990, Part VIII, line 1	▶ \$
(ii) Assets included in Form 990, Part X	▶ \$

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

a Revenues included in Form 990, Part VIII, line 1	▶ \$
b Assets included in Form 990, Part X	▶ \$

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

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items

(check all that apply):

a ☐ Public exhibitiond ☐ Loan or exchange programsb ☐ Scholarly researche ☐ Other _____c ☐ Preservation for future generations

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 the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part 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					
b Contributions					
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					

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

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

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

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

(i) unrelated organizations

(ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? ☐

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

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		7,071,234.	2,487,481.	4,583,753.
d Equipment		727,505.	479,173.	248,332.
e Other		836,844.	555,679.	281,165.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				5,113,250.

Schedule D (Form 990) 2011

**TENNESSEE PERFORMING ARTS CENTER (TPAC)
MANAGEMENT COMPANY**

Schedule D (Form 990) 2011

58-1320590 Page **3**

Part VII Investments - Other Securities. See Form 990, Part X, line 12.

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

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

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Col (b) must equal Form 990, Part X, col (B) line 13.) ▶		

Part IX Other Assets. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15.) ▶	

Part X Other Liabilities. See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value	
1. (1) Federal income taxes		
(2) DEPOSITS	253,620.	
(3) CAPITAL LEASE OBLIGATION	539,130.	
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
(11)		
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	792,750.	

FIN 48 (ASC 740) 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 (ASC 740).

132053
01-23-12

Schedule D (Form 990) 2011

**TENNESSEE PERFORMING ARTS CENTER (TPAC)
MANAGEMENT COMPANY**

Schedule D (Form 990) 2011

58-1320590 Page **4**

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	15,618,677.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	14,960,885.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	657,792.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	2,269.
9	Total adjustments (net). Add lines 4 through 8	9	2,269.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	660,061.

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	15,921,585.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	
b	Donated services and use of facilities	2b	211,488.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	211,488.
3	Subtract line 2e from line 1	3	15,710,097.
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	-91,420.
c	Add lines 4a and 4b	4c	-91,420.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	15,618,677.

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

1	Total expenses and losses per audited financial statements	1	15,261,524.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	211,488.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	91,420.
e	Add lines 2a through 2d	2e	302,908.
3	Subtract line 2e from line 1	3	14,958,616.
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	2,269.
c	Add lines 4a and 4b	4c	2,269.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	14,960,885.

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 X, LINE 2: MANAGEMENT PERFORMS AN EVALUATION OF ALL INCOME TAX

POSITIONS TAKEN OR EXPECTED TO BE TAKEN IN THE COURSE OF PREPARING THE ORGANIZATION'S INCOME TAX RETURNS TO DETERMINE WHETHER THE INCOME TAX POSITIONS MEET A "MORE LIKELY THAN NOT" STANDARD OF BEING SUSTAINED UNDER EXAMINATION BY THE APPLICABLE TAXING AUTHORITIES. MANAGEMENT HAS PERFORMED ITS EVALUATION OF ALL INCOME TAX POSITIONS TAKEN ON ALL OPEN INCOME TAX RETURNS AND HAS DETERMINED THAT THERE WERE NO POSITIONS TAKEN THAT DO NOT MEET THE "MORE LIKELY THAN NOT" STANDARD. ACCORDINGLY, THERE

Part XIV Supplemental Information (continued)

ARE NO PROVISION INCOME TAXES, PENALTIES OR INTEREST RECEIVABLE OR PAYABLE
RELATING TO UNCERTAIN INCOME TAX POSITIONS IN THE ACCOMPANYING FINANCIAL
STATEMENTS.

PART XI, LINE 8 - OTHER ADJUSTMENTS:

GAIN ON OTHER INVESTMENTS 2,269.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

DIRECT SPECIAL EVENT EXPENSES -91,420.

PART XIII, LINE 2D - OTHER ADJUSTMENTS:

DIRECT SPECIAL EVENT EXPENSES 91,420.

PART XIII, LINE 4B - OTHER ADJUSTMENTS:

GAIN ON OTHER INVESTMENTS 2,269.

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

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.

OMB No. 1545-0047

2011

Open To Public Inspection

Name of the organization **TENNESSEE PERFORMING ARTS CENTER (TPAC)
MANAGEMENT COMPANY**

Employer identification number
58-1320590

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 and address 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			
Total						

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

TENNESSEE PERFORMING ARTS CENTER (TPAC)

Schedule G (Form 990 or 990-EZ) 2011

MANAGEMENT COMPANY

58-1320590 Page **2**

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

		(a) Event #1 FEST DE VILLE GALA	(b) Event #2	(c) Other events NONE	(d) Total events (add col. (a) through col. (c))
		(event type)	(event type)	(total number)	
Revenue	1 Gross receipts	354,357.			354,357.
	2 Less: Charitable contributions	326,652.			326,652.
	3 Gross income (line 1 minus line 2)	27,705.			27,705.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs				
	7 Food and beverages	32,730.			32,730.
	8 Entertainment	4,504.			4,504.
	9 Other direct expenses	54,186.			54,186.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(91,420)
	11 Net income summary. Combine line 3, column (d), and line 10				-63,715.

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

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

b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain: _____

Schedule G (Form 990 or 990-EZ) 2011

MANAGEMENT COMPANY

58-1320590 Page 3

11 Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No

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

13 Indicate the percentage of gaming activity operated in:		
a The organization's facility	13a	%
b An outside facility	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? ☐ Yes ☐ No

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? ☐ Yes ☐ No

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 IV **Supplemental Information.** Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

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

▶ **Attach to Form 990.** ▶ **See separate instructions.**

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization **TENNESSEE PERFORMING ARTS CENTER (TPAC) MANAGEMENT COMPANY**

Employer identification number
58-1320590

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.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.

- | | |
|---|---|
| <input type="checkbox"/> Compensation committee | <input checked="" type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- 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 Regulations 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)?

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

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

Schedule J (Form 990) 2011

TENNESSEE PERFORMING ARTS CENTER (TPAC)
MANAGEMENT COMPANY

58-1320590

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies 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.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
1 KATHLEEN O'BRIEN	(i)	202,792.	0.	4,887.	40,000.	4,446.	252,125.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2	(i)							
	(ii)							
3	(i)							
	(ii)							
4	(i)							
	(ii)							
5	(i)							
	(ii)							
6	(i)							
	(ii)							
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ **Complete if the organization answered**
"Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, line 38a or 40b.
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

OMB No. 1545-0047

2011

**Open To Public
Inspection**

Name of the organization **TENNESSEE PERFORMING ARTS CENTER (TPAC)
MANAGEMENT COMPANY** Employer identification number
58-1320590

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Description of transaction	(c) Corrected?	
			Yes	No

- 2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ \$
- 3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$

Part II Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 26, or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No

Total ▶ \$

Part III Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount and type of assistance

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ. Schedule L (Form 990 or 990-EZ) 2011

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
WILLIAM BRADDY	WILLIAM BRADDY IS A	2,348,839.	WILLIAM BRA		X

Part V Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule L (see instructions).

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: WILLIAM BRADDY

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

WILLIAM BRADDY IS A BOARD MEMBER FOR TPAC.

(D) DESCRIPTION OF TRANSACTION: WILLIAM BRADDY IS AN EMPLOYEE OF US

TRUST, BANK OF AMERICA PRIVATE WEALTH MANAGEMENT. TPAC HAS ALL OF THEIR BANK ACCOUNTS, LOANS, LEASES, AND LINES OF CREDIT THROUGH BANK OF AMERICA. THE BUSINESS RELATIONSHIP FOR THE DAY TO DAY OPERATIONS ARE WITH OTHER REPRESENTATIVES FROM THE COMPANY.

**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2011

Open to Public
Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization **TENNESSEE PERFORMING ARTS CENTER (TPAC)
MANAGEMENT COMPANY**

Employer identification number
58-1320590

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (<u>DONATED FOOD</u>)	X	5	42,633.	COST OF DONATED PROP
26 Other ► (<u>AIRLINE VOUCH</u>)	X	1	24,750.	COST OF DONATED PROP
27 Other ► (<u>DONATED LIQUO</u>)	X	2	12,563.	COST OF DONATED PROP
28 Other ► (<u>MISCELLANEOUS</u>)	X	3	10,868.	COST OF DONATED PROP

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

29

	Yes	No
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?		X
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?		X
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

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

Schedule M (Form 990) (2011)

Part II

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

PART I, OTHER TYPES OF PROPERTY:**HOTEL VOUCHERS**

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTORS = 1

(C) REVENUE REPORTED ON FORM 990, PART VIII \$ 8505.

(D) METHOD OF DETERMINING REVENUE: COST OF DONATED PROP

EVENT TICKETS

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTORS = 1

(C) REVENUE REPORTED ON FORM 990, PART VIII \$ 2373.

(D) METHOD OF DETERMINING REVENUE: COST OF DONATED PROP

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2011

Open to Public
Inspection

Name of the organization TENNESSEE PERFORMING ARTS CENTER (TPAC) MANAGEMENT COMPANY	Employer identification number 58-1320590
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FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

PROVIDING QUALITY ARTS ENTERTAINMENT AND EDUCATION TO THE RESIDENTS OF
TENNESSEE THROUGH THE OPERATION OF THE TENNESSEE PERFORMING ARTS
CENTER.

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

ORGANIZATIONS.

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

ASSOCIATION, NASHVILLE BALLET, AND THE TENNESSEE REPERTORY THEATRE, ALL
THREE OF WHICH ARE NON-PROFIT ORGANIZATIONS. TPAC ALSO RENTS ITS
FACILITIES TO OUTSIDE PROMOTERS FOR EVENTS WHERE THEY ARE AT RISK, AND
TO THE STATE (WITH RENT WAIVED) FOR THEIR EVENTS. TO SUPPORT PUBLIC
PROGRAMMING, TPAC OPERATES ITS OWN TICKETING SERVICES. TO SUPPORT ITS
EDUCATIONAL PROGRAMS, TPAC ENGAGES IN FUNDRAISING WHICH INCLUDES
SOLICITING GIFTS AND SUPPORT FROM INDIVIDUALS, CORPORATIONS, AND
FOUNDATIONS.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

TPAC'S WOLF TRAP EARLY LEARNING THROUGH THE ARTS PROGRAM BRINGS
ARTS-BASED CLASSROOM RESIDENCIES TO PRESCHOOLS AND HEAD START CENTERS.
TEACHING ARTISTS AND TEACHERS USE ARTS INSTRUCTION TO TARGET EARLY
CHILDHOOD DEVELOPMENTAL GOALS AND HELP CHILDREN LEARN. A TOTAL OF 1,150
CHILDREN AND TEACHERS PARTICIPATED IN WOLF TRAP IN 2011-2012 AT NO
CHARGE (1,099 CHILDREN AND TEACHERS IN 2010-2011).

EXPENSES \$ 50,940. INCLUDING GRANTS OF \$ 0. REVENUE \$ 621.

Name of the organization	TENNESSEE PERFORMING ARTS CENTER (TPAC) MANAGEMENT COMPANY	Employer identification number 58-1320590
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INSIDEOUT IS FOR ADULTS WHO WANT TO GROW IN THEIR KNOWLEDGE AND ENJOYMENT OF THE PERFORMING ARTS. THE PROGRAM OFFERS A SERIES OF LUNCH SEMINARS, PERFORMANCE EXCERPTS, DISCUSSIONS, WORKSHOPS AND SNEAK PREVIEWS BEHIND THE SCENES. A TOTAL OF 4,222 INDIVIDUALS PARTICIPATED IN THIS PROGRAM DURING THE YEAR AT NO CHARGE (3,889 INDIVIDUALS DURING 2011).

EXPENSES \$ 26,904. INCLUDING GRANTS OF \$ 0. REVENUE \$ 6,126.

DISNEY MUSICALS IN SCHOOLS ("DMIS") DEVELOPS A CULTURE OF MUSICAL THEATRE PERFORMANCE IN METRO NASHVILLE ELEMENTARY SCHOOLS. THE PROGRAM INTRODUCES THE COLLABORATIVE ART OF MUSICAL THEATRE, STRENGTHENS ARTS PROGRAMMING AND DEVELOPS PARTNERSHIPS AMONG STUDENTS, FACULTY, STAFF AND THE GREATER NASHVILLE COMMUNITY. PARTICIPATING SCHOOLS RECEIVE (AT NO COST) A PERFORMANCE LICENSE TO ANY DISNEY KIDS MUSICAL, SHOWKIT MATERIALS (INCLUDING DIRECTORS GUIDES, STUDENT SCRIPTS, ACCOMPANIMENT AND GUIDE VOCAL CDS AND A CHOREOGRAPHY DVD), AND CROSS-CURRICULAR ACTIVITIES, ALONG WITH IN-SCHOOL SUPPORT FROM A TEAM OF TWO TPAC TEACHING ARTISTS FOR 15 WEEKS. IN 2011-2012, 305 STUDENTS AND 34 EDUCATORS FROM FIVE METRO NASHVILLE PUBLIC SCHOOLS TOOK PART IN THE FIRST DMIS PILOT PROJECT OUTSIDE OF NYC, TO LAY THE FOUNDATION FOR EXPANSION IN SCHOOL SYSTEMS NATIONWIDE.

EXPENSES \$ 63,786. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

FORM 990, PART VI, SECTION A, LINE 6: THE TPACMC BOARD OF DIRECTORS RECENTLY EXPANDED FROM 20 TO 28 MEMBERS APPOINTED FOR THREE-YEAR STAGGERED TERMS. THREE SLOTS WERE FILLED IN 2009-10, THREE SLOTS WERE FILLED IN 2010-11, AND TWO IN 2011-12. BOARD MEMBERS ARE APPOINTED FROM THE

Name of the organization	TENNESSEE PERFORMING ARTS CENTER (TPAC) MANAGEMENT COMPANY	Employer identification number 58-1320590
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FOLLOWING ENTITIES:

THE TENNESSEE PERFORMING ARTS FOUNDATION - 8 SLOTS

THE TENNESSEE GOVERNOR - 5 SLOTS

TENNESSEE'S EDUCATION COMMISSIONER - 1 SLOT

THE TENNESSEE ARTS COMMISSION - 6 SLOTS

THE TENNESSEE PERFORMING ARTS CENTER - 8 SLOTS

ONE OF THE TPACMC APPOINTED SLOTS REMAINED VACANT IN FY12, THEREFORE THERE WERE ONLY 27 BOARD MEMBERS FOR THE YEAR.

FORM 990, PART VI, SECTION A, LINE 7A: THE FOLLOWING ORGANIZATIONS AND INDIVIDUALS HAVE THE ABILITY TO APPOINT TPAC'S GOVERNING BODY: TENNESSEE PERFORMING ARTS FOUNDATION, TENNESSEE ARTS COMMISSION, AND THE GOVERNOR OF THE STATE OF TENNESSEE.

FORM 990, PART VI, SECTION B, LINE 11: UPON COMPLETION OF FORM 990 BY THE TAX DEPARTMENT OF THE EXTERNAL AUDITORS FOR TENNESSEE PERFORMING ARTS CENTER IT WILL BE REVIEWED BY EITHER THE CFO OR DESIGNATED FINANCE DEPARTMENT STAFF MEMBER AND THEN A REVIEW MEETING IS HELD THAT INCLUDES THE TPAC CEO, CFO, BOARD TREASURER, AUDIT COMMITTEE CHAIR, AND EXTERNAL AUDIT TAX PREPARER. APPROPRIATE CHANGES MAY BE MADE AT ANY POINT IN THE REVIEW PROCESS PRIOR TO FILING FORM 990 WITH THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C: TPAC HAS A CONFLICT OF INTEREST POLICY FOR ITS EMPLOYEES AND ALSO A CONFLICT OF INTEREST POLICY FOR ITS BOARD MEMBERS. THE POLICY FOR EMPLOYEES IS IN THE HUMAN RESOURCES MANUAL THAT EACH EMPLOYEE IS GIVEN WHEN THEY ARE HIRED. THE FOCUS IS ON THE

Name of the organization	TENNESSEE PERFORMING ARTS CENTER (TPAC) MANAGEMENT COMPANY	Employer identification number 58-1320590
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EMPLOYEE TO SCRUPULOUSLY AVOID ANY CONFLICT BETWEEN THEIR OWN RESPECTIVE INTERESTS AND THE INTERESTS OF TPAC. IF TPAC BECOMES AWARE OF A VIOLATION, IT IS INVESTIGATED AND THE PROPER DISCIPLINARY ACTION WILL BE TAKEN. THE POLICY FOR BOARD OF DIRECTORS IS IN THE BOARD ORIENTATION BOOK AND ALSO INCLUDED IN THE BOOK THEY USE AT EVERY BOARD LEVEL MEETING. EACH FISCAL YEAR, WE ASK ALL BOARD OF DIRECTORS TO SIGN THE CONFLICT OF INTEREST POLICY AND WE KEEP THOSE FORMS ON FILE.

FORM 990, PART VI, SECTION B, LINE 15: TPAC'S BOARD OF DIRECTORS HIRES THE ORGANIZATION'S CEO AND NEGOTIATES SUBSEQUENT EMPLOYMENT CONTRACTS. THE BOARD CHAIRMAN'S PROCESS FOR DETERMINING COMPENSATION FOR THE CEO IS BASED ON MULTIPLE THINGS: HISTORICAL SALARY RANGE FOR THE POSITION, SALARY SURVEY INFORMATION COMPILED ANNUALLY BY A RESEARCH FIRM FOR OUR SPECIFIC INDUSTRY (PACC - PERFORMING ARTS CENTER CONSORTIUM) AND AVAILABLE BUDGETARY RESTRAINTS. OTHER OFFICER COMPENSATION IS HANDLED SIMILARLY BY THE CEO.

FORM 990, PART VI, SECTION C, LINE 19: TPAC'S GOVERNING DOCUMENTS ARE AVAILABLE FOR PUBLIC INSPECTION. PURSUANT TO TENN CODE ANN SECTION 8-44-107, THE ACTIVITIES OF THE BOARD ARE OPEN TO THE PUBLIC AS IF IT WERE A GOVERNMENTAL AGENCY. SEE BELOW:

8-44-107. BOARD OF DIRECTORS OF PERFORMING ARTS CENTER MANAGEMENT CORPORATION - THE BOARD OF DIRECTORS OF THE TENNESSEE PERFORMING ARTS CENTER MANAGEMENT CORPORATION SHALL BE SUBJECT TO, AND SHALL IN ALL RESPECTS COMPLY WITH, ALL OF THE PROVISIONS MADE APPLICABLE TO GOVERNING BODIES BY THIS CHAPTER [OPEN MEETINGS LAW].

TPAC'S AUDITED FINANCIAL STATEMENTS ARE AVAILABLE AT WWW.GIVINGMATTERS.ORG.

Name of the organization	TENNESSEE PERFORMING ARTS CENTER (TPAC) MANAGEMENT COMPANY	Employer identification number 58-1320590
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TPAC'S CONFLICT OF INTEREST POLICY IS NOT MADE AVAILABLE TO THE PUBLIC.

FORM 990, PART XI, LINE 5, CHANGES IN NET ASSETS:

GAIN ON OTHER INVESTMENTS 2,269.

FORM 990, PART XI, LINE 2C

THE OVERSIGHT PROCESS OR SELECTION PROCESS OF THE FINANCIAL STATEMENTS
HAS NOT CHANGED FROM THE PRIOR YEAR.

Related Organizations and Unrelated Partnerships

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

OMB No. 1545-0047

2011
Open to Public
Inspection

Name of the organization **TENNESSEE PERFORMING ARTS CENTER (TPAC)**
MANAGEMENT COMPANY

Employer identification number
58-1320590

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
TENNESSEE PERFORMING ARTS FOUNDATION - 23-7272205, 505 DEADERICK STREET, NASHVILLE, TN 37243	ENDOWMENT MGMT TO PROVIDE INCOME TO HELP DEFRAY THE OPERATING COSTS OF TPAC	TENNESSEE	501(C)(3)	509(A)(3)	N/A		X

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

Schedule R (Form 990) 2011

Part III

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportion- ate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV

[illegible]

TENNESSEE PERFORMING ARTS CENTER (TPAC)

Schedule R (Form 990) 2011

MANAGEMENT COMPANY

58-1320590

Page **3**

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, 35a, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)	X	
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Sale of assets to related organization(s)		X
g Purchase of assets from related organization(s)		X
h Exchange of assets with related organization(s)		X
i Lease of facilities, equipment, or other assets to related organization(s)		X
j Lease of facilities, equipment, or other assets from related organization(s)		X
k Performance of services or membership or fundraising solicitations for related organization(s)		X
l Performance of services or membership or fundraising solicitations by related organization(s)		X
m Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
n Sharing of paid employees with related organization(s)		X
o Reimbursement paid to related organization(s) for expenses		X
p Reimbursement paid by related organization(s) for expenses		X
q Other transfer of cash or property to related organization(s)		X
r Other transfer of cash or property from related organization(s)		X

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

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) TENNESSEE PERFORMING ARTS FOUNDATION	C	626,931.	CASH
(2)			
(3)			
(4)			
(5)			
(6)			

Part VI **Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships.

[illegible]

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

SCHEDULE R, PART V:

THE CONTRIBUTION AMOUNT FROM THE TENNESSEE PERFORMING ARTS CENTER
FOUNDATION CONSISTS OF THREE QUARTERLY PAYMENTS.

2012 ESTIMATED TAX FILING INSTRUCTIONS

FORM 990-W

FOR THE YEAR ENDING

JUNE 30, 2013

Prepared for	TENNESSEE PERFORMING ARTS CENTER (TPAC) MANAGEMENT COMPANY 505 DEADERICK STREET NASHVILLE, TN 37243																																	
Prepared by	KRAFTCPAS PLLC 555 GREAT CIRCLE ROAD NASHVILLE, TN 37228																																	
Amount of tax	<table><tr><td>Total Estimated Tax</td><td>\$</td><td>1,360</td><td></td></tr><tr><td>Less credit from prior year</td><td>\$</td><td>1,089</td><td></td></tr><tr><td>Less amount already paid on 2012 estimate</td><td>\$</td><td>0</td><td></td></tr><tr><td>Balance due</td><td>\$</td><td>271</td><td></td></tr></table> <p>Payable in full or in installments as follows:</p> <table><thead><tr><th>Installment</th><th>Amount</th><th>Due Date</th></tr></thead><tbody><tr><td>No. 1</td><td>\$ NONE REQUIRED</td><td></td></tr><tr><td>No. 2</td><td>\$ NONE REQUIRED</td><td></td></tr><tr><td>No. 3</td><td>\$ NONE REQUIRED</td><td></td></tr><tr><td>No. 4</td><td>\$ 271</td><td>JUNE 17, 2013</td></tr></tbody></table>			Total Estimated Tax	\$	1,360		Less credit from prior year	\$	1,089		Less amount already paid on 2012 estimate	\$	0		Balance due	\$	271		Installment	Amount	Due Date	No. 1	\$ NONE REQUIRED		No. 2	\$ NONE REQUIRED		No. 3	\$ NONE REQUIRED		No. 4	\$ 271	JUNE 17, 2013
Total Estimated Tax	\$	1,360																																
Less credit from prior year	\$	1,089																																
Less amount already paid on 2012 estimate	\$	0																																
Balance due	\$	271																																
Installment	Amount	Due Date																																
No. 1	\$ NONE REQUIRED																																	
No. 2	\$ NONE REQUIRED																																	
No. 3	\$ NONE REQUIRED																																	
No. 4	\$ 271	JUNE 17, 2013																																
Make check payable to	PAYMENTS SHOULD BE MADE USING THE ELECTRONIC FEDERAL TAX PAYMENT SYSTEM (EFTPS).																																	
Mail voucher and check (if applicable) to	NOT APPLICABLE																																	
Special Instructions																																		

Form **990-W**

**Estimated Tax on Unrelated Business Taxable
Income for Tax-Exempt Organizations**

OMB No. 1545-0976

(Worksheet)

Department of the Treasury
Internal Revenue Service

(and on Investment Income for Private Foundations) FORM 990-T

(Keep for your records. Do not send to the Internal Revenue Service.)

2012

1	Unrelated business taxable income expected in the tax year	1	
2	Tax on the amount on line 1. See instructions for tax computation	2	
3	Alternative minimum tax (see instructions)	3	
4	Total. Add lines 2 and 3	4	
5	Estimated tax credits (see instructions)	5	
6	Subtract line 5 from line 4	6	
7	Other taxes (see instructions)	7	
8	Total. Add lines 6 and 7	8	
9	Credit for federal tax paid on fuels (see instructions)	9	
10a	Subtract line 9 from line 8. Note. If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions	10a	
b	Enter the tax shown on the 2011 return (see instructions). Caution. If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c	10b	1,344.
c	2012 Estimated Tax. Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	10c	1,360.
		ADJUSTED TO	

		(a)	(b)	(c)	(d)	
11	Installment due dates (see instructions)	11	10/15/12	12/17/12	03/15/13	06/17/13
12	Required installments. Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions)					
		12	340.	340.	340.	340.
13	2011 Overpayment (see instructions)	13	340.	340.	340.	69.
14	Payment due. (Subtract line 13 from line 12.)	14				271.

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-W** (2012)

ESTIMATED TAX 1,360.
OVERPAYMENT APPLIED 1,089.
AMOUNT DUE 271.

Form **990-T**Department of the Treasury
Internal Revenue Service**Exempt Organization Business Income Tax Return**
(and proxy tax under section 6033(e))For calendar year 2011 or other tax year beginning **JUL 1, 2011**, and ending **JUN 30, 2012**

OMB No. 1545-0687

2011Open to Public Inspection for
501(c)(3) Organizations Only

A <input type="checkbox"/> Check box if address changed B Exempt under section <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a)	Print or Type	Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.) TENNESSEE PERFORMING ARTS CENTER (TPAC) MANAGEMENT COMPANY Number, street, and room or suite no. If a P.O. box, see instructions. 505 DEADERICK STREET City or town, state, and ZIP code NASHVILLE, TN 37243	D Employer identification number (Employees' trust, see instructions.) 58-1320590 E Unrelated business activity codes (See instructions.) 541800
C Book value of all assets at end of year 10,471,923.		F Group exemption number (See instructions.) ▶ G Check organization type <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust	

H Describe the organization's primary unrelated business activity. **▶ SPONSORSHIP ADVERTISING**
I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? ☐ Yes ☒ No
 If "Yes," enter the name and identifying number of the parent corporation. **▶**
J The books are in care of **▶ JULIE GILLEN, CFO** Telephone number **▶ 615-782-4033**

Part I Unrelated Trade or Business Income	(A) Income	(B) Expenses	(C) Net
1 a Gross receipts or sales			
b Less returns and allowances c Balance ▶	1c		
2 Cost of goods sold (Schedule A, line 7)	2		
3 Gross profit. Subtract line 2 from line 1c	3		
4 a Capital gain net income (attach Schedule D)	4a		
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b		
c Capital loss deduction for trusts	4c		
5 Income (loss) from partnerships and S corporations (attach statement)	5		
6 Rent income (Schedule C)	6		
7 Unrelated debt-financed income (Schedule E)	7		
8 Interest, annuities, royalties, and rents from controlled organizations (Sch. F)...	8		
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9		
10 Exploited exempt activity income (Schedule I)	10		
11 Advertising income (Schedule J)	11		
12 Other income (See instructions; attach schedule.) STATEMENT 1	12	20,235.	20,235.
13 Total. Combine lines 3 through 12	13	20,235.	20,235.

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

14 Compensation of officers, directors, and trustees (Schedule K)	14	
15 Salaries and wages	15	
16 Repairs and maintenance	16	
17 Bad debts	17	
18 Interest (attach schedule)	18	
19 Taxes and licenses	19	2,587.
20 Charitable contributions (See instructions for limitation rules.)	20	
21 Depreciation (attach Form 4562)	21	
22 Less depreciation claimed on Schedule A and elsewhere on return	22a	22b
23 Depletion	23	
24 Contributions to deferred compensation plans	24	
25 Employee benefit programs	25	
26 Excess exempt expenses (Schedule I)	26	
27 Excess readership costs (Schedule J)	27	
28 Other deductions (attach schedule) SEE STATEMENT 2	28	7,690.
29 Total deductions. Add lines 14 through 28	29	10,277.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30	9,958.
31 Net operating loss deduction (limited to the amount on line 30)	31	
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32	9,958.
33 Specific deduction (Generally \$1,000, but see instructions for exceptions.)	33	1,000.
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	34	8,958.

**TENNESSEE PERFORMING ARTS CENTER (TPAC)
MANAGEMENT COMPANY**

Form 990-T (2011)

58-1320590

Page **2**

Part III Tax Computation

35 Organizations Taxable as Corporations. See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here <input type="checkbox"/> See instructions and:		
a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order):	(1) \$ (2) \$ (3) \$	
b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750)	\$	
(2) Additional 3% tax (not more than \$100,000)	\$	
c Income tax on the amount on line 34		35c 1,344.
36 Trusts Taxable at Trust Rates. See instructions for tax computation. Income tax on the amount on line 34 from:		
<input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041)		36
37 Proxy tax. See instructions		37
38 Alternative minimum tax		38
39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies		39 1,344.

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	40a	
b Other credits (see instructions)	40b	
c General business credit. Attach Form 3800	40c	
d Credit for prior year minimum tax (attach Form 8801 or 8827)	40d	
e Total credits. Add lines 40a through 40d	40e	
41 Subtract line 40e from line 39	41	1,344.
42 Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach schedule)	42	
43 Total tax. Add lines 41 and 42	43	1,344.
44a Payments: A 2010 overpayment credited to 2011	44a	
b 2011 estimated tax payments	44b	2,440.
c Tax deposited with Form 8868	44c	
d Foreign organizations: Tax paid or withheld at source (see instructions)	44d	
e Backup withholding (see instructions)	44e	
f Credit for small employer health insurance premiums (Attach Form 8941)	44f	
g Other credits and payments: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other	44g	
45 Total payments. Add lines 44a through 44g	45	2,440.
46 Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>	46	7.
47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed	47	
48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid	48	1,089.
49 Enter the amount of line 48 you want: Credited to 2012 estimated tax 1,089. Refunded	49	0.

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

1 At any time during the 2011 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If YES, the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If YES, enter the name of the foreign country here	Yes	No
		X
2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If YES, see instructions for other forms the organization may have to file.		X
3 Enter the amount of tax-exempt interest received or accrued during the tax year \$		

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

1 Inventory at beginning of year	1		6 Inventory at end of year	6	
2 Purchases	2		7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2	7	
3 Cost of labor	3		8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes	No
4a Additional section 263A costs	4a				X
b Other costs (attach schedule)	4b				
5 Total. Add lines 1 through 4b	5				

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.				
	Signature of officer		Date		PRESIDENT & CEO
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature	Date	Check <input type="checkbox"/> if self-employed
	VALERIE SHELTON BURKE			12/19/12	PTIN
	Firm's name ▶ KRAFTCPAS PLLC		Firm's EIN ▶		P00075603
	Firm's address ▶ 555 GREAT CIRCLE ROAD NASHVILLE, TN 37228		Phone no. 615-242-7351		

May the IRS discuss this return with the preparer shown below (see instructions)?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
---	---	-----------------------------

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

1. Description of property

(1)
(2)
(3)
(4)

2. Rent received or accrued

(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach schedule)
(1)		
(2)		
(3)		
(4)		
Total 0.	Total 0.	

(c) **Total income.** Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A) ▶(b) **Total deductions.**

Enter here and on page 1, Part I, line 6, column (B) ... ▶

0. 0.

Schedule E - Unrelated Debt-Financed Income (see instructions)

1. Description of debt-financed property		2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property	
			(a) Straight line depreciation (attach schedule)	(b) Other deductions (attach schedule)
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach schedule)	5. Average adjusted basis of or allocable to debt-financed property (attach schedule)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		

Totals

Enter here and on page 1, Part I, line 7, column (A).

Enter here and on page 1, Part I, line 7, column (B).

0. 0.

Total dividends-received deductions included in column 8

0.

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

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations				6. Deductions directly connected with income in column 5
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income		
(1)						
(2)						
(3)						
(4)						

Nonexempt Controlled Organizations

7. Taxable Income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10
(1)				
(2)				
(3)				
(4)				

Add columns 5 and 10.
Enter here and on page 1, Part I, line 8, column (A).Add columns 6 and 11.
Enter here and on page 1, Part I, line 8, column (B).

Totals

0. 0.

TENNESSEE PERFORMING ARTS CENTER (TPAC)

Form 990-T (2011) MANAGEMENT COMPANY

58-1320590

Page 4

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

(see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach schedule)	4. Set-asides (attach schedule)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals		0.		0.

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

(see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals		0.	0.			0.

Schedule J - Advertising Income (see instructions)**Part I Income From Periodicals Reported on a Consolidated Basis**

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))		0.	0.			0.

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

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
(5) Totals from Part I	0.	0.				0.
Totals, Part II (lines 1-5)		0.	0.			0.

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

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14			0.

FORM 990-T	OTHER INCOME	STATEMENT	1
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DESCRIPTION	AMOUNT
SPONSORSHIP INCOME	20,235.
TOTAL TO FORM 990-T, PAGE 1, LINE 12	20,235.

FORM 990-T	OTHER DEDUCTIONS	STATEMENT	2
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DESCRIPTION	AMOUNT
WEBSITE FEES	195.
TICKETS	3,440.
PLASMAS	2,094.
DEALERSHIP EXPENSES	1,233.
MISCELLANEOUS	728.
TOTAL TO FORM 990-T, PAGE 1, LINE 28	7,690.

Underpayment of Estimated Tax by Corporations

▶ See separate instructions.
▶ Attach to the corporation's tax return.

FORM 990-T

2011

Name **TENNESSEE PERFORMING ARTS CENTER (TPAC)
MANAGEMENT COMPANY**Employer identification number
58-1320590

Note: Generally, the corporation is not required to file Form 2220 (see Part II below for exceptions) because the IRS will figure any penalty owed and bill the corporation. However, the corporation may still use Form 2220 to figure the penalty. If so, enter the amount from page 2, line 38 on the estimated tax penalty line of the corporation's income tax return, but **do not** attach Form 2220.

Part I Required Annual Payment

1	Total tax (see instructions)	1	1,344.
2a	Personal holding company tax (Schedule PH (Form 1120), line 26) included on line 1	2a	
2b	Look-back interest included on line 1 under section 460(b)(2) for completed long-term contracts or section 167(g) for depreciation under the income forecast method	2b	
2c	Credit for federal tax paid on fuels (see instructions)	2c	
2d	Total. Add lines 2a through 2c	2d	
3	Subtract line 2d from line 1. If the result is less than \$500, do not complete or file this form. The corporation does not owe the penalty	3	1,344.
4	Enter the tax shown on the corporation's 2010 income tax return (see instructions). Caution: If the tax is zero or the tax year was for less than 12 months, skip this line and enter the amount from line 3 on line 5	4	2,425.
5	Required annual payment. Enter the smaller of line 3 or line 4. If the corporation is required to skip line 4, enter the amount from line 3	5	1,344.

Part II Reasons for Filing - Check the boxes below that apply. If any boxes are checked, the corporation **must** file Form 2220 even if it does not owe a penalty (see instructions).

- 6 ☐ The corporation is using the adjusted seasonal installment method.
- 7 ☐ The corporation is using the annualized income installment method.
- 8 ☐ The corporation is a "large corporation" figuring its first required installment based on the prior year's tax.

Part III Figuring the Underpayment

	(a)	(b)	(c)	(d)
9 Installment due dates. Enter in columns (a) through (d) the 15th day of the 4th (Form 990-PF filers: Use 5th month), 6th, 9th, and 12th months of the corporation's tax year	10/15/11	12/15/11	03/15/12	06/15/12
10 Required installments. If the box on line 6 and/or line 7 above is checked, enter the amounts from Sch A, line 38. If the box on line 8 (but not 6 or 7) is checked, see instructions for the amounts to enter. If none of these boxes are checked, enter 25% of line 5 above in each column.	336.	336.	336.	336.
11 Estimated tax paid or credited for each period (see instructions). For column (a) only, enter the amount from line 11 on line 15			1,830.	610.
Complete lines 12 through 18 of one column before going to the next column.				
12 Enter amount, if any, from line 18 of the preceding column				822.
13 Add lines 11 and 12			1,830.	1,432.
14 Add amounts on lines 16 and 17 of the preceding column		336.	672.	
15 Subtract line 14 from line 13. If zero or less, enter -0-	0.	0.	1,158.	1,432.
16 If the amount on line 15 is zero, subtract line 13 from line 14. Otherwise, enter -0-		336.	0.	
17 Underpayment. If line 15 is less than or equal to line 10, subtract line 15 from line 10. Then go to line 12 of the next column. Otherwise, go to line 18	336.	336.		
18 Overpayment. If line 10 is less than line 15, subtract line 10 from line 15. Then go to line 12 of the next column			822.	

Go to Part IV on page 2 to figure the penalty. Do not go to Part IV if there are no entries on line 17 - no penalty is owed.

Part IV Figuring the Penalty

	(a)	(b)	(c)	(d)
19 Enter the date of payment or the 15th day of the 3rd month after the close of the tax year, whichever is earlier (see instructions). (Form 990-PF and Form 990-T filers: Use 5th month instead of 3rd month.)	19			
20 Number of days from due date of installment on line 9 to the date shown on line 19	20			
21 Number of days on line 20 after 4/15/2011 and before 7/1/2011	21			
22 Underpayment on line 17 x $\frac{\text{Number of days on line 21} \times 4\%}{365}$	22	\$	\$	\$
23 Number of days on line 20 after 06/30/2011 and before 10/1/2011	23			
24 Underpayment on line 17 x $\frac{\text{Number of days on line 23} \times 4\%}{365}$	24	\$	\$	\$
25 Number of days on line 20 after 9/30/2011 and before 1/1/2012	25			
26 Underpayment on line 17 x $\frac{\text{Number of days on line 25} \times 3\%}{365}$	26	\$	\$	\$
27 Number of days on line 20 after 12/31/2011 and before 4/1/2012	27	SEE ATTACHED WORKSHEET		
28 Underpayment on line 17 x $\frac{\text{Number of days on line 27} \times 3\%}{366}$	28	\$	\$	\$
29 Number of days on line 20 after 3/31/2012 and before 7/1/2012	29			
30 Underpayment on line 17 x $\frac{\text{Number of days on line 29} \times \%}{366}$	30	\$	\$	\$
31 Number of days on line 20 after 6/30/2012 and before 10/1/2012	31			
32 Underpayment on line 17 x $\frac{\text{Number of days on line 31} \times \%}{366}$	32	\$	\$	\$
33 Number of days on line 20 after 9/30/2012 and before 1/1/2013	33			
34 Underpayment on line 17 x $\frac{\text{Number of days on line 33} \times \%}{366}$	34	\$	\$	\$
35 Number of days on line 20 after 12/31/2012 and before 2/16/2013	35			
36 Underpayment on line 17 x $\frac{\text{Number of days on line 35} \times \%}{365}$	36	\$	\$	\$
37 Add lines 22, 24, 26, 28, 30, 32, 34, and 36	37	\$	\$	\$
38 Penalty. Add columns (a) through (d) of line 37. Enter the total here and on Form 1120; line 33; or the comparable line for other income tax returns	38	\$		7.

* Use the penalty interest rate for each calendar quarter, which the IRS will determine during the first month in the preceding quarter. These rates are published quarterly in an IRS News Release and in a revenue ruling in the Internal Revenue Bulletin. To obtain this information on the Internet, access the IRS website at www.irs.gov. You can also call 1-800-829-4933 to get interest rate information.

FORM 990-T
UNDERPAYMENT OF ESTIMATED TAX WORKSHEET

Name(s) TENNESSEE PERFORMING ARTS CENTER (TPAC) MANAGEMENT COMPANY				Identifying Number 58-1320590	
(A) *Date	(B) Amount	(C) Adjusted Balance Due	(D) Number Days Balance Due	(E) Daily Penalty Rate	(F) Penalty
		-0-			
10/15/11	336.	336.	61	.000082192	2.
12/15/11	336.	672.	16	.000082192	1.
12/31/11	0.	672.	75	.000081967	4.
03/15/12	336.	1,008.			
03/15/12	-1,830.	-822.			
06/15/12	336.	-486.			
06/15/12	-610.	-1,096.			
Penalty Due (Sum of Column F).					7.

* Date of estimated tax payment, withholding credit date or installment due date.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file) . You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

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

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

Part I only ☐

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. TENNESSEE PERFORMING ARTS CENTER (TPAC) MANAGEMENT COMPANY	Employer identification number (EIN) or <input checked="" type="checkbox"/> 58-1320590
	Number, street, and room or suite no. If a P.O. box, see instructions. 505 DEADERICK STREET	Social security number (SSN) <input type="checkbox"/>
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NASHVILLE, TN 37243	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

JULIE GILLEN, CFO

- The books are in the care of ► **505 DEADERICK STREET - NASHVILLE, TN 37243**

Telephone No. ► **615-782-4033** FAX No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2013** , to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year or
- ☒ tax year beginning **JUL 1, 2011** , and ending **JUN 30, 2012** .

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0 .
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	0 .
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0 .

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

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

Form **8868** (Rev. 1-2012)

Form **8879-EO****IRS e-file Signature Authorization
for an Exempt Organization**

OMB No. 1545-1878

For calendar year 2011, or fiscal year beginning JUL 1, 2011, and ending JUN 30, 2012**2011**Department of the Treasury
Internal Revenue Service▶ **Do not send to the IRS. Keep for your records.**
▶ **See instructions.**

Name of exempt organization

**TENNESSEE PERFORMING ARTS CENTER (TPAC)
MANAGEMENT COMPANY**

Employer identification number

58-1320590

Name and title of officer

**KATHLEEN O'BRIEN
PRESIDENT & CEO****Part I Type of Return and Return Information** (Whole Dollars Only)

Check the box for the return for which you are using this Form 8879-EO and enter the applicable amount, if any, from the return. If you check the box on line **1a**, **2a**, **3a**, **4a**, or **5a**, below, and the amount on that line for the return being filed with this form was blank, then leave line **1b**, **2b**, **3b**, **4b**, or **5b**, whichever is applicable, blank (do not enter -0-). But, if you entered -0- on the return, then enter -0- on the applicable line below. **Do not** complete more than 1 line in Part I.

1a Form 990 check here ▶ <input checked="" type="checkbox"/>	b Total revenue , if any (Form 990, Part VIII, column (A), line 12)	1b <u>15618677</u>
2a Form 990-EZ check here ▶ <input type="checkbox"/>	b Total revenue , if any (Form 990-EZ, line 9)	2b _____
3a Form 1120-POL check here ▶ <input type="checkbox"/>	b Total tax (Form 1120-POL, line 22)	3b _____
4a Form 990-PF check here ▶ <input type="checkbox"/>	b Tax based on investment income (Form 990-PF, Part VI, line 5)	4b _____
5a Form 8868 check here ▶ <input type="checkbox"/>	b Balance Due (Form 8868, Part I, line 3c or Part II, line 8c)	5b _____

Part II Declaration and Signature Authorization of Officer

Under penalties of perjury, I declare that I am an officer of the above organization and that I have examined a copy of the organization's 2011 electronic return and accompanying schedules and statements and to the best of my knowledge and belief, they are true, correct, and complete. I further declare that the amount in Part I above is the amount shown on the copy of the organization's electronic return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send the organization's return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of the organization's federal taxes owed on this return, and the financial institution to debit the entry to this account. To revoke a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537 no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I have selected a personal identification number (PIN) as my signature for the organization's electronic return and, if applicable, the organization's consent to electronic funds withdrawal.

Officer's PIN: check one box only

☒ I authorize **KRAFTCPAS PLLC**

ERO firm name

to enter my PIN **18961**Enter five numbers, but
do not enter all zeros

as my signature on the organization's tax year 2011 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I also authorize the aforementioned ERO to enter my PIN on the return's disclosure consent screen.

☐ As an officer of the organization, I will enter my PIN as my signature on the organization's tax year 2011 electronically filed return. If I have indicated within this return that a copy of the return is being filed with a state agency(ies) regulating charities as part of the IRS Fed/State program, I will enter my PIN on the return's disclosure consent screen.

Officer's signature ▶ _____ Date ▶ _____

Part III Certification and Authentication

ERO's EFIN/PIN. Enter your six-digit electronic filing identification number (EFIN) followed by your five-digit self-selected PIN.

62570798765

do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature on the 2011 electronically filed return for the organization indicated above. I confirm that I am submitting this return in accordance with the requirements of **Pub. 4163**, Modernized e-File (MeF) Information for Authorized IRS e-file Providers for Business Returns.

ERO's signature ▶ _____ Date ▶ **12/19/12**

ERO Must Retain This Form - See Instructions
Do Not Submit This Form To the IRS Unless Requested To Do So

Schedule D - SCHEDULE OF CREDITS

1. Gross Premiums tax credit (cannot exceed Schedule C, Line 8)	(1)		
2. Tennessee Income Tax (cannot exceed Schedule B, Line 5)	(2)		
3. Green Energy Tax Credit/Carbon Charge Credit/Brownfield Property Credit/Relocation Expense Credits (attach schedule)	(3)		
4. Industrial Machinery Credit from Schedule T, Line 11	(4)		
5. Jobs Tax Credit from Schedule X, Line 16	(5)		
6. Jobs Tax Credit computed in accordance with T.C.A. Section 67-4-2109 (b)(2) from Schedule X, Line 21	(6)		
7. Total Credit - Add lines 1 through 6 (Enter here and on Schedule C, Line 9)	(7)		

Schedule E - SCHEDULE OF PAYMENTS

1. Overpayment from previous year if available	(1)		
2. First quarterly estimated payment	(2)		
3. Second quarterly estimated payment	(3)		
4. Third quarterly estimated payment	(4)	970.	
5. Fourth quarterly estimated payment	(5)	330.	
6. Extension payment	(6)		
7. Total payments - Add lines 1 through 6 (Enter here and on Schedule C, Line 11)	(7)		1300.

COMPUTATION OF FRANCHISE TAX**Schedule F1 - NON-CONSOLIDATED NET WORTH**

1. Net Worth (total assets less total liabilities)	(1)	59990.
2. Indebtedness to or guaranteed by parent or affiliated corporation	(2)	
3. Total lines 1 and 2	(3)	59990.
4. Ratio (Schedules N, O, P, or R if applicable or 100%)	(4)	100.0000%
5. Total - Line 3 multiplied by Line 4 (Enter here and on Schedule A, Line 1)	(5)	59990.

Schedule F2 - CONSOLIDATED NET WORTH

1. Consolidated Net Worth (total assets less total liabilities)	(1)	
2. Ratio (Schedule 170NC or 170SF)	(2)	%
3. Total - Line 1 multiplied by Line 2 (Enter here and on Schedule A, Line 1)	(3)	

NOTE: Schedule F2 is to be completed only if the consolidated net worth election has been made.

Schedule G - DETERMINATION OF REAL AND TANGIBLE PROPERTY

BOOK VALUE OF PROPERTY OWNED - Cost less accumulated depreciation			In Tennessee
1. Land	(1)		
2. Buildings, leaseholds, and improvements	(2)		
3. Machinery, equipment, furniture, and fixtures	(3)		
4. Automobiles and trucks	(4)		
5. Prepaid supplies and other tangible personal property (Attach schedule)	(5)		
6. Share of partnership real and tangible property provided that the partnership does not file a return (Attach schedule)	(6)		
7. Inventories and work in progress	(7)		
a. Deduct exempt inventory in excess of \$30 million (§67-4-2108(a)(6)(B))	(7a)	()	
8. a. Deduct value of certified pollution control equipment (Include copy of certificate (§67-5-604)) and b. equipment used to produce electricity at a Certified Green Energy Production Facility	(8)	()	
9. Deduct exempt required capital investments (T.C.A. Section 67-4-2108(a)(6)(G))	(9)	()	
10. SUBTOTAL - Add lines 1 through 7, less Line 7a through Line 9	(10)		
Rental Value of Property Used but not Owned			(C)
Net Annual Rental Paid for:			
11. Real property	(A) In Tennessee	x8	(11)
12. Machinery & equipment used in manufacturing & processing		x3	(12)
13. Furniture, office machinery, and equipment		x2	(13)
14. Delivery or mobile equipment		x1	(14)
15. TENNESSEE TOTAL - Add lines 10-14 (Enter total here and on Schedule A, Line 2)			(15)

TAXABLE YEAR	TAXPAYER NAME	ACCOUNT NO./FEIN/SSN
07/01/11 06/30/12	TENNESSEE PERFORMING ARTS CENTER (TPAC)	58-1320590

COMPUTATION OF EXCISE TAX

Schedule J-1 - COMPUTATION OF NET EARNINGS FOR ENTITIES TREATED AS PARTNERSHIPS

1. Ordinary Income or Loss from Federal Form 1065, Line 22 plus any intangible expense to an affiliated business entity deducted for federal tax purposes	(1)	
Additions:		
2. Additional income items specifically allocated to partners, including guaranteed payments to partners (Fed 1065 - Sch K)	(2)	
3. Any net loss or expense received from a "pass-through" entity subject to the excise tax, or any net loss or expense distributed to a publicly traded REIT (include schedule of entities and FEINs)	(3)	
4. Total - Add lines 1, 2, and 3	(4)	
Deductions:		
5. Additional expense items specifically allocated to partners (Fed 1065 - Sch K)	(5)	
6. Amount subject to self-employment taxes distributable or paid to each partner or member net of medical insurance payments previously deducted to determine Ordinary Income (Loss) on Form 1065 (If negative, enter zero) (Include on Schedule K, Line 3)	(6)	
7. Amount of contribution, not previously deducted, to qualified pension or benefit plans of any partner or member, including all IRC 401 plans (Include on Schedule K, Line 3)	(7)	
8. Any net gain or income received from a "pass-through" entity subject to the excise tax, or any net gain or income distributed to a publicly traded REIT (include schedule of entities and FEINs)	(8)	
9. Total deductions - Add lines 5 through 8	(9)	()
10. Total - Line 4 less Line 9 (Enter here and on Schedule J, Line 1)	(10)	

Schedule J-2 - COMPUTATION OF NET EARNINGS FOR A SINGLE MEMBER LLC FILING AS AN INDIVIDUAL

Additions:		
1. Business Income from Form 1040, Schedule C plus any intangible expense to an affiliated business entity	(1)	
2. Business Income from Form 1040, Schedule D plus any intangible expense to an affiliated business entity	(2)	
3. Business Income from Form 1040, Schedule E plus any intangible expense to an affiliated business entity	(3)	
4. Business Income from Form 1040, Schedule F plus any intangible expense to an affiliated business entity	(4)	
5. Business Income from Form 4797	(5)	
6. Other: Form _____, Schedule _____	(6)	
7. Any net loss or expense received from a "pass-through" entity subject to the excise tax (include schedule of entities and FEINs)	(7)	
8. Total - Add lines 1 through 7	(8)	
Deductions:		
9. Amt subject to self-employment taxes distributable or paid to the single member (If negative, enter zero) (Include on Sch K, Ln 3)	(9)	
10. Any net gain or income received from a "pass-through" entity subject to the excise tax (include schedule of entities and FEINs)	(10)	
11. Total deductions - Add lines 9 and 10	(11)	()
12. Total - Line 8 less Line 11 (Enter here and on Schedule J, Line 1)	(12)	

Schedule J-3 - COMPUTATION OF NET EARNINGS FOR ENTITIES TREATED AS SUBCHAPTER S CORPORATIONS

1. Ordinary Income or Loss from Federal Form 1120S, Ln 21 plus any intangible expense to an affiliated business entity deducted for federal tax purposes	(1)	
Additions:		
2. Income items to extent includable in federal income were it not for "S" status election (Fed 1120S - Schedule K)	(2)	
3. Any net loss or expense received from a "pass-through" entity subject to the excise tax, or any net loss or expense distributed to a publicly traded REIT (include schedule of entities and FEINs)	(3)	
4. Total - Add lines 1, 2 and 3	(4)	
Deductions:		
5. Expense items to extent includable in federal expenses were it not for "S" status election (Fed 1120S - Schedule K)	(5)	
6. Any net gain or income received from a "pass-through" entity subject to the excise tax, or any net gain or income distributed to a publicly traded REIT (include schedule of entities and FEINs)	(6)	
7. Total deductions - Add lines 5 and 6	(7)	()
8. Total - Line 4 less Line 7 (Enter here and on Schedule J, Line 1)	(8)	

Schedule J-4 - COMPUTATION OF NET EARNINGS FOR ENTITIES TREATED AS CORPORATIONS AND "OTHER" ENTITIES

Enter the amount of income (loss) from the applicable federal return to Schedule J, Line 1		
1. Federal Form 1120 - Line 28 (Taxable income or loss before net operating loss deduction and special deductions) plus any intangible expense to an affiliated business entity deducted for federal tax purposes	(1)	
2. Federal Form 990-T, Line 30 (unrelated business taxable income)	(2)	9958.
3. Other: Form _____, Schedule _____	(3)	
Additions:		
4. Any net loss or expense received from a "pass-through" entity subject to the excise tax, or any net loss or expense distributed to a publicly traded REIT (include schedule of entities and FEINs)	(4)	
Deductions:		
5. Any net gain or income received from a "pass-through" entity subject to the excise tax, or any net gain or income distributed to a publicly traded REIT (include schedule of entities and FEINs)	(5)	()
6. Total - Lines 1 through 4 less Line 5 (Enter here and on Schedule J, Line 1)	(6)	9958.

Schedule J - COMPUTATION OF NET EARNINGS SUBJECT TO EXCISE TAX

1. Federal income or loss (Enter amount from Schedule J-1, J-2, J-3, or J-4)	(1)	9958.
ADDITIONS:		
2. Any depreciation under the provisions of IRC Section 168 not permitted for excise tax purposes due to Tennessee permanently decoupling from federal bonus depreciation and any expense/depreciation deducted as a result of "safe harbor" lease elections. (attach schedule)	(2)	
3. Any deduction for domestic production activities under the provisions of IRC Section 199	(3)	
4. Any gain on the sale of an asset sold within twelve months after the date of distribution to a nontaxable entity	(4)	
5. Tennessee excise tax expense (to the extent reported for federal purposes)	(5)	1162.
6. Gross premiums tax deducted in determining federal income and used as an excise tax credit	(6)	
7. Interest income on obligations of states and their political subdivisions, less allowable amortization	(7)	
8. Depletion not based on actual recovery of cost	(8)	
9. Contribution carryover from prior period(s)	(9)	
10. Capital gains offset by capital loss carryover or carryback	(10)	
11. Excess fair market value over book value of property donated	(11)	
12. Excess rent to/from an affiliate. A taxpayer paying excess rent enters a positive amount on this line. A taxpayer receiving excess rent, to the extent added back to net earnings by its affiliate, enters a negative amount on this line	(12)	
13. Total additions - Add lines 2 through 12	(13)	1162.
DEDUCTIONS:		
14. Any depreciation under the provisions of IRC Section 168 permitted for excise tax purposes due to Tennessee permanently decoupling from federal bonus depreciation	(14)	
15. Any excess gain (or loss) from the basis adjustment resulting from Tennessee permanently decoupling from federal bonus depreciation	(15)	
16. Any loss on the sale of an asset sold within twelve months after the date of distribution to a nontaxable entity	(16)	
17. Dividends received from corporations, at least 80% owned (attach schedule)	(17)	
18. Contributions in excess of amount allowed by federal government	(18)	
19. Donations to Qualified Public School Support Groups and nonprofit organizations	(19)	
20. Portion of current year's capital loss not included in federal taxable income	(20)	
21. Any expense other than income taxes, not deducted in determining federal taxable income for which a credit against the federal income tax is allowable	(21)	
22. Any income included for federal tax purposes and any depreciation or other expense that could have been deducted for "safe harbor" lease elections. (attach schedule)	(22)	
23. Nonbusiness earnings - Schedule M, Line 8	(23)	
24. Intangible expense to an affiliated business entity (Intangible expense disclosure form MUST be completed to avoid the adjustment provided in T.C.A. Section 67-4-2006(d)(3))	(24)	
25. Intangible income from an affiliated business entity if the corresponding intangible expense has not been disclosed or has been disallowed	(25)	
26. TOTAL deductions - Add lines 14 through 25	(26)	()
COMPUTATION OF TAXABLE INCOME:		
27. Total Business Income (Loss) - Add lines 1 and 13, less Line 26 (If loss, complete Schedule K)	(27)	11120.
28. Apportionment Ratio (Schedules N, O, P, or R if applicable or 100%)	(28)	100.0000%
29. Apportioned business income (Loss) (Line 27 multiplied by Line 28)	(29)	11120.
30. Add: Nonbusiness earnings directly allocated to Tennessee (From Schedule M, Line 9)	(30)	
31. Deduct: Loss carryover from prior years (From Schedule U)	(31)	()
32. Subject to excise tax (6.5%) (Line 29 plus Line 30, less Line 31) (enter here and on Schedule B, Line 4)	(32)	11120.

Schedule K - DETERMINATION OF LOSS CARRYOVER AVAILABLE - See Rule 1320-6-1-.21 of Departmental Rules and Regulations

1. Net loss from Schedule J, Line 27	(1)	
ADD:		
2. Amounts reported on Schedule J, lines 17 and 23	(2)	
3. Amounts reported on Schedule J-1, lines 6 and 7, and Schedule J-2, Line 9	(3)	
4. Reduced loss - Add lines 1 through 3 (if net amount is positive, enter "0")	(4)	
5. Excise Tax ratio (Schedules N, O, P, or R if applicable or 100%)	(5)	%
6. Current year loss carryover available (Line 4 multiplied by Line 5)	(6)	

Schedule L - FEDERAL INCOME REVISIONS

Year	1. Original Net Income on Federal Return	2. Net Income Corrected	3. Increase (Decrease) in Net Income	4. Increase (Decrease) Affecting Excise Tax