

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 private foundations)

OMB No. 1545-0047

2013

Open to Public Inspection

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

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

A For the **2013** calendar year, or tax year beginning **JUL 1, 2013** and ending **JUN 30, 2014**

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 CORPORATION Doing Business As _____ Number and street (or P.O. box if mail is not delivered to street address) Room/suite 505 DEADERICK STREET, 3RD FLOOR City or town, state or province, country, and ZIP or foreign postal code 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 \$ 20,992,462. H(a) Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all subordinates 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 28 4 Number of independent voting members of the governing body (Part VI, line 1b) 4 28 5 Total number of individuals employed in calendar year 2013 (Part V, line 2a) 5 449 6 Total number of volunteers (estimate if necessary) 6 185 7a Total unrelated business revenue from Part VIII, column (C), line 12 7a 22,760. b Net unrelated business taxable income from Form 990-T, line 34 7b 14,496.		
Revenue	8 Contributions and grants (Part VIII, line 1h) 2,611,630. 9 Program service revenue (Part VIII, line 2g) 13,043,787. 10 Investment income (Part VIII, column (A), lines 3, 4, and 7d) 79. 11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e) 655,608. 12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12) 16,311,104.	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) 5,288,377. 16a Professional fundraising fees (Part IX, column (A), line 11e) 0. b Total fundraising expenses (Part IX, column (D), line 25) ▶ 495,339. 17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e) 11,136,751. 18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25) 16,425,128. 19 Revenue less expenses. Subtract line 18 from line 12 -114,024.	Beginning of Current Year	End of Year
Net Assets or Fund Balances	20 Total assets (Part X, line 16) 10,276,669. 21 Total liabilities (Part X, line 26) 5,114,301. 22 Net assets or fund balances. Subtract line 21 from line 20 5,162,368.	10,276,669.	11,888,448.

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 FRANCES E. LEAHY	Preparer's signature FRANCES E. LEAHY	Date 02/12/15	Check <input type="checkbox"/> if self-employed PTIN P00713593	Firm's EIN ▶ 62-0713250
	Firm's name ▶ KRAFTCPAS PLLC			Firm's EIN ▶ 62-0713250	
	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 above? (see instructions) ☒ Yes ☐ No

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

Form 990 (2013)

58-1320590 Page **2**

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line 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 ☒ **No**
 If "Yes," describe these new services on Schedule O.

 - 3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ **No**
 If "Yes," describe these changes on Schedule O.

 - 4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.
-
- 4a** (Code:) (Expenses \$ 15,513,284. including grants of \$) (Revenue \$ 17,812,188.)
TPAC IS A NOT-FOR-PROFIT ORGANIZATION. TPAC ENTERED INTO AN AGREEMENT WITH THE STATE OF TENNESSEE & THE TENNESSEE PERFORMING ARTS FOUNDATION IN 1978. THE INITIAL AGREEMENT ESTABLISHED TPAC PRINCIPALLY FOR THE PURPOSE OF PRESENTING QUALITY ARTS ENTERTAINMENT & EDUCATION TO TENNESSEE RESIDENTS THROUGH THE OPERATION OF THE TENNESSEE PERFORMING ARTS CENTER. TPAC HAS ADMINISTRATIVE CONTROL OVER THE OPERATIONS AND FUNCTIONS OF THE FOUR THEATERS LOCATED IN TWO BUILDINGS IN DOWNTOWN NASHVILLE. IN ADDITION TO ITS ROLE WITH THE STATE OF TENNESSEE, TPAC OPERATES SEVERAL PROGRAM INITIATIVES INCLUDING FIVE 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 ASSOCIATION,
-
- 4b** (Code:) (Expenses \$ 255,254. including grants of \$) (Revenue \$ 146,202.)
DURING THE 2014 FISCAL YEAR, HUMANITIES OUTREACH IN TENNESSEE (HOT) PRESENTED 46 (46 DURING 2013) 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 2013 - 2014 ACADEMIC YEAR, 25,466 STUDENTS AND TEACHERS FROM 243 SCHOOLS ATTENDED HOT SEASON FOR YOUNG PEOPLE PERFORMANCES (20,232 STUDENTS AND TEACHERS FROM 206 SCHOOLS DURING THE 2012 - 2013 ACADEMIC YEAR).
-
- 4c** (Code:) (Expenses \$ 50,878. including grants of \$) (Revenue \$ 3,335.)
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 2,937 STUDENTS AND TEACHERS PARTICIPATED IN ARTSMART IN 2013-2014 (4,592 STUDENTS AND TEACHERS IN 2012-2013). 31 SCHOOLS RECEIVED ARTSMART EDUCATION SERVICES AT NO CHARGE IN 2014 (30 SCHOOLS IN 2013).
-
- 4d** Other program services (Describe in Schedule O.)
 (Expenses \$ 135,996. including grants of \$) (Revenue \$ 261.)
-
- 4e** Total program service expenses **15,955,412.**

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

Form 990 (2013)

58-1320590 Page **3**

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>	1 X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?	2 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>	3	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>	4 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>	5	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>	6	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>	7	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>	8	X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>	9	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>	10	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>	11a 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>	11b	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>	11c	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>	11d	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>	11e 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>	11f X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>	12a X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	12b	X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>	13	X
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	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>	14b	X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>	15	X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>	16	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>	17	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>	18 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>	19	X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>	20a	X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Form **990** (2013)

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

Form 990 (2013)

58-1320590 Page **4**

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	X
22 Did the organization report more than \$5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? <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 25a</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 Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If so, 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, Part II, III, or IV, and Part 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 If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b	
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 11b and 19?	38	X

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

Form **990** (2013)

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

Form 990 (2013)

58-1320590 Page **5**

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	67	
1b	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	449	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	X	
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)			
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," to line 3b, 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 as charitable contributions?		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	7d	
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	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	
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?	13a	
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	13b	
c	Enter the amount of reserves on hand	13c	
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	14b	

Form **990** (2013)

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

Form 990 (2013)

58-1320590 Page **6**

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

Check if Schedule O contains a response or note to any line in this Part VI ☒ **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	28		
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	28		
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 ☐ Other (explain in Schedule O)

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **▶**
JULIE GILLEN, CFO - 615-782-4033
505 DEADERICK STREET, 3RD FLOOR, NASHVILLE, TN 37243

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

Form 990 (2013)

58-1320590 Page 7

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) CLAIRE W. TUCKER BOARD CHAIR	1.00	X		X				0.	0.	0.
(2) C. DALE ALLEN BOARD VICE CHAIR	1.00	X		X				0.	0.	0.
(3) RONALD L. CORBIN BOARD TREASURER	1.00	X		X				0.	0.	0.
(4) LARRY R. STESSEL BOARD SECRETARY	1.00	X		X				0.	0.	0.
(5) JOHN E. CODY IMMEDIATE PAST CHAIRMAN	1.00	X		X				0.	0.	0.
(6) KATHLEEN AIRHART BOARD MEMBER	0.50	X						0.	0.	0.
(7) CARTER ANDREWS BOARD MEMBER	0.50	X						0.	0.	0.
(8) BARBARA T. BOVENDER BOARD MEMBER	0.50	X						0.	0.	0.
(9) BETH S. COURTNEY BOARD MEMBER	0.50	X						0.	0.	0.
(10) ANSEL L. DAVIS BOARD MEMBER	0.50	X						0.	0.	0.
(11) EMANUEL J. EADS BOARD MEMBER	0.50	X						0.	0.	0.
(12) DONNA G. ESKIND BOARD MEMBER	0.50	X						0.	0.	0.
(13) ROD ESSIG BOARD MEMBER	0.50	X						0.	0.	0.
(14) LESLIE FRAM BOARD MEMBER	0.50	X						0.	0.	0.
(15) CHARLES J. HALL BOARD MEMBER	0.50	X						0.	0.	0.
(16) J. REGINALD HILL 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 CORPORATION**

Form 990 (2013)

58-1320590 Page **8**

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) CHRISTINE KARBOWIAK BOARD MEMBER	0.50	X						0.	0.	0.
(19) BEVERLY KEEL BOARD MEMBER	0.50	X						0.	0.	0.
(20) BILL LYNCH BOARD MEMBER	0.50	X						0.	0.	0.
(21) MELVIN J. MALONE BOARD MEMBER	0.50	X						0.	0.	0.
(22) MARCUS MCKAMEY BOARD MEMBER	0.50	X						0.	0.	0.
(23) JIM SCHMITZ BOARD MEMBER	0.50	X						0.	0.	0.
(24) RHONDA TAYLOR BOARD MEMBER	0.50	X						0.	0.	0.
(25) ANDREW TAVI BOARD MEMBER	0.50	X						0.	0.	0.
(26) DR. PHILIP WENK BOARD MEMBER	0.50	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								525,459.	0.	113,774.
d Total (add lines 1b and 1c)								525,459.	0.	113,774.

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 **3**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		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? <i>If "Yes," complete Schedule J for such individual</i>	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? <i>If "Yes," complete Schedule J for such person</i>		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
WICKED TOUR PRODUCTIONS, 165 W. 46TH STREET, SUITE 1101, NEW YORK, NY 10036	PROMOTER	3,571,630.
NASHVILLE TALENT PAYMENT, 5111 PRINCE PHILLIP COVE, BRENTWOOD, TN 37027	UNION	628,520.
JERSEY BOYS 2ND NATIONAL TOUR LP, 311 W. 43RD STREET, SUITE 602, NEW YORK, NY 10036	PROMOTER	549,971.
NASHVILLE BALLET 3630 REDMON STREET, NASHVILLE, TN 37209	RESIDENT COMPANY	547,665.
OUTBACK CONCERTS, 209 10TH AVENUE SOUTH, STE 222, NASHVILLE, TN 37203	CONCERT PROMOTER	444,003.

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 **23**

SEE PART VII, SECTION A CONTINUATION SHEETS

Form **990** (2013)

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

Form 990

58-1320590

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (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) GAIL WILLIAMS BOARD MEMBER	0.50	X						0.	0.	0.
(28) UZI YEMIN BOARD MEMBER	0.50	X						0.	0.	0.
(29) WILLIAM H. BRADDY, III BOARD MEMBER THRU 01/13/14	0.50	X						0.	0.	0.
(30) KATHLEEN O'BRIEN PRESIDENT & CEO	40.00			X				222,797.	0.	71,595.
(31) BRENT HYAMS EXEC. VP & GENERAL MANAGER	40.00			X				116,187.	0.	10,375.
(32) SUSAN SANDERS EVP FOR EDUCATION AND OUTR	40.00			X				61,812.	0.	9,937.
(33) JULIE GILLEN CHIEF FINANCIAL OFFICER	40.00			X				124,663.	0.	21,867.
Total to Part VII, Section A, line 1c								525,459.		113,774.

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

Form 990 (2013)

58-1320590 Page **9**

Part VIII Statement of Revenue

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

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c	166,520.			
	d Related organizations	1d	771,470.			
	e Government grants (contributions)	1e	401,717.			
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1,206,547.			
	g Noncash contributions included in lines 1a-1f: \$		89,862.			
	h Total. Add lines 1a-1f		2,546,254.			
	Program Service Revenue	2 a <u>TICKET SALES</u>	Business Code 711310	11,642,700.	11,642,700.	
b <u>TICKET SERVICE CHG/FEES</u>		711310	2,751,996.	2,751,996.		
c <u>EVENT LABOR REIMBURSEMENTS</u>		711310	1,125,832.	1,125,832.		
d <u>SPONSORSHIPS</u>		541800	26,295.		26,295.	
e						
f All other program service revenue						
g Total. Add lines 2a-2f			15,546,823.			
Other Revenue		3 Investment income (including dividends, interest, and other similar amounts)		43.		
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real 603,616.	(ii) Personal 123,034.			
	b Less: rental expenses	0.	126,569.			
	c Rental income or (loss)	603,616.	-3,535.			
	d Net rental income or (loss)			600,081.	603,616.	-3,535.
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other 1,700.			
	b Less: cost or other basis and sales expenses		14,325.			
	c Gain or (loss)		-12,625.			
	d Net gain or (loss)			-12,625.		-12,625.
	8 a Gross income from fundraising events (not including \$ 166,520. of contributions reported on line 1c). See Part IV, line 18	a	33,440.			
	b Less: direct expenses	b	123,870.			
	c Net income or (loss) from fundraising events			-90,430.		-90,430.
	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	1,066,843.				
b Less: cost of goods sold	b	299,710.				
c Net income or (loss) from sales of inventory			767,133.	767,133.		
Miscellaneous Revenue		Business Code				
11 a <u>TN STATE SALES TAX REBATE</u>	711310	947,638.	947,638.			
b <u>OTHER INCOME</u>	711310	79,834.	79,834.			
c <u>BARTER INCOME</u>	711310	43,237.	43,237.			
d All other revenue						
e Total. Add lines 11a-11d		1,070,709.				
12 Total revenue. See instructions.		20,427,988.	17,961,986.	22,760.	-103,012.	

TENNESSEE PERFORMING ARTS CENTER (TPAC)

MANAGEMENT CORPORATION

Form 990 (2013)

58-1320590 Page **10**

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	678,826.	41,565.	475,523.	161,738.
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	4,219,266.	3,336,715.	699,717.	182,834.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	89,557.		89,557.	
9 Other employee benefits	427,323.	248,024.	168,451.	10,848.
10 Payroll taxes	360,382.	253,738.	82,003.	24,641.
11 Fees for services (non-employees):				
a Management	10,750.		10,750.	
b Legal	4,031.		4,031.	
c Accounting	85,829.		85,829.	
d Lobbying	15,450.		15,450.	
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	161,818.	141,195.	15,167.	5,456.
12 Advertising and promotion	1,287,828.	1,281,846.	4,976.	1,006.
13 Office expenses	615,125.	448,697.	147,025.	19,403.
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel	81,434.	40,052.	24,685.	16,697.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	15,865.	8,249.	7,616.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	471,605.	272,117.	195,962.	3,526.
23 Insurance	120,517.	5,628.	114,889.	
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 INCO	3,619.	0.	3,619.	0.
b ARTIST FEES	7,350,826.	7,350,826.	0.	0.
c CONTRACT LABOR	1,212,593.	1,212,593.	0.	0.
d PRODUCTION COSTS	318,690.	318,690.	0.	0.
e All other expenses	1,237,865.	995,477.	173,198.	69,190.
25 Total functional expenses. Add lines 1 through 24e	18,769,199.	15,955,412.	2,318,448.	495,339.
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 CORPORATION**

Form 990 (2013)

58-1320590 Page **11**

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	19,276.	1	17,746.
	2 Savings and temporary cash investments	4,127,217.	2	5,888,154.
	3 Pledges and grants receivable, net	218,242.	3	151,347.
	4 Accounts receivable, net	434,325.	4	389,750.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use	32,180.	8	45,190.
	9 Prepaid expenses and deferred charges	192,275.	9	183,871.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	8,844,766.		
	b Less: accumulated depreciation	4,031,013.	5,004,718.	4,813,753.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11	215,936.	12	287,244.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	32,500.	15	111,393.
16 Total assets. Add lines 1 through 15 (must equal line 34)	10,276,669.	16	11,888,448.	
Liabilities	17 Accounts payable and accrued expenses	1,137,830.	17	1,183,703.
	18 Grants payable		18	
	19 Deferred revenue	2,580,234.	19	2,983,113.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	969,841.	23	793,507.
	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	426,396.	25	92,736.
	26 Total liabilities. Add lines 17 through 25	5,114,301.	26	5,053,059.
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	4,849,888.	27	6,514,801.
	28 Temporarily restricted net assets	312,480.	28	320,588.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	5,162,368.	33	6,835,389.	
34 Total liabilities and net assets/fund balances	10,276,669.	34	11,888,448.	

Form **990** (2013)

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

Form 990 (2013)

58-1320590 Page **12**

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	20,427,988.
2	Total expenses (must equal Part IX, column (A), line 25)	2	18,769,199.
3	Revenue less expenses. Subtract line 2 from line 1	3	1,658,789.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	5,162,368.
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	14,232.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	6,835,389.

Part XII Financial Statements and Reporting

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

1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____		Yes	No
	If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		X
	If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	X	
	If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis			
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?	2c	X	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.			
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?	3a		X
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	3b		

Form **990** (2013)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ Attach to Form 990 or Form 990-EZ.

OMB No. 1545-0047

2013

Open to Public Inspection

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

Name of the organization	TENNESSEE PERFORMING ARTS CENTER (TPAC) MANAGEMENT CORPORATION	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, congregation of churches, or association of churches described in **section 170(b)(1)(A)(i).**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

[illegible]

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

Schedule A (Form 990 or 990-EZ) 2013

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
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) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(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 2013 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2012 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2013. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 33 1/3% support test - 2012. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
17a 10% -facts-and-circumstances test - 2013. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
b 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization		<input type="checkbox"/>
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions		<input type="checkbox"/>

Schedule A (Form 990 or 990-EZ) 2013

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	2789767.	2379293.	2755482.	2611630.	2546254.	13082426.
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	12467851.	9666859.	12402275.	13056620.	17224427.	64818032.
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	15257618.	12046152.	15157757.	15668250.	19770681.	77900458.
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.)						77900458.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6	15257618.	12046152.	15157757.	15668250.	19770681.	77900458.
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	951.	351.	127.	79.	43.	1,551.
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975	13,840.	24,951.	20,235.	98,123.	149,329.	306,478.
c Add lines 10a and 10b	14,791.	25,302.	20,362.	98,202.	149,372.	308,029.
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.	734,165.	1070709.	3238682.
13 Total support. (Add lines 9, 10c, 11, and 12.)	15811591.	12434103.	15710096.	16500617.	20990762.	81447169.
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						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

15 Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	95.65 %
16 Public support percentage from 2012 Schedule A, Part III, line 15	16	96.79 %

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2013 (line 10c, column (f) divided by line 13, column (f))	17	.38 %
18 Investment income percentage from 2012 Schedule A, Part III, line 17	18	.24 %

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

☒

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

☐

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

☐

Part IV

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

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

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2013

Name of the organization

TENNESSEE PERFORMING ARTS CENTER (TPAC)
MANAGEMENT CORPORATION

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 its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization TENNESSEE PERFORMING ARTS CENTER (TPAC) MANAGEMENT CORPORATION	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>1</u>		\$ <u>10,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>2</u>		\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>3</u>		\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>4</u>		\$ <u>8,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>5</u>		\$ <u>36,750.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
<u>6</u>		\$ <u>35,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization TENNESSEE PERFORMING ARTS CENTER (TPAC) MANAGEMENT CORPORATION	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>6,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>8</u>		\$ <u>30,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>9</u>		\$ <u>11,602.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>10</u>		\$ <u>6,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>11</u>		\$ <u>18,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>12</u>		\$ <u>6,478.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)

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

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		\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
14		\$ 10,018.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
15		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
16		\$ 10,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
17		\$ 18,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
18		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization TENNESSEE PERFORMING ARTS CENTER (TPAC) MANAGEMENT CORPORATION	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>19</u>		\$ <u>15,500.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>20</u>		\$ <u>15,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>21</u>		\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>22</u>		\$ <u>50,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>23</u>		\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>24</u>		\$ <u>25,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization TENNESSEE PERFORMING ARTS CENTER (TPAC) MANAGEMENT CORPORATION	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
25		\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
26		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
27		\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
28		\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
29		\$ 8,189.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
30		\$ 10,016.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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

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		\$ 15,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
32		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
33		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
34		\$ 10,450.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
35		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
36		\$ 6,200.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization TENNESSEE PERFORMING ARTS CENTER (TPAC) MANAGEMENT CORPORATION	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>37</u>		\$ <u>10,943.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>38</u>		\$ <u>15,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>39</u>		\$ <u>141,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>40</u>		\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>41</u>		\$ <u>9,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>42</u>		\$ <u>6,450.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization TENNESSEE PERFORMING ARTS CENTER (TPAC) MANAGEMENT CORPORATION	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>43</u>		\$ <u>5,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>44</u>		\$ <u>21,406.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>45</u>		\$ <u>31,800.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>46</u>		\$ <u>10,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
<u>47</u>		\$ <u>9,776.</u>	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
<u>48</u>		\$ <u>5,494.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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

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
49		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
50		\$ 132,770.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
51		\$ 57,053.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
52		\$ 7,500.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
53		\$ 14,621.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
54		\$ 5,400.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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

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		\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
56		\$ 20,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
57		\$ 7,700.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
58		\$ 30,575.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II for noncash contributions.)
59		\$ 6,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
60		\$ 7,500.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

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

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
61		\$ 12,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
62		\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Name of organization TENNESSEE PERFORMING ARTS CENTER (TPAC) MANAGEMENT CORPORATION	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
5	AIRLINE VOUCHERS	\$ 36,750.	06/30/14
12	DONATED LIQUOR FOR GALA EVENT	\$ 1,478.	06/30/14
16	TENT RENTALS	\$ 10,000.	08/22/13
47	FOOD	\$ 9,776.	06/30/14
52	GALA AUCTION ITEMS - GIFT CERTIFICATE FOR PREMIERE TRANSPORTATION COACH	\$ 7,500.	08/20/13
58	FOOD	\$ 15,575.	06/30/14

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

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

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

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

SCHEDULE C
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

- ▶ **Complete if the organization is described below.** ▶ **Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.** ▶ **Information about Schedule C (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.**

OMB No. 1545-0047

2013

Open to Public Inspection

If the organization answered "Yes," to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations: Complete Parts I-A and B. Do not complete Part I-C.
- Section 501(c) (other than section 501(c)(3)) organizations: Complete Parts I-A and C below. Do not complete Part I-B.
- Section 527 organizations: Complete Part I-A only.

If the organization answered "Yes," to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)): Complete Part II-A. Do not complete Part II-B.
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B. Do not complete Part II-A.

If the organization answered "Yes," to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations: Complete Part III.

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

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV.

2 Political expenditures ▶ \$

3 Volunteer hours ▶

Part I-B Complete if the organization is exempt under section 501(c)(3).

1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No

4a Was a correction made? ☐ Yes ☐ No

b If "Yes," describe in Part IV.

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527
exempt function activities ▶ \$

3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL,
line 17b ▶ \$

4 Did the filing organization file **Form 1120-POL** for this year? ☐ Yes ☐ No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments. For each organization listed, enter the amount paid from the filing organization's funds. Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.

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

Schedule C (Form 990 or 990-EZ) 2013

LHA

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TENNESSEE PERFORMING ARTS CENTER (TPAC)

Schedule C (Form 990 or 990-EZ) 2013 **MANAGEMENT CORPORATION**

58-1320590 Page **2**

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

A Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).

B Check ☐ if the filing organization checked box A and "limited control" provisions apply.

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals												
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)														
b Total lobbying expenditures to influence a legislative body (direct lobbying)														
c Total lobbying expenditures (add lines 1a and 1b)														
d Other exempt purpose expenditures														
e Total exempt purpose expenditures (add lines 1c and 1d)														
f Lobbying nontaxable amount. Enter the amount from the following table in both columns.														
<table border="1" style="width:100%; border-collapse: collapse;"> <thead> <tr> <th style="width:35%;">If the amount on line 1e, column (a) or (b) is:</th> <th style="width:65%;">The lobbying nontaxable amount is:</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000.</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>	If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:													
Not over \$500,000	20% of the amount on line 1e.													
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000.													
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.													
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.													
Over \$17,000,000	\$1,000,000.													
g Grassroots nontaxable amount (enter 25% of line 1f)														
h Subtract line 1g from line 1a. If zero or less, enter -0-														
i Subtract line 1f from line 1c. If zero or less, enter -0-														
j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?	<input type="checkbox"/> Yes	<input type="checkbox"/> No												

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Schedule C (Form 990 or 990-EZ) 2013

TENNESSEE PERFORMING ARTS CENTER (TPAC)

Schedule C (Form 990 or 990-EZ) 2013 **MANAGEMENT CORPORATION**

58-1320590 Page 3

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes," response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.

	(a)		(b)
	Yes	No	Amount
1 During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
a Volunteers?		X	
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?		X	
c Media advertisements?		X	
d Mailings to members, legislators, or the public?		X	
e Publications, or published or broadcast statements?		X	
f Grants to other organizations for lobbying purposes?		X	
g Direct contact with legislators, their staffs, government officials, or a legislative body?	X		15,450.
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		X	
i Other activities?		X	
j Total. Add lines 1c through 1i			15,450.
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		X	
b If "Yes," enter the amount of any tax incurred under section 4912			
c If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

	Yes	No
1 Were substantially all (90% or more) dues received nondeductible by members?	1	
2 Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3 Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No," OR (b) Part III-A, line 3, is answered "Yes."

1 Dues, assessments and similar amounts from members	1	
2 Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a Current year	2a	
b Carryover from last year	2b	
c Total	2c	
3 Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4 If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5 Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1; Part I-B, line 4; Part I-C, line 5; Part II-A (affiliated group list); Part II-A, line 2; and Part II-B, line 1. Also, complete this part for any additional information.

PART II-B, LINE 1, LOBBYING ACTIVITIES:

TPAC HIRED JOHNSON/POSS GOVERNMENT RELATIONS FIRM TO

EDUCATE STATE GOVERNMENT OFFICIALS WITH REGARD'S TO TPAC'S CAPITAL

IMPROVEMENT NEEDS AS WELL AS TPAC'S IMPACT ON THE ART'S OF NASHVILLE

AND THE STATE OF TENNESSEE.

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

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

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

OMB No. 1545-0047

2013

**Open to Public
Inspection**

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

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

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

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

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

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

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

(ii) Assets included in Form 990, Part X ▶ \$

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

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

b Assets included in Form 990, Part X ▶ \$

Part III	Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets <i>(continued)</i>
-----------------	-----------------------------------------------------------------------------------------------------------------------

- 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 <input type="checkbox"/> Public exhibition | d <input type="checkbox"/> Loan or exchange programs |
| b <input type="checkbox"/> Scholarly research | e <input type="checkbox"/> Other _____ |
| c <input type="checkbox"/> 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 XIII.

- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

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

- 1a** Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

- b** If "Yes," explain the arrangement in Part XIII and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

- 2a** Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

- b** If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☐

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
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	3a(i)		
(ii) related organizations	3a(ii)		
If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?	3b		

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

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

Part VI	Land, Buildings, and Equipment.
----------------	----------------------------------------

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		7,376,479.	3,044,838.	4,331,641.
d Equipment		629,167.	436,443.	192,724.
e Other		839,120.	549,732.	289,388.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ►				4,813,753

Schedule D (Form 990) 2013

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

Schedule D (Form 990) 2013

58-1320590 Page **3**

Part VII Investments - Other Securities.

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

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

Part VIII Investments - Program Related.

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

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

Part IX Other Assets.

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

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

Part X Other Liabilities.

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

(a) Description of liability	(b) Book value	
1. (1) Federal income taxes		
(2) DEPOSITS	92,736.	
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.) ▶	92,736.	

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

Schedule D (Form 990) 2013

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

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

1	Total revenue, gains, and other support per audited financial statements	1	21,166,549.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	14,232.
b	Donated services and use of facilities	2b	161,555.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	175,787.
3	Subtract line 2e from line 1	3	20,990,762.
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 XIII.)	4b	-562,774.
c	Add lines 4a and 4b	4c	-562,774.
5	Total revenue. Add lines 3 and 4c . (This must equal Form 990, Part I, line 12.)	5	20,427,988.

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

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

1	Total expenses and losses per audited financial statements	1	19,493,528.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	161,555.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	562,774.
e	Add lines 2a through 2d	2e	724,329.
3	Subtract line 2e from line 1	3	18,769,199.
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 XIII.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c . (This must equal Form 990, Part I, line 18.)	5	18,769,199.

Part XIII Supplemental Information.

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

PART 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

ARE NO PROVISION INCOME TAXES, PENALTIES OR INTEREST RECEIVABLE OR PAYABLE

RELATING TO UNCERTAIN INCOME TAX POSITIONS IN THE ACCOMPANYING FINANCIAL

STATEMENTS.

Part XIII Supplemental Information (continued)

PART XI, LINE 4B - OTHER ADJUSTMENTS:

DIRECT SPECIAL EVENT EXPENSES	-123,870.
UNRELATED BUSINESS INCOME - RENTAL EXPENSES	-126,569.
LOSS ON DISPOSAL OF EQUIPMENT	-12,625.
CONCESSION SUPPLIES EXPENSE	-299,710.
TOTAL TO SCHEDULE D, PART XI, LINE 4B	-562,774.

PART XII, LINE 2D - OTHER ADJUSTMENTS:

DIRECT SPECIAL EVENT EXPENSES	123,870.
UNRELATED BUSINESS INCOME - RENTAL EXPENSES	126,569.
LOSS ON DISPOSAL OF EQUIPMENT	12,625.
CONCESSION SUPPLIES EXPENSE	299,710.
TOTAL TO SCHEDULE D, PART XII, LINE 2D	562,774.

Department of the Treasury
Internal Revenue Service

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.

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

OMB No. 1545-0047

2013

Open To Public Inspection

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

Employer identification number
58-1320590

Part I

Fundraising Activities.

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.

[illegible]

- 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) 2013

MANAGEMENT CORPORATION

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	(b) Event #2	(c) Other events	(d) Total events (add col. (a) through col. (c))
		TPAC GALA (event type)	(event type)	NONE (total number)	
Revenue	1	Gross receipts	199,960.		199,960.
	2	Less: Contributions	166,520.		166,520.
	3	Gross income (line 1 minus line 2)	33,440.		33,440.
Direct Expenses	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs			
	7	Food and beverages	35,343.		35,343.
	8	Entertainment	12,967.		12,967.
	9	Other direct expenses	75,560.		75,560.
	10	Direct expense summary. Add lines 4 through 9 in column (d)			123,870.
	11	Net income summary. Subtract line 10 from line 3, column (d)			-90,430.

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			
	2	Cash prizes			
Direct Expenses	3	Noncash prizes			
	4	Rent/facility costs			
	5	Other direct expenses			
	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No
	7	Direct expense summary. Add lines 2 through 5 in column (d)			
	8	Net gaming income summary. Subtract line 7 from line 1, column (d)			

9 Enter the state(s) in which the organization operates gaming activities: _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain: _____

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

b If "Yes," explain: _____

TENNESSEE PERFORMING ARTS CENTER (TPAC)

Schedule G (Form 990 or 990-EZ) 2013

MANAGEMENT CORPORATION

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.** 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" on Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

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

OMB No. 1545-0047

2013

Open to Public
Inspection

Name of the organization **TENNESSEE PERFORMING ARTS CENTER (TPAC)
MANAGEMENT CORPORATION** 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 directors, trustees, and officers, including 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, but 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		X
4b	X	
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

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

Schedule J (Form 990) 2013

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information.

PART I, LINE 4B:

TENNESSEE PERFORMING ARTS CENTER MANAGEMENT CORPORATION

ENTERED INTO AN EMPLOYMENT AGREEMENT WITH KATHLEEN W. O'BRIEN, CEO, TO

PROVIDE A SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN THAT INCLUDES DEFERRED

COMPENSATION DESCRIBED IN CODE SECTIONS 457(B) AND 457(F). THIS

NON-QUALIFIED PLAN IS COMMONLY KNOWN AS A RABBI TRUST. NO PAYMENTS WERE

MADE TO THE EMPLOYEE FOR THE FISCAL YEAR ENDING JUNE 30, 2014 OR THE

CALENDAR YEAR ENDING DECEMBER 31, 2013.

(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.**

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

OMB No. 1545-0047

2013

Open To Public Inspection

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

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.

[illegible]

2 Enter the amount of tax incurred by 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-EZ, Part V, line 38a or Form 990, Part IV, line 26; or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

[illegible]

Total

Part III	Grants or Assistance Benefiting Interested Persons.
-----------------	------------------------------------------------------------

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

[illegible]

TENNESSEE PERFORMING ARTS CENTER (TPAC)

Schedule L (Form 990 or 990-EZ) 2013 **MANAGEMENT CORPORATION**

58-1320590 Page **2**

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
MARCUS MCKAMEY	MARCUS MCKAMEY, A BO	4,974,600.	MARCUS MCKA		X
WILLIAM H. BRADDY, III	WILLIAM H. BRADDY,	4,974,600.	WILLIAM H.		X
DR. PHILIP WENK	DR. PHILIP WENK, A	48,404.	DR. PHILIP		X

Part V Supplemental Information

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: MARCUS MCKAMEY

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

MARCUS MCKAMEY, A BOARD MEMBER FOR TPAC.

(D) DESCRIPTION OF TRANSACTION: MARCUS MCKAMEY 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 MARCUS AND OTHER REPRESENTATIVES FROM THE COMPANY.

(A) NAME OF PERSON: WILLIAM H. BRADDY, III

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

WILLIAM H. BRADDY, III, A BOARD MEMBER FOR TPAC THRU 01/13/14.

(D) DESCRIPTION OF TRANSACTION: WILLIAM H. BRADDY, III WAS 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 WILLIAM AND OTHER REPRESENTATIVES FROM THE COMPANY.

(A) NAME OF PERSON: DR. PHILIP WENK

Part V	Supplemental Information
---------------	---------------------------------

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

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

DR. PHILIP WENK, A BOARD MEMBER FOR TPAC.

(D) DESCRIPTION OF TRANSACTION: DR. PHILIP WENK IS THE CEO AT DELTA
DENTAL, WHICH IS AN INSURANCE PROVIDER FOR TPAC EMPLOYEES.

**SCHEDULE M
(Form 990)**Department of the Treasury
Internal Revenue Service**Noncash Contributions**

OMB No. 1545-0047

2013**Open to Public
Inspection**▶ **Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.**▶ **Attach to Form 990.**▶ **Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990**Name of the organization **TENNESSEE PERFORMING ARTS CENTER (TPAC)
MANAGEMENT CORPORATION**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	X	3	24,963.	COST OF DONATED PROP
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (AIRLINE VOUCH)	X	1	36,750.	COST OF DONATED PROP
26 Other ▶ (DONATED LIQUO)	X	3	10,483.	COST OF DONATED PROP
27 Other ▶ (EQUIPMENT REN)	X	1	10,000.	COST OF DONATED PROP
28 Other ▶ (EVENT TICKETS)	X	30	7,666.	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**30a During the year, did the organization receive by contribution any property reported in Part I, lines 1 - 28, that it must hold for
at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for
the entire holding period?

	Yes	No
30a		X
31		X
32a		X
33		

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

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

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

b If "Yes," describe in Part II.

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

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

Schedule M (Form 990) (2013)

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

SCHEDULE 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

2013

Open to Public
Inspection

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

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

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:

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 THE PROMOTERS 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 1,089
CHILDREN AND TEACHERS PARTICIPATED IN WOLF TRAP IN 2013-2014 AT NO
CHARGE (1,270 CHILDREN AND TEACHERS IN 2012-2013).

EXPENSES \$ 51,054. INCLUDING GRANTS OF \$ 0. REVENUE \$ 261.

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

Schedule O (Form 990 or 990-EZ) (2013)

332211
09-04-13

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

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 3,371 INDIVIDUALS PARTICIPATED IN THIS PROGRAM DURING THE 2013-2014 YEAR AT NO CHARGE (3,686 INDIVIDUALS DURING 2013).

EXPENSES \$ 10,681. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

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; 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 VOCAL CDS AND A CHOREOGRAPHY DVD, CROSS-CURRICULAR ACTIVITIES; AND IN-SCHOOL SUPPORT FROM TEAMS OF TWO TPAC TEACHING ARTISTS FOR 15 WEEKS. IN 2013-2014, 839 STUDENTS AND 114 EDUCATORS FROM 15 METRO NASHVILLE PUBLIC SCHOOLS TOOK PART IN THE DMIS PROGRAM. (662 STUDENTS AND 79 EDUCATORS FROM FIVE SCHOOLS DURING 2012-2013).

EXPENSES \$ 74,261. INCLUDING GRANTS OF \$ 0. REVENUE \$ 0.

FORM 990, PART VI, SECTION A, LINE 7A:

THE FOLLOWING ORGANIZATIONS AND INDIVIDUALS HAVE THE ABILITY TO APPOINT TPAC'S GOVERNING BODY:

THE TENNESSEE PERFORMING ARTS FOUNDATION - 8 POSITIONS

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

THE TENNESSEE GOVERNOR - 5 POSITIONS

TENNESSEE'S EDUCATION COMMISSIONER - 1 POSITION

THE TENNESSEE ARTS COMMISSION - 6 POSITIONS

THE TENNESSEE PERFORMING ARTS CENTER - 8 POSITIONS

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 MEMBERS AND THEN A
REVIEW MEETING IS HELD THAT INCLUDES THE TPAC CEO, CFO, KEY FINANCE
DEPARTMENT STAFF, 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 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, ALL BOARD OF DIRECTORS ARE ASKED TO
SIGN THE CONFLICT OF INTEREST POLICY AND THOSE FORMS ARE KEPT ON FILE.

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

TPAC'S BOARD OF DIRECTORS HIRES THE ORGANIZATION'S CEO AND

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

NEGOTIATES SUBSEQUENT EMPLOYMENT CONTRACTS. THE BOARD CHAIRMAN'S PROCESS FOR DETERMINING COMPENSATION FOR THE CEO IS BASED ON MULTIPLE CRITERIA: 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.

TPAC'S CONFLICT OF INTEREST POLICY IS NOT MADE AVAILABLE TO THE PUBLIC.

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

CHANGE IN FMV OF INVESTMENTS 14,232.

FORM 990, PART XI, LINE 2C:

THE OVERSIGHT OF THE AUDIT OF THE FINANCIAL STATEMENTS AND

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

THE SELECTION PROCESS OF AN INDEPENDENT ACCOUNTANT THAT AUDITED THE
FINANCIAL STATEMENTS HAS NOT CHANGED FROM THE PRIOR YEAR.

**SCHEDULE R
(Form 990)**

Department of the Treasury
Internal Revenue Service

Related Organizations and Unrelated Partnerships

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

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

OMB No. 1545-0047

2013

**Open to Public
Inspection**

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

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

(a) Name, address, and EIN (if applicable) 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" on 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
NASHVILLE INSTITUTE FOR THE ARTS - 58-1387884, 505 DEADERICK STREET, NASHVILLE, TN 37243		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) 2013

TENNESSEE PERFORMING ARTS CENTER (TPAC)
MANAGEMENT CORPORATION

Schedule R (Form 990) 2013

58-1320590 Page 3

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

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

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	1a	X
b Gift, grant, or capital contribution to related organization(s)	1b	X
c Gift, grant, or capital contribution from related organization(s)	1c	X
d Loans or loan guarantees to or for related organization(s)	1d	X
e Loans or loan guarantees by related organization(s)	1e	X
f Dividends from related organization(s)	1f	X
g Sale of assets to related organization(s)	1g	X
h Purchase of assets from related organization(s)	1h	X
i Exchange of assets with related organization(s)	1i	X
j Lease of facilities, equipment, or other assets to related organization(s)	1j	X
k Lease of facilities, equipment, or other assets from related organization(s)	1k	X
l Performance of services or membership or fundraising solicitations for related organization(s)	1l	X
m Performance of services or membership or fundraising solicitations by related organization(s)	1m	X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	1n	X
o Sharing of paid employees with related organization(s)	1o	X
p Reimbursement paid to related organization(s) for expenses	1p	X
q Reimbursement paid by related organization(s) for expenses	1q	X
r Other transfer of cash or property to related organization(s)	1r	X
s Other transfer of cash or property from related organization(s)	1s	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 related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) TENNESSEE PERFORMING ARTS FOUNDATION	C	771,470.	CASH
(2)			
(3)			
(4)			
(5)			
(6)			

Part VI

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]

Provide additional information for responses to questions on Schedule R (see instructions).