

PUBLIC INSPECTION COPY

Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

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

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

OMB No. 1545-0047

2010

Open to Public Inspection

A For the 2010 calendar year, or tax year beginning **AUG 1, 2010** and ending **JUL 31, 2011**

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Termination <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	C Name of organization MUSICARES FOUNDATION, INC.		D Employer identification number 95-4470909
	Doing Business As		
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	E Telephone number
	3030 OLYMPIC BLVD.		(310) 392-3777
	City or town, state or country, and ZIP + 4 SANTA MONICA, CA 90404		G Gross receipts \$ 16,029,829.
F Name and address of principal officer: NEIL PORTNOW SAME AS C ABOVE			H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶ N/A
I Tax-exempt status: <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
J Website: ▶ WWW.GRAMMY.COM/MUSICARES			
K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			
L Year of formation: 1989 M State of legal domicile: CA			

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: MUSICARES PROVIDES A SAFETY NET OF CRITICAL ASSISTANCE FOR MUSIC PEOPLE IN TIMES OF NEED.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	19
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	19
	5 Total number of individuals employed in calendar year 2010 (Part V, line 2a)	5	21
	6 Total number of volunteers (estimate if necessary)	6	0
Revenue	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	105,300.
	b Net unrelated business taxable income from Form 990-T, line 34	7b	33,360.
	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	8,691,308.	14,267,726.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	864,935.	0.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	96,241.	112,384.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	-2,113,084.	-3,209,657.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	7,539,400.	11,170,453.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	2,530,140.	2,953,302.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
Expenses	16a Professional fundraising fees (Part IX, column (A), line 11e)	1,704,473.	1,760,842.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,367,277.	210,000.	339,000.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	1,321,266.	1,264,640.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	5,765,879.	6,317,784.
	19 Revenue less expenses. Subtract line 18 from line 12	1,773,521.	4,852,669.
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	8,129,610.	13,400,439.
	22 Net assets or fund balances. Subtract line 21 from line 20	326,676.	436,905.
7,802,934. 12,963,534.			

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 	Date 6/12/12
	Type or print name and title Neil Portnow President & CEO	
Paid Preparer Use Only	Print/Type preparer's name Nazanin Beniamini	Preparer's signature
	Firm's name DELOITTE/TAX LLP	Date 6/12/12
	Firm's address 350 SOUTH GRAND AVENUE, SUITE 200 LOS ANGELES, CA 90071-3462	Check <input type="checkbox"/> self-employed PTIN
Firm's EIN		Phone no. (213) 688-0800

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

☒ Yes ☐ No

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

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

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

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

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

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

Part I only ☐

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

Type or print	Name of exempt organization MUSICARES FOUNDATION, INC.	Employer identification number 95-4470909
File by the due date for filing your return. See instructions.	Number, street, and room or suite no. If a P.O. box, see instructions. 3030 OLYMPIC BLVD.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SANTA MONICA, CA 90404	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

JUDY WONG

- The books are in the care of ► **3030 OLYMPIC BLVD. - SANTA MONICA, CA 90404-0000**
Telephone No. ► **(310) 392-3777** FAX No. ► **(310) 392-2188**

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **MARCH 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year or
- ☒ tax year beginning **AUG 1, 2010**, and ending **JUL 31, 2011**

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

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

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

LHA For Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2011)

• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ☒ X

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

• If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).	
Type or print	Name of exempt organization MUSICARES FOUNDATION, INC.
File by the extended due date for filing your return. See instructions.	Employer identification number 95-4470909
Number, street, and room or suite no. If a P.O. box, see instructions. 3030 OLYMPIC BLVD.	
City, town or post office, state, and ZIP code. For a foreign address, see instructions. SANTA MONICA, CA 90404	

Enter the Return code for the return that this application is for (file a separate application for each return) **01**

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

JUDY WONG

- The books are in the care of **3030 OLYMPIC BLVD. - SANTA MONICA, CA 90404-0000**
Telephone No. **(310) 392-3777** FAX No. **(310) 392-2188**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **JUNE 15, 2012**
- For calendar year **2010**, or other tax year beginning **AUG 1, 2010**, and ending **JUL 31, 2011**
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION REQUIRED TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title **ACCOUNTANT** Date **3/7/12**

FOR DELOITTE TAX LLP
86-1065772

Form 8868 (Rev. 1-2011)

Part III Statement of Program Service Accomplishments

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

☒**1** Briefly describe the organization's mission:

MUSICARES PROVIDES A SAFETY NET OF CRITICAL ASSISTANCE FOR MUSIC PEOPLE IN TIMES OF NEED. MUSICARES' SERVICES AND RESOURCES COVER A WIDE RANGE OF FINANCIAL, MEDICAL AND PERSONAL EMERGENCIES, AND EACH CASE IS TREATED WITH INTEGRITY AND CONFIDENTIALITY. MUSICARES ALSO

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

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

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

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

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses.

Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code:) (Expenses \$ 3,085,485. including grants of \$ 2,012,920.) (Revenue \$ 105,300.)

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

4b (Code:) (Expenses \$ 1,263,596. including grants of \$ 907,007.) (Revenue \$ 0.)

MAP FUND (FORMERLY ADDICTION RECOVERY INITIATIVES) - THE FOUNDATION PROVIDES EMERGENCY FINANCIAL ASSISTANCE TO INDIVIDUALS WITHIN THE MUSIC COMMUNITY FACING ADDICTION. THE PROGRAM MAY PROVIDE PAYMENT FOR INPATIENT TREATMENT, SOBER LIVING AND/OR OTHER EXPENSES RELATED TO RECOVERY. THE PROGRAM ALSO PROVIDES A SUPPORT NETWORK OF RECOVERY RESOURCES FOR MUSIC PEOPLE WHO ARE TOURING THROUGHOUT THE COUNTRY. IN ADDITION THE FOUNDATION ALSO PROVIDES WORKSHOPS AND COORDINATES MEETINGS OF INDUSTRY PROFESSIONALS TO DISCUSS THE PROBLEMS OF CHEMICAL DEPENDENCY AND DISCUSS SPECIFIC STRATEGIES FOR INTERVENTION FOR INDIVIDUALS WITHIN THE MUSIC COMMUNITY.

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

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

4e Total program service expenses **4,349,081.**

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II		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? If "Yes," complete Schedule C, Part III		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V	X	
11 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? If "Yes," complete Schedule D, Part VI	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? If "Yes," complete Schedule D, Part VII		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? If "Yes," complete Schedule D, Part VIII		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? If "Yes," complete Schedule D, Part IX		X
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	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)? If "Yes," complete Schedule D, Part X	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Parts I and IV	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	X	
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I	X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		X
20a Did the organization operate one or more hospitals? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach its audited financial statements to this return? Note. Some Form 990 filers that operate one or more hospitals must attach audited financial statements (see instructions)		

Form 990 (2010)

Part IV Checklist of Required Schedules (continued)

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

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

Form 990 (2010)

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.Check if Schedule O contains a response to any question in this Part VI ☒**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	19	
b Enter the number of voting members included in line 1a, above, who are independent	19	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6 Does the organization have members or stockholders?		X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

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

Section C. Disclosure

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

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

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

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

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent ContractorsCheck if Schedule O contains a response to any question in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (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			
MARTIN BANDIER DIRECTOR	1.50	X						0.	0.	0.
JOHN BRANCA CHAIR EMERITUS	1.50	X		X				0.	0.	0.
PAUL CAINE CHAIR	1.50	X						0.	0.	0.
ROD ESSIG DIRECTOR	1.50	X						0.	0.	0.
FLETCHER FOSTER DIRECTOR	1.50	X						0.	0.	0.
GEORGE FLANIGEN DIRECTOR	1.50	X						0.	0.	0.
DOUG FRANK DIRECTOR	1.50	X						0.	0.	0.
JERRY GREENBERG DIRECTOR	1.50	X						0.	0.	0.
ARNIE HERRMANN DIRECTOR	1.50	X						0.	0.	0.
TIM LEIWEKE DIRECTOR	1.50	X						0.	0.	0.
KEN LEVITAN VICE CHAIR	1.50	X						0.	0.	0.
TERO OJANPERA DIRECTOR	1.50	X						0.	0.	0.
SCOTT PASCUCCI SECRETARY/TREASURER	1.50	X						0.	0.	0.
ALEXANDRA PATSAVAS DIRECTOR	1.50	X						0.	0.	0.
JOH PLATT DIRECTOR	1.50	X						0.	0.	0.
TOM POLEMAN DIRECTOR	1.50	X						0.	0.	0.
ALISSA POLLACK DIRECTOR	1.50	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(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			
GARY VELORIC DIRECTOR	1.50	X						0.	0.	0.
NEIL PORTNOW PRESIDENT	1.50	X		X				0.	0.	0.
DEBBIE CARROLL EXEC DIRECTOR, HEALTH & HUMAN SVCS	40.00					X		106,562.	0.	5,854.
KRISTEN MADSEN SVP, FOUNDATIONS	20.00					X		137,478.	0.	0.
DANA TOMARKEN VP, FOUNDATIONS	20.00					X		102,467.	0.	21,588.
SCOTT GOLDMAN VP, FOUNDATIONS	20.00					X		103,047.	0.	0.
JUDY WONG CONTROLLER/DIRECTOR	20.00					X		124,257.	0.	11,781.
1b Sub-total								573,811.	0.	39,223.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								573,811.	0.	39,223.

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

- 3** Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4** For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5** Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4		X
5		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization.

(A) Name and business address	(B) Description of services	(C) Compensation
BOUNCE EVENT MARKETING, 800 WEST OLYMPIC BLVD., LOS ANGELES, CA 90015	PRODUCTION SERVICES	949,445.
COMMUNITY COUNSELING SERVICE CO., LLC P.O. BOX 27462, NEW YORK, NY 10087-7462	FUNDRAISING CONSULTING	339,000.
NEW PERCEPTIONS 17813 MALDEN STREET, NORTHRIDGE, CA 91325	ADDICTION & SOBRIETY TREATMENT	207,894.
ARAMARK SPORT & ENTERTAINMENT 1201 S. FIGUEROA ST., LOS ANGELES, CA 90015	CATERING SERVICES	170,080.
CHALLENGE GRAPHICS CORPORATION 16611 ROSCOE PLACE, NORTH HILLS, CA 91343	PRINTING SERVICES	142,910.

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

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c	6,376,782.			
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	7,890,944.			
	g Noncash contributions included in lines 1a-1f: \$		3,015,367.			
	h Total. Add lines 1a-1f		14,267,726.			
Program Service Revenue	Business Code					
	2 a					
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		107,312.			107,312.
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross Rents	(i) Real (ii) Personal				
	b Less: rental expenses					
	c Rental income or (loss)					
	d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities (ii) Other				
	b Less: cost or other basis and sales expenses					
	c Gain or (loss)					
	d Net gain or (loss)		5,072.			5,072.
	8 a Gross income from fundraising events (not including \$ 6,376,782. of contributions reported on line 1c). See Part IV, line 18	a	1206380.			
	b Less: direct expenses	b	4740423.			
	c Net income or (loss) from fundraising events		-3534043.			-3534043.
	9 a Gross income from gaming activities. See Part IV, line 19	a				
	b Less: direct expenses	b				
	c Net income or (loss) from gaming activities					
	10 a Gross sales of inventory, less returns and allowances	a				
	b Less: cost of goods sold	b				
	c Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code				
11 a ONLINE AUCTIONS		219,086.			219,086.	
b NEIL YOUNG TRIBUTE CON	541200	105,300.		105,300.		
c						
d All other revenue						
e Total. Add lines 11a-11d		324,386.				
12 Total revenue. See instructions.		11,170,453.	0.	105,300.	-320,2573.	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21	64,207.	64,207.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22	2,852,782.	2,852,782.		
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16	36,313.	36,313.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	459,927.	130,584.	86,362.	242,981.
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	1,003,739.	630,481.	105,542.	267,716.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)	14,939.	12,223.	5,142.	-2,426.
9 Other employee benefits	172,141.	111,731.	24,384.	36,026.
10 Payroll taxes	110,096.	55,458.	22,047.	32,591.
11 Fees for services (non-employees):				
a Management	19,469.	4,932.	693.	13,844.
b Legal	78,563.		78,563.	
c Accounting				
d Lobbying				
e Professional fundraising services. See Part IV, line 17	339,000.			339,000.
f Investment management fees	17,498.		17,498.	
g Other	421,353.	156,811.	55,756.	208,786.
12 Advertising and promotion	441.	441.		
13 Office expenses	29,727.	16,765.	6,023.	6,939.
14 Information technology	40,299.	15,240.	15,460.	9,599.
15 Royalties				
16 Occupancy	206,857.	99,676.	67,082.	40,099.
17 Travel	120,451.	64,607.	11,066.	44,778.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	17,107.		17,107.	
23 Insurance	33,345.	16,477.	10,747.	6,121.
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24f. If line 24f amount exceeds 10% of line 25, column (A) amount, list line 24f expenses on Schedule O.)				
a PRODUCTION COSTS	45,061.	45,061.	0.	0.
b GRAMMY TICKETS	41,800.	600.	2,000.	39,200.
c REPAIRS AND MAINTENANCE	37,617.	12,237.	10,709.	14,671.
d UTILITIES AND TELEPHONE	28,576.	13,800.	9,015.	5,761.
e PRINTING	20,466.	8,655.	2,887.	8,924.
f All other expenses	106,010.		53,343.	52,667.
25 Total functional expenses. Add lines 1 through 24f	6,317,784.	4,349,081.	601,426.	1,367,277.
26 Joint costs. Check here <input type="checkbox"/> If following SOP 98-2 (ASC 958-720). Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part IX Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	1,200.	1	1,301.
	2 Savings and temporary cash investments	3,461,280.	2	5,467,422.
	3 Pledges and grants receivable, net	1,285,540.	3	2,114,176.
	4 Accounts receivable, net	404,660.	4	206,706.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	83,952.	9	22,992.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 139,168.		
	b Less: accumulated depreciation	10b 130,897.	10c	8,271.
	11 Investments - publicly traded securities	2,635,583.	11	5,312,435.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	232,016.	15	267,136.
16 Total assets. Add lines 1 through 15 (must equal line 34)	8,129,610.	16	13,400,439.	
Liabilities	17 Accounts payable and accrued expenses	217,100.	17	238,718.
	18 Grants payable		18	
	19 Deferred revenue	36,099.	19	101,930.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D	73,477.	25	96,257.
	26 Total liabilities. Add lines 17 through 25	326,676.	26	436,905.
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets	6,041,796.	27	10,758,331.
	28 Temporarily restricted net assets	1,761,138.	28	2,205,203.
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	7,802,934.	33	12,963,534.
34 Total liabilities and net assets/fund balances	8,129,610.	34	13,400,439.	

Form 990 (2010)

Part XI Reconciliation of Net Assets

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

☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	11,170,453.
2	Total expenses (must equal Part IX, column (A), line 25)	2	6,317,784.
3	Revenue less expenses. Subtract line 2 from line 1	3	4,852,669.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	7,802,934.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	307,931.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	12,963,534.

Part XII Financial Statements and Reporting

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

☐

	Yes	No
1 Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b Were the organization's financial statements audited by an independent accountant?	X	
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
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.		

Form 990 (2010)

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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	8334783.	8317057.	9730691.	8691308.	14267726.	49341565.
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	8334783.	8317057.	9730691.	8691308.	14267726.	49341565.
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)						13767930.
6 Public support. Subtract line 5 from line 4.						35573635.

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	8334783.	8317057.	9730691.	8691308.	14267726.	49341565.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	271,409.	224,373.	105,384.	96,637.	107,312.	805,115.
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						50146680.
12 Gross receipts from related activities, etc. (see instructions)					12	4,143,337.
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 2010 (line 6, column (f) divided by line 11, column (f))	14	70.94 %
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	68.93 %
16a 33 1/3% support test - 2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>	
b 33 1/3% support test - 2009. 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 - 2010. 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 - 2009. 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) 2010

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) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513.						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge ...						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources ...						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2010. 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 - 2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ▶ ☐

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

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11, or 12.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2010Open to Public
Inspection

Name of the organization

MUSICARES FOUNDATION, INC.Employer identification number
95-4470909**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(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? ☐ Yes ☐ 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? ☐ Yes ☐ No

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

- a ☐ Public exhibition
 b ☐ Scholarly research
 c ☐ Preservation for future generations

- d ☐ Loan or exchange programs
 e ☐ Other _____

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

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

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

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

b If "Yes," explain the arrangement in Part XIV and complete the following table:

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

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

b If "Yes," explain the arrangement in Part XIV.

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	2,467,850.	727,702.	0.		
b Contributions	6,496,877.	3,053,286.	1,598,746.		
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs	1,881,995.	1,313,138.	871,044.		
f Administrative expenses					
g End of year balance	7,082,732.	2,467,850.	727,702.		

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

- a Board designated or quasi-endowment ☒ 68.87 %
 b Permanent endowment ☐ %
 c Term endowment ☒ 31.13 %

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

(i) unrelated organizations

(ii) related organizations

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

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		73,787.	65,516.	8,271.
e Other		65,381.	65,381.	0.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				8,271.

Schedule D (Form 990) 2010

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

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

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

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

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

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

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

1. (a) Description of liability	(b) Amount
(1) Federal income taxes	
(2) DUE TO NATIONAL ACADEMY OF	
(3) RECORDING ARTS & SCIENCES	63,171.
(4) DEFERRED COMPENSATION PLAN	
(5) LIABILITY	33,086.
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	
96,257.	

FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	11,170,453.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	6,317,784.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	4,852,669.
4	Net unrealized gains (losses) on investments	4	307,931.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	307,931.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	5,160,600.

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

1	Total revenue, gains, and other support per audited financial statements	1	16,218,807.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	307,931.
b	Donated services and use of facilities	2b	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	4,740,423.
e	Add lines 2a through 2d	2e	5,048,354.
3	Subtract line 2e from line 1	3	11,170,453.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	11,170,453.

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

1	Total expenses and losses per audited financial statements	1	11,058,207.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	4,740,423.
e	Add lines 2a through 2d	2e	4,740,423.
3	Subtract line 2e from line 1	3	6,317,784.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	
c	Add lines 4a and 4b	4c	0.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	6,317,784.

Part XIV Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b; and Part XIII, lines 2d and 4b. Also complete this part to provide any additional information.

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

EXPENSES.

PART V: AN ADJUSTMENT WAS MADE TO THE PY BALANCES OF THE ENDOWMENT FUNDS AS COMPARED TO THE AMOUNTS REPORTED ON THE 2009 FORM 990. THIS ADJUSTMENT WAS MADE TO INCLUDE ADDITIONAL AMOUNTS THAT QUALIFIED UNDER THE FORM 990 DEFINITION OF A BOARD DESIGNATED/QUASI-ENDOWMENT AND TERM ENDOWMENT.

Part XIV Supplemental Information (continued)

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

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

PART X: IN JUNE 2006, THE FASB ISSUED FASB ASC 740, INCOME TAXES. FASB ASC
740 CLARIFIES THE ACCOUNTING FOR UNCERTAINTIES IN INCOME TAXES. FASB ASC
740 IS EFFECTIVE FOR MUSICARES FOUNDATION FOR FISCAL YEARS BEGINNING
AUGUST 1, 2010. MUSICARES FOUNDATION DOES NOT BELIEVE THAT THE ADOPTION OF
FASB ASC 740 WILL HAVE A MATERIAL EFFECT ON MUSICARES FOUNDATION'S
FINANCIAL STATEMENTS.

SCHEDULE F
(Form 990)Department of the Treasury
Internal Revenue Service**Statement of Activities Outside the United States**

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

OMB No. 1545-0047

2010Open to Public
Inspection

Name of the organization

Employer identification number

MUSICARES FOUNDATION, INC.**95-4470909****Part I** **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

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

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

- 3 Activities per Region. (The following Part I, line 3 table can be duplicated if additional space is needed.)

(a) Region	(b) Number of offices in the region	(c) Number of employees, agents, and independent contractors in region	(d) Activities conducted in region (by type) (e.g., fundraising, program services, investments, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures for and investments in region
CENTRAL AMERICA & THE CARIBBEAN			PROGRAM SERVICES	SUBSTANCE ABUSE TREATMENT	35,000.
3 a Sub-total	0	0			35,000.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	0	0			35,000.

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

Schedule F (Form 990) 2010

Part IV Foreign Forms

- 1 Was the organization a U.S. transferor of property to a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 926, Return by a U.S. Transferor of Property to a Foreign Corporation (see Instructions for Form 926) ☐ Yes ☒ No
- 2 Did the organization have an interest in a foreign trust during the tax year? If "Yes," the organization may be required to file Form 3520, Annual Return to Report Transactions with Foreign Trusts and Receipt of Certain Foreign Gifts, and/or Form 3520-A, Annual Information Return of Foreign Trust With a U.S. Owner (see Instructions for Forms 3520 and 3520-A) ☐ Yes ☒ No
- 3 Did the organization have an ownership interest in a foreign corporation during the tax year? If "Yes," the organization may be required to file Form 5471, Information Return of U.S. Persons with respect to Certain Foreign Corporations. (see Instructions for Form 5471) ☐ Yes ☒ No
- 4 Was the organization a direct or indirect shareholder of a passive foreign investment company or a qualified electing fund during the tax year? If "Yes," the organization may be required to file Form 8621, Return by a Shareholder of a Passive Foreign Investment Company or Qualified Electing Fund. (see Instructions for Form 8621) ☐ Yes ☒ No
- 5 Did the organization have an ownership interest in a foreign partnership during the tax year? If "Yes," the organization may be required to file Form 8865, Return of U.S. Persons with respect to Certain Foreign Partnerships. (see Instructions for Form 8865) ☐ Yes ☒ No
- 6 Did the organization have any operations in or related to any boycotting countries during the tax year? If "Yes," the organization may be required to file Form 5713, International Boycott Report (see Instructions for Form 5713) ☐ Yes ☒ No

Schedule F (Form 990) 2010

Part V Supplemental Information

Complete this part to provide the information required by Part I, line 2 (monitoring of funds); Part I, line 3, column (f) (accounting method); Part II, line 1 (accounting method); Part III (accounting method); and Part III, column (c) (estimated number of recipients), as applicable. Also complete this part to provide any additional information.

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

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

OMB No. 1545-0047

2010

Open To Public Inspection

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

Name of the organization

MUSICARES FOUNDATION, INC.

Employer identification number
95-4470909

Part I

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

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

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

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

☒ Yes ☐ No

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

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col. (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
COMMUNITY COUNSELING SERVICE CO., LLC - 461 FIFTH AVENUE,	FUNDRAISING CONSULTING		X	5,498,688.	339,000.	5,159,688.
Total				5,498,688.	339,000.	5,159,688.

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.

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 POTY DINNER/AUCTION	(b) Event #2 MAP FUND CONCERT	(c) Other events 1	(d) Total events (add col. (a) through col. (c))
		(event type)	(event type)	(total number)	
Revenue	1 Gross receipts	7,267,167.	256,845.	59,150.	7,583,162.
	2 Less: Charitable contributions	6,201,736.	124,437.	50,609.	6,376,782.
	3 Gross income (line 1 minus line 2)	1,065,431.	132,408.	8,541.	1,206,380.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	120,523.	24,886.		145,409.
	7 Food and beverages	198,970.	22,360.	16,364.	237,694.
	8 Entertainment				
	9 Other direct expenses	4,241,849.	101,938.	13,533.	4,357,320.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(4,740,423)
	11 Net income summary. Combine line 3, column (d), and line 10				-3,534,043.

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. Combine line 1, column d, and line 7				

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

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

b If "No," explain: _____

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

b If "Yes," explain: _____

- 11 Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No
- 12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No
- 13 Indicate the percentage of gaming activity operated in:
- | | | |
|-------------------------------|-----|---|
| a The organization's facility | 13a | % |
| b An outside facility | 13b | % |
- 14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ► _____

Address ► _____

- 15a Does the organization have a contract with a third party from whom the organization receives gaming revenue?
- ☐
- Yes
- ☐
- No

b If "Yes," enter the amount of gaming revenue received by the organization ► \$ _____ and the amount of gaming revenue retained by the third party ► \$ _____

c If "Yes," enter name and address of the third party:

Name ► _____

Address ► _____

16 Gaming manager information:

Name ► _____

Gaming manager compensation ► \$ _____

Description of services provided ► _____

☐ Director/officer☐ Employee☐ Independent contractor

17 Mandatory distributions:

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ► \$ _____

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

SCHEDULE G, PART I, LINE 2B, LIST OF TEN HIGHEST PAID FUNDRAISERS:

(I) NAME OF FUNDRAISER: COMMUNITY COUNSELING SERVICE CO., LLC

(I) ADDRESS OF FUNDRAISER: 461 FIFTH AVENUE, NEW YORK, NY 10017

SCHEDULE G, PART I, LINE 2B, COLUMN (V): SCH G, PART I, LINE 25B,

COLUMN(V): A FUNDRAISING FIRM WAS HIRED TO MANAGE OUR 20TH ANNIVERSARY

CAMPAIGN ACTIVITIES. A REPRESENTATIVE FROM THE FUNDRAISING FIRM WORKS OUT OF THE MUSICARES OFFICES, CONDUCTS SOLICITATION CALLS, LETTERS, AND

Part IV Supplemental Information (continued)

MEETINGS FROM OUR OFFICES. WE PAY THE FIRM A MONTHLY RETAINER FOR THEIR SERVICES. EXPENSES RELATED TO THE 20TH CAMPAIGN ARE PAID DIRECTLY BY MUSICARES AND ALL CONTRIBUTIONS FOR THE 20TH CAMPAIGN ARE PAYABLE TO MUSICARES AND MAILED TO THE MUSICARES' OFFICES.

SCHEDULE I
(Form 990)

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2010

Open to Public
Inspection

Name of the organization

MUSICARES FOUNDATION, INC.

Employer identification number

95-4470909

Part I General Information on Grants and Assistance

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

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

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed ☐

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
LA STAGE ALLIANCE 644 SOUTH FIGUEROA ST LOS ANGELES, CA 90017	51-0183348	501(C)(3)	5,000.	0.	FMV		CONTRIBUTION FOR ARTSPACESLA.ORG DATABASE PROJECT SUPPORT
THE BRIDGE SCHOOL 545 EUCALYPTUS AVE HILLSBOROUGH, CA 94010	95-4068784	501(C)(3)	39,350.	0.	FMV		CONTRIBUTION ON BEHALF OF NEIL YOUNG DVD PROJECT FOR GENERAL SUPPORT
VENICE FAMILY CLINIC 604 ROSE AVE VENICE, CA 90291	95-2769432	501(C)(3)	5,000.	0.	FMV		ANNUAL CONTRIBUTION FOR PERFORMING ARTISTS CLINIC

2 Enter total number of section 501(c)(3) and government organizations **3.**

3 Enter total number of other organizations

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

Schedule I (Form 990) (2010)

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
FINANCIAL ASSISTANCE TO INDIVIDUALS WITHIN THE MUSIC COMMUNITY, INCLUDING, BUT NOT LIMITED TO, PAYMENTS MADE TO THIRD PARTY VENDORS ON BEHALF OF INDIGENT RECORDING INDUSTRY PERSONNEL FOR FINANCIAL ASSISTANCE FOR ADDICTION RECOVERY SERVICES, INCLUDING, BUT NOT LIMITED TO, PAYMENTS MADE TO THIRD PARTY VENDORS ON BEHALF OF RECORDING INDUSTRY PERSONNEL FOR SUBSTANCE ABUSE FACILITY	2327	1,981,285.	0.	FMV	
	220	871,497.	0.	FMV	

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

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

DOCUMENTATION FOR THE BASIS OF THE GRANT AND MUSICARES WILL PAY DIRECTLY FROM THE PROVIDED DOCUMENTS (I.E. MEDICAL BILLS, INSURANCE, BASIC LIVING INCLUDING RENT, ETC.) DIRECTLY TO THE VENDOR ON BEHALF OF THE GRANTEE.

PART III, COLUMN (A):

(A) TYPE OF GRANT OR ASSISTANCE: FINANCIAL ASSISTANCE TO INDIVIDUALS

WITHIN THE MUSIC COMMUNITY, INCLUDING, BUT NOT LIMITED TO, PAYMENTS MADE

TO THIRD PARTY VENDORS ON BEHALF OF INDIGENT RECORDING INDUSTRY PERSONNEL

Part IV Supplemental Information

FOR MORTGAGE/RENT, VEHICLES, INSURANCE, UTILITIES, FUNERAL/BURIAL
SERVICES, AND MEDICAL SERVICES

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

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No. 1545-0047

2010

Open to Public
Inspection

Name of the organization

MUSICARES FOUNDATION, INC.

Employer identification number

95-4470909

Part I **Types of Property**

	(a) Check if applicable	(b) Number of contributions 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	1	28,890.	COST OR SELLING PRIC
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (OTHER: POTY &)	X	29	2,453,778.	COST OR SELLING PRIC
26 Other ► (OTHER: ADVERT)	X	4	269,415.	COST OR SELLING PRIC
27 Other ► (OTHER: DISCOU)	X	1	156,917.	SEE SCHEDULE O
28 Other ► (OTHER: DONATE)	X	3	73,838.	COST OR SELLING PRIC

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

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.

	Yes	No
30a		X
31		X
32a	X	

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

Schedule M (Form 990) (2010)

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

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTORS = 1

(C) REVENUE REPORTED ON FORM 990, PART VIII \$ 16800.

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

OTHER: PRODUCTION SERVICES

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTORS = 1

(C) REVENUE REPORTED ON FORM 990, PART VIII \$ 13606.

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

OTHER: SPECIAL MERIT AWARDS CEREMONY TICKETS

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTORS = 1

(C) REVENUE REPORTED ON FORM 990, PART VIII \$ 2000.

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

OTHER: PRINT CARDS

(A) CHECK IF APPLICABLE = X

(B) NUMBER OF CONTRIBUTORS = 1

(C) REVENUE REPORTED ON FORM 990, PART VIII \$ 125.

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

SCHEDULE M, LINE 32B: MUSICARES USES A THIRD PARTY VENDOR TO PROVIDE

Part II

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

GIFTS TO TALENT IN THE GIFTING LOUNGE FOR OUR PERSON OF THE YEAR
FUNDRAISING EVENT. IN ADDITION MUSICARES USES AN AUCTION HOUSE
(JULIEN'S AUCTIONS AND CHARITY BUZZ) TO SELL DONATED AUCTION ITEMS ON
THE ORGANIZATIONS BEHALF.

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

2010

Open to Public
Inspection

Name of the organization

MUSICARES FOUNDATION, INC.

Employer identification number
95-4470909

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

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

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

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

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

Name of the organization

MUSICARES FOUNDATION, INC.

Employer identification number
95-4470909

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

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

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

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

Name of the organization

MUSICARES FOUNDATION, INC.

Employer identification number
95-4470909

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

FORM 990, PART VI, LINE 17, LIST OF STATES RECEIVING COPY OF FORM 990:

CA,GA,IL,NY,PA,TN,NJ,FL,SC,AZ,UT,VA,WA,WV,WI,MI,MN,MS,NH,NM,ND,OH,OK,OR,RI
CO,CT,ME,MD,MA,KS,AK,AR,NC,AL

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

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

NET UNREALIZED GAINS ON INVESTMENTS: 307,931.

SCHEDULE M, PART I, LINE 27

RENT CONTRIBUTION

NARAS PROPERTIES, INC., AN UNRELATED YET AFFILIATED TAX-EXEMPT ORGANIZATION CONTROLLED BY NARAS, AN AFFILIATE OF MUSICARES FOUNDATION, OWNS THE CORPORATE HEADQUARTERS IN SANTA MONICA, CALIFORNIA USED BY MUSICARES. NARAS CONTRIBUTED TO MUSICARES ALL RENT FOR THEIR USE. THE VALUE OF THE RENT WAS DETERMINED BASED ON COMPARABLES OF SIMILAR PROPERTIES.

FORM 990, PART IV, LINE 34

032212
01-24-11

Schedule O (Form 990 or 990-EZ) (2010)

Name of the organization

MUSICARES FOUNDATION, INC.

Employer identification number

95-4470909

RELATED ORGANIZATION

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

[illegible]