

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

2011Open to Public
Inspection**A** For the 2011 calendar year, or tax year beginning **AUG 1, 2011** and ending **JUL 31, 2012****B** Check if applicable:

- ☐ Address change
☐ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

C Name of organization**MUSICARES FOUNDATION, INC.**

Doing Business As

Number and street (or P.O. box if mail is not delivered to street address)

3030 OLYMPIC BLVD.

Room/suite

City or town, state or country, and ZIP + 4

SANTA MONICA, CA 90404**F** Name and address of principal officer: **NEIL PORTNOW**
SAME AS C ABOVE**D** Employer identification number**95-4470909****E** Telephone number**(310) 392-3777****G** Gross receipts \$ **18,139,532.****H(a)** Is this a group return for affiliates? ☐ Yes ☒ No**H(b)** Are all affiliates included? ☐ Yes ☐ No

If "No," attach a list. (see instructions)

H(c) Group exemption number ▶ **N/A****I** Tax-exempt status: ☒ 501(c)(3) ☐ 501(c) () ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527**J** Website: ▶ **WWW.GRAMMY.COM/MUSICARES****K** Form of organization: ☒ Corporation ☐ Trust ☐ Association ☐ 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	20
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	20
	5 Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	22
	6 Total number of volunteers (estimate if necessary)	6	75
	7a Total unrelated business revenue from Part VIII, column (A), line 12	7a	62,152.
b Net unrelated business taxable income from Part VIII, column (D), line 25	7b	-9,056.	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	14,267,726.	12,503,642.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	0.	0.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	112,384.	37,116.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	-3,209,657.	-3,185,176.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	11,170,453.	9,355,582.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	2,953,302.	3,162,278.
Expenses	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	1,760,842.	1,922,530.
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,299,720.	339,000.	173,250.
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	1,264,640.	1,164,687.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	6,317,784.	6,422,745.
	19 Revenue less expenses. Subtract line 18 from line 12	4,852,669.	2,932,837.
	Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year
21 Total liabilities (Part X, line 26)		13,400,439.	16,168,902.
22 Net assets or fund balances. Subtract line 21 from line 20		436,905.	309,465.
		12,963,534.	15,859,437.

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 **Neil Portnow President/CEO** Date **6/13/13**
 Type or print name and title

Paid Preparer Use Only: Print/Type preparer's name **DIANA J. MCCUTCHEN** Preparer's signature **Diana J. McCutchen** Date **6/6/13** Check if self-employed ☐ PTIN **P00545657**
 Firm's name ▶ **DELOITTE TAX LLP** Firm's EIN ▶ **86-1065772**
 Firm's address ▶ **695 TOWN CENTER DR, STE. 1200 COSTA MESA, CA 92626** Phone no. **(714) 436-7100**

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

Part III Statement of Program Service Accomplishments

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

☒ X

1 Briefly describe the organization's mission:

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

4a (Code:) (Expenses \$ 3,087,723. Including grants of \$ 1,983,502.) (Revenue \$)
 THE FOUNDATION HAS PROVIDED 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 ITS COMMUNITY OUTREACH AND EDUCATIONS PROGRAMS, THE FOUNDATION

4b (Code:) (Expenses \$ 1,484,667. Including grants of \$ 1,062,498.) (Revenue \$)
 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 \$ 100,000. Including grants of \$ 100,000.) (Revenue \$)
 THE FOUNDATION IS WORKING TO PROVIDE MEMBERS OF THE MUSIC COMMUNITY WITH AFFORDABLE HOUSING OPTIONS THROUGH THE DEVELOPMENT OF A LOW INCOME HOUSING FACILITY LOCATED IN DOWNTOWN LOS ANGELES ON BROADWAY OR NEAR THE ARTS DISTRICT. MUSICARES PROVIDED A GRANT TO THE ACTORS FUND HOUSING DEVELOPMENT CORP TO SUPPORT PRE-DEVELOPMENT ACTIVITIES.

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

(Expenses \$ 16,278. Including grants of \$ 16,278.) (Revenue \$)

4e Total program service expenses 4,688,668.

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 for which 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 temporarily restricted endowments, permanent endowments, 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, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? 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 hospital facilities? If "Yes," complete Schedule H		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

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Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? If "Yes," complete Schedule I, Parts I and II	21 X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? If "Yes," complete Schedule I, Parts I and III	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? If "Yes," complete Schedule J	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? If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25	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? If "Yes," complete Schedule L, Part 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? If "Yes," complete Schedule L, Part I	25b	X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? If "Yes," complete Schedule L, Part II	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? If "Yes," complete Schedule L, Part III	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? If "Yes," complete Schedule L, Part IV	28a	X
b A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	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? If "Yes," complete Schedule L, Part IV	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? If "Yes," complete Schedule M	29 X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31	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	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? If "Yes," complete Schedule R, Part I	33	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	34	X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a	X
b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," complete Schedule R, Part V, line 2	35b	X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? If "Yes," complete Schedule R, Part V, line 2	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? If "Yes," complete Schedule R, Part VI	37	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O	38 X	

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Part V Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response to any question in this Part V ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable	33	
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	22	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?	X	
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country: See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	0	
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?		X
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		X
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?	N/A	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	N/A	
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	N/A	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	N/A	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	N/A	
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.	N/A	
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
c	Enter the amount of reserves on hand		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

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

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

Section A. Governing Body and Management

	1a	1b	Yes	No
1a Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	20			
b Enter the number of voting members included in line 1a, above, who are independent		20		
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	X
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 **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 (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
☒ Own website ☒ Another's website ☒ Upon request

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

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: **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 Contractors

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

☒**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MARTIN BANDIER DIRECTOR	1.00	X						0.	0.	0.
(2) JOHN BURK DIRECTOR	1.00	X						0.	0.	0.
(3) PAUL CAINE CHAIR EMERITUS	1.00	X						0.	0.	0.
(4) ROD ESSIG DIRECTOR	1.00	X						0.	0.	0.
(5) PETE FISHER (JUNE12-JULY12) DIRECTOR	1.00	X						0.	0.	0.
(6) GEORGE J. FLANIGEN IV DIRECTOR	1.00	X						0.	0.	0.
(7) DOUG FRANK (AUG11-JUNE12) DIRECTOR	1.00	X						0.	0.	0.
(8) SUSAN GENCO DIRECTOR	1.00	X						0.	0.	0.
(9) JERRY GREENBERG DIRECTOR	1.00	X						0.	0.	0.
(10) ARNIE HERRMANN DIRECTOR	1.00	X						0.	0.	0.
(11) KEVIN LYMAN (JUNE12-JULY12) DIRECTOR	1.00	X						0.	0.	0.
(12) TERO OJANPERA DIRECTOR	1.00	X						0.	0.	0.
(13) SCOTT PASCUCCI CHAIR	1.00	X						0.	0.	0.
(14) ALEXANDRA PATSAVAS DIRECTOR	1.00	X						0.	0.	0.
(15) JON PLATT VICE CHAIR	1.00	X						0.	0.	0.
(16) TOM POLEMAN DIRECTOR	1.00	X						0.	0.	0.
(17) ALISSA POLLACK DIRECTOR	1.00	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 (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) BILL SILVA DIRECTOR	1.00	X						0.	0.	0.
(19) GARY VELORIC SECRETARY/TREASURER	1.00	X						0.	0.	0.
(20) STASIA WASHINGTON DIRECTOR	1.00	X						0.	0.	0.
(21) NEIL PORTNOW PRESIDENT/CEO	1.00	X						0.	0.	0.
(22) KRISTEN MADSEN SVP, FOUNDATIONS	20.00			X				138,738.	0.	0.
(23) DEBBIE CARROLL EXEC. DIRECTOR, HHS	40.00				X			110,954.	0.	16,440.
(24) DANA TOMARKEN VP, FOUNDATIONS	20.00				X			105,521.	0.	16,722.
(25) SCOTT GOLDMAN VP, FOUNDATIONS	20.00				X			105,011.	0.	0.
(26) JUDY WONG CONTROLLER	20.00				X			126,684.	0.	18,746.
1b Sub-total								586,908.	0.	51,908.
c Total from continuation sheets to Part VII, Section A								0.	0.	0.
d Total (add lines 1b and 1c)								586,908.	0.	51,908.

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

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual	3	X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual	4	X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person	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. 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
BOUNCE EVENT MARKETING, 800 WEST OLYMPIC BLVD., LOS ANGELES, CA 90015	PRODUCTION SERVICES	1,013,430.
CUMBERLAND HEIGHTS 8283 RIVER ROAD, NASHVILLE, TN 37209	ADDICTION & SOBRIETY TREATMENT	223,093.
ARAMARK SPORT & ENTERTAINMENT 1201 S. FIGUEROA ST., LOS ANGELES, CA 90015	CATERING SERVICES	218,491.
LOS ANGELES CONVENTION CENTER 1201 FIGUEROA STREET, LOS ANGELES, CA 90015	SITE RENTAL	186,555.
COMMUNITY COUNSELING SERVICE CO., LLC P.O. BOX 27462, NEW YORK, NY 10087	FUNDRAISING CONSULTING	173,250.

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 **5**

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 7,772,156.				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 4,731,486.				
	g Noncash contributions included in lines 1a-1f: \$	2,555,451.				
	h Total. Add lines 1a-1f		12503642.			
Program Service Revenue	2 a					
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g Total. Add lines 2a-2f					
	Business Code					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		112,246.			112,246.
	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)		-75,130.			-75,130.
	8 a Gross income from fundraising events (not including \$ 7,772,156. of contributions reported on line 1c). See Part IV, line 18	a 1591279.				
	b Less: direct expenses	b 5149645.				
	c Net income or (loss) from fundraising events		-3558366.			-3558366.
	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	900099	311,038.			311,038.	
b A MUSICARES TRIBUTE TO	541200	62,152.		62,152.		
c						
d All other revenue						
e Total. Add lines 11a-11d		373,190.				
12 Total revenue. See instructions.		9,355,582.	0.	62,152.	-3210212.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	124,811.	124,811.		
2 Grants and other assistance to individuals in the United States. See Part IV, line 22	2,987,992.	2,987,992.		
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	49,475.	49,475.		
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	515,474.	96,270.	161,717.	257,487.
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	1,004,682.	728,798.	18,527.	257,357.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)	53,565.	31,312.	1,089.	21,164.
9 Other employee benefits	232,149.	144,025.	26,709.	61,415.
10 Payroll taxes	116,660.	63,896.	13,423.	39,341.
11 Fees for services (non-employees):				
a Management				
b Legal	14,500.	4,303.	496.	9,701.
c Accounting	62,055.		62,055.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17	173,250.			173,250.
f Investment management fees	21,602.		17,175.	4,427.
g Other	522,880.	133,287.	68,553.	321,040.
12 Advertising and promotion	100.	100.		
13 Office expenses	44,127.	22,412.	6,439.	15,276.
14 Information technology	35,495.	11,875.	14,462.	9,158.
15 Royalties				
16 Occupancy	50,909.	24,409.	13,665.	12,835.
17 Travel	120,742.	86,255.	19,700.	14,787.
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	8,271.		8,271.	
23 Insurance	35,206.	16,485.	12,862.	5,859.
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 UTILITIES AND TELEPHONE	39,005.	18,580.	12,917.	7,508.
b REPAIRS & MAINTENANCE	36,456.	12,220.	10,623.	13,613.
c PRODUCTION COSTS	33,870.	16,935.	0.	16,935.
d GRAMMY TICKETS	32,800.	700.	750.	31,350.
e All other expenses	106,669.	36,600.	42,852.	27,217.
25 Total functional expenses. Add lines 1 through 24e	6,422,745.	4,610,740.	512,285.	1,299,720.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

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

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing	1,301.	1	1,200.
	2 Savings and temporary cash investments	5,467,422.	2	10,512,043.
	3 Pledges and grants receivable, net	2,114,176.	3	2,026,839.
	4 Accounts receivable, net	206,706.	4	114,418.
	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	22,992.	9	15,532.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 135,859.		
	b Less: accumulated depreciation	10b 135,859.	10c	0.
	11 Investments - publicly traded securities	5,312,435.	11	2,985,331.
	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	267,136.	15	513,539.
16 Total assets. Add lines 1 through 15 (must equal line 34)	13,400,439.	16	16,168,902.	
Liabilities	17 Accounts payable and accrued expenses	238,718.	17	238,376.
	18 Grants payable		18	
	19 Deferred revenue	101,930.	19	31,225.
	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 (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	96,257.	25	39,864.
	26 Total liabilities. Add lines 17 through 25	436,905.	26	309,465.
	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		10,758,331.	27	13,826,994.
28 Temporarily restricted net assets		2,205,203.	28	2,032,443.
29 Permanently restricted net assets			29	0.
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		12,963,534.	33	15,859,437.
34 Total liabilities and net assets/fund balances	13,400,439.	34	16,168,902.	

Form 990 (2011)

Part XI Reconciliation of Net AssetsCheck 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	9,355,582.
2	Total expenses (must equal Part IX, column (A), line 25)	2	6,422,745.
3	Revenue less expenses. Subtract line 2 from line 1	3	2,932,837.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	12,963,534.
5	Other changes in net assets or fund balances (explain in Schedule O)	5	-36,934.
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	15,859,437.

Part XII Financial Statements and ReportingCheck 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 (2011)

Department of the Treasury
Internal Revenue Service

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

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

MUSICARES FOUNDATION, INC.

Employer identification number

95-4470909

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

	Yes	No
(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) 2011

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	8317057.	9740231.	8691308.	14267726.	12503642.	53519964.
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	8317057.	9740231.	8691308.	14267726.	12503642.	53519964.
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)						12693001.
6 Public support. Subtract line 5 from line 4.						40826963.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4	8317057.	9740231.	8691308.	14267726.	12503642.	53519964.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	224,373.	105,384.	96,637.	107,312.	112,246.	645,952.
9 Net income from unrelated business activities, whether or not the business is regularly carried on				33,360.	-9,056.	24,304.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)	1582297.	1218156.	2089124.	1425466.	1902317.	8217360.
11 Total support. Add lines 7 through 10						62407580.
12 Gross receipts from related activities, etc. (see instructions)					12	8,217,360.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f))	14	65.42 %
15 Public support percentage from 2010 Schedule A, Part II, line 14	15	70.94 %
16a 33 1/3% support test - 2011. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>	
b 33 1/3% support test - 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
17a 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
b 10% -facts-and-circumstances test - 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>	

Schedule A (Form 990 or 990-EZ) 2011

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
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) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(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						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

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

Section D. Computation of Investment Income Percentage

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

19a 33 1/3% support tests - 2011. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

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

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

2011

*** Not Open to Public Inspection ***

Contributor's Name	Total Contributions	Excess Contributions
NATIONAL ACADEMY OF RECORDING ARTS & SCIENCES, INC.	12,008,641.	10,760,489.
THE ELMA MUSIC FOUNDATION	3,180,664.	1,932,512.
Total Excess Contributions to Schedule A, Part II, Line 5		12,693,001.

SCHEDULE D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2011Open 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?	<input type="checkbox"/> Yes	<input type="checkbox"/> No

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

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

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

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

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

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

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

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

☐ Yes ☐ No

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

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

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

☐ Yes ☐ No

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

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

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

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

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

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

(ii) Assets included in Form 990, Part X

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

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

b Assets included in Form 990, Part X

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

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

- a ☐ Public 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
1c Beginning balance	0.
1d Additions during the year	
1e Distributions during the year	
1f Ending balance	0.

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	7,082,732.	2,467,850.	727,702.	0.	
b Contributions	2,929,721.	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	1,028,574.	1,881,995.	1,313,138.	871,044.	
f Administrative expenses					
g End of year balance	8,983,879.	7,082,732.	2,467,850.	727,702.	

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

- a Board designated or quasi-endowment ☒ 77.00 %
 b Permanent endowment ☐ %
 c Temporarily restricted endowment ☒ 23.00 %

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

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

- (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 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				
d Equipment		70,478.	70,478.	0.
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).)				0.

Schedule D (Form 990) 2011

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) Book value
(1) Federal income taxes	
(2) DEFERRED COMPENSATION PLAN	
(3) LIABILITY	39,864.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25.) ▶	

39,864.

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

132053
01-23-12

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	9,355,582.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	6,422,745.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	2,932,837.
4	Net unrealized gains (losses) on investments	4	-38,705.
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	1,771.
9	Total adjustments (net). Add lines 4 through 8	9	-36,934.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	2,895,903.

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	14,623,439.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	-38,705.
b	Donated services and use of facilities	2b	156,917.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	5,149,645.
e	Add lines 2a through 2d	2e	5,267,857.
3	Subtract line 2e from line 1	3	9,355,582.
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	9,355,582.

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

1	Total expenses and losses per audited financial statements	1	11,727,536.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	156,917.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	5,149,645.
e	Add lines 2a through 2d	2e	5,306,562.
3	Subtract line 2e from line 1	3	6,420,974.
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	1,771.
c	Add lines 4a and 4b	4c	1,771.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	6,422,745.

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**PROGRAMMATIC EXPENSES.**

PART X, LINE 2: THE MUSICARES FOUNDATION ACCOUNTS FOR INCOME TAXES IN ACCORDANCE WITH THE FINANCIAL ACCOUNTING STANDARDS BOARD (FASB) ACCOUNTING STANDARDS CODIFICATION (ASC) 740, INCOME TAXES. FASB ASC740 PRESCRIBES A COMPREHENSIVE MODEL FOR HOW A COMPANY SHOULD RECOGNIZE, MEASURE, PRESENT, AND DISCLOSE IN ITS FINANCIAL STATEMENTS UNCERTAIN TAX POSITIONS THAT THE

Part XIV Supplemental Information (continued)

COMPANY HAS TAKEN, OR EXPECTS TO TAKE, ON A TAX RETURN. DURING THE YEARS ENDED JULY 31, 2012 AND 2011, THE MUSICARES FOUNDATION DID NOT RECORD ANY LIABILITY FOR UNRECOGNIZED TAX BENEFITS.

PART XI, LINE 8 - OTHER ADJUSTMENTS:

OTHER ADJUSTMENT 1,771.

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.

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

2011**Open to Public
Inspection**

Name of the organization

Employer identification number

MUSICARES FOUNDATION, INC.**95-4470909****Part I** **General Information on Activities Outside the United States.** Complete if the organization answered "Yes"
to Form 990, Part IV, line 14b.**1** For grantmakers. Does the organization maintain records to substantiate the amount of its grants and other 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 its grants and other assistance 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
NORTH AMERICA			PROGRAM SERVICES	MEDICAL, DENTAL, BASIC LIVING EXPENSES	3,975.
EUROPE (INCLUDING ICELAND & GREENLAND)			PROGRAM SERVICES	DENTAL	500.
EUROPE (INCLUDING ICELAND & GREENLAND)			FUNDRAISING	REIMB OF AIR FREIGHT & AIR TRAVEL	4,551.
CENTRAL AMERICA & THE CARIBBEAN			PROGRAM SERVICES	SUBSTANCE ABUSE TREATMENT	45,000.
3 a Sub-total	0	0			54,026.
b Total from continuation sheets to Part I	0	0			0.
c Totals (add lines 3a and 3b)	0	0			54,026.

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

Schedule F (Form 990) 2011

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, Information 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) 2011

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; amounts of investments vs. expenditures per region); 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 SIX 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

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

OMB No. 1545-0047

2011

Open To Public Inspection

Name of the organization

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	2,403,624.	173,250.	2,230,374.
Total				2,403,624.	173,250.	2,230,374.

Total	2,403,624.	173,250.	2,230,374.
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- 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.

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

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

Schedule G (Form 990 or 990-EZ) 2011

SEE PART IV FOR CONTINUATIONS

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 NONE	(d) Total events (add col. (a) through col. (c))
		(event type)	(event type)	(total number)	
Revenue	1 Gross receipts	9,177,590.	185,845.		9,363,435.
	2 Less: Charitable contributions	7,688,854.	83,302.		7,772,156.
	3 Gross income (line 1 minus line 2)	1,488,736.	102,543.		1,591,279.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes				
	6 Rent/facility costs	174,866.	24,749.		199,615.
	7 Food and beverages	225,358.	18,906.		244,264.
	8 Entertainment		7,000.		7,000.
	9 Other direct expenses	4,615,018.	83,748.		4,698,766.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				5,149,645.
	11 Net income summary. Combine line 3, column (d), and line 10				-3,558,366.

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,

COULUMN(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

2011

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
THE ACTORS' FUND OF AMERICA 729 7TH AVENUE NEW YORK, NY 10019	13-1635251	501(C)(3)	101,650.	0.			GRANT TO SUPPORT PREDEVELOPMENT ACTIVITIES FOR THE BROADWAY ARTS CENTER IN LOS ANGELES
GRANTMAKERS IN THE ARTS 4055 21ST AVE WEST SEATTLE, WA 98119-1247	36-3670955	501(C)(3)	5,000.	0.			GENERAL OPERATING SUPPORT TO SERVE THE ARTS PHILANTHROPY FIELD
VENICE FAMILY CLINIC 604 ROSE AVE VENICE, CA 90291	95-2769432	501(C)(3)	5,000.	0.			TO HELP SERVE LOW-INCOME, UNINSURED AND HOMELESS INDIVIDUALS THROUGH THE PERFORMING ARTISTS CLINIC

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 3.

3 Enter total number of other organizations listed in the line 1 table 0.

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

Schedule I (Form 990) (2011)

(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	2727	1,970,614.	0.		
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	255	1,017,378.	0.		

Part IV

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

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

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

PART 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

2011

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				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (<u>POTY GIFT BAG</u>)	X	33	2,537,901.	COST OR SELLING PRIC
26 Other ▶ (<u>DONATED RENT/</u>)	X	1	174,467.	COST OR SELLING PRIC
27 Other ▶ ()				
28 Other ▶ ()				

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

29

0

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	

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) (2011)

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

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

2011

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 III, LINE 4D, OTHER PROGRAM SERVICES:

MUSICARES FOUNDATION PROVIDES VARIOUS GRANTS TO OTHER TAX EXEMPT
ORGANIZATIONS.

EXPENSES \$ 16,278. INCLUDING GRANTS OF \$ 16,278. REVENUE \$ 0.

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

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

Schedule O (Form 990 or 990-EZ) (2011)

132211
01-23-12

Name of the organization

MUSICARES FOUNDATION, INC.

Employer identification number

95-4470909

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 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

Name of the organization

MUSICARES FOUNDATION, INC.

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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 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 VII:

ALL OF NEIL PORTNOW'S COMPENSATION IS PAID BY NARAS, AN AFFILIATED EXEMPT ORGANIZATION, FOR HIS SERVICES TO THEM. HIS SERVICES TO THE MUSICARES FOUNDATION ARE AS A VOLUNTEER AND AS SUCH, HE IS NOT COMPENSATED BY THE MUSICARES FOUNDATION FOR ANY OF HIS WORK AS ITS PRESIDENT AND CEO.

FORM 990, PART VII:

132212
01-23-12

Name of the organization

MUSICARES FOUNDATION, INC.

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JUDY WONG DIVIDES HER TIME FOR SERVICES BETWEEN MUSICARES FOUNDATION AND NARAS FOUNDATION, INC., AN AFFILIATED, BUT UNRELATED EXEMPT ORGANIZATION. PART VII INCLUDES 100% OF HER COMPENSATION AND NARAS FOUNDATION, INC. REIMBURSES MUSICARES FOUNDATION FOR ITS PORTION OF HER SERVICES, OR \$67,970.

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

NET UNREALIZED LOSSES ON INVESTMENTS:	-38,705.
OTHER ADJUSTMENT	1,771.
TOTAL TO FORM 990, PART XI, LINE 5	-36,934.

FORM 990, PART IV, LINE 34:

RELATED ORGANIZATION

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