

Form **990****Return of Organization Exempt From Income Tax**

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

OMB No. 1545-0047

2004

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

A For the 2004 calendar year, or tax year beginning **JUL 1, 2004** and ending **JUN 30, 2005****B** Check if applicable:

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

Please use IRS label or print or type. See Specific Instructions.

C Name of organization

ROCKETTOWN OF MIDDLE TENNESSEE

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

P.O. BOX 331147

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

NASHVILLE, TN 37203

D Employer identification number

62-1571573

E Telephone number

615-843-4001

F Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify) ▶

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ).

H and **I** are not applicable to section 527 organizations.**H(a)** Is this a group return for affiliates? ☐ Yes ☒ No**H(b)** If "Yes," enter number of affiliates ▶**H(c)** Are all affiliates included? N/A ☐ Yes ☐ No
(If "No," attach a list.)**H(d)** Is this a separate return filed by an organization covered by a group ruling? ☐ Yes ☒ No**I** Group Exemption Number ▶**M** Check ☐ if the organization is **not** required to attach Sch. B (Form 990, 990-EZ, or 990-PF).**G** Website: ▶ WWW.ROCKETTOWN.COM**J** Organization type (check only one) ▶ ☒ 501(c) (3) ◀ (insert no.) ☐ 4947(a)(1) or ☐ 527**K** Check here ☐ if the organization's gross receipts are normally not more than \$25,000. The organization need not file a return with the IRS; but if the organization received a Form 990 Package in the mail, it should file a return without financial data. Some states require a complete return.**L** Gross receipts: Add lines 6b, 8b, 9b, and 10b to line 12 ▶ 1,291,982.**Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances**

Revenue	1 Contributions, gifts, grants, and similar amounts received:				
	a Direct public support	1a	556,345.		
	b Indirect public support	1b			
	c Government contributions (grants)	1c			
	d Total (add lines 1a through 1c) (cash \$ 556,345. noncash \$)	1d	556,345.		
	2 Program service revenue including government fees and contracts (from Part VII, line 93)	2	212,615.		
	3 Membership dues and assessments	3			
	4 Interest on savings and temporary cash investments	4	12.		
	5 Dividends and interest from securities	5			
	6 a Gross rents	6a	168,343.		
	b Less: rental expenses	6b	43,940.		
	c Net rental income or (loss) (subtract line 6b from line 6a)	6c	124,403.		
7 Other investment income (describe ▶)	7				
Revenue	8 a Gross amount from sales of assets other than inventory	(A) Securities		(B) Other	
	b Less: cost or other basis and sales expenses	8a			
	c Gain or (loss) (attach schedule)	8b			
	d Net gain or (loss) (combine line 8c, columns (A) and (B))	8c			
	8d				
	9 Special events and activities (attach schedule). If any amount is from gaming, check here <input type="checkbox"/>				
	a Gross revenue (not including \$ 0. of contributions reported on line 1a)	9a	64,533.		
	b Less: direct expenses other than fundraising expenses	9b	25,426.		
	c Net income or (loss) from special events (subtract line 9b from line 9a)	9c	39,107.		
	10 a Gross sales of inventory, less returns and allowances	10a	285,430.		
	b Less: cost of goods sold	10b	197,816.		
	c Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c	87,614.		
11 Other revenue (from Part VII, line 103)	11	4,704.			
12 Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12	1,024,800.			
Expenses	13 Program services (from line 44, column (B))	13	998,706.		
	14 Management and general (from line 44, column (C))	14	113,782.		
	15 Fundraising (from line 44, column (D))	15	81,274.		
	16 Payments to affiliates (attach schedule)	16			
	17 Total expenses (add lines 16 and 44, column (A))	17	1,193,762.		
Net Assets	18 Excess or (deficit) for the year (subtract line 17 from line 12)	18	<168,962.>		
	19 Net assets or fund balances at beginning of year (from line 73, column (A))	19	3,452,660.		
	20 Other changes in net assets or fund balances (attach explanation)	20	0.		
	21 Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21	3,283,698.		

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LHA For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.

Form 990 (2004)

Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others.

Page 2

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I.

	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (attach schedule)				
(cash \$ _____ noncash \$ _____)				
23 Specific assistance to individuals (attach schedule)				
24 Benefits paid to or for members (attach schedule)				
25 Compensation of officers, directors, etc.	149,307.	126,456.	10,495.	12,356.
26 Other salaries and wages	232,707.	197,092.	16,358.	19,257.
27 Pension plan contributions				
28 Other employee benefits	33,108.	20,848.	5,631.	6,629.
29 Payroll taxes	29,761.	18,741.	5,061.	5,959.
30 Professional fundraising fees				
31 Accounting fees				
32 Legal fees	22,943.		22,943.	
33 Supplies	17,955.	17,323.	316.	316.
34 Telephone	14,633.	9,214.	2,489.	2,930.
35 Postage and shipping	7,411.	1,867.	3,145.	2,399.
36 Occupancy	2,221.	2,065.	78.	78.
37 Equipment rental and maintenance				
38 Printing and publications	18,424.		5,614.	12,810.
39 Travel	24,293.	15,290.	9,003.	
40 Conferences, conventions, and meetings				
41 Interest	41,044.	38,172.	1,436.	1,436.
42 Depreciation, depletion, etc. (attach schedule) ...	155,532.	144,644.	5,444.	5,444.
43 Other expenses not covered above (itemize):				
a _____	43a			
b _____	43b			
c _____	43c			
d _____	43d			
e SEE STATEMENT 6	43e			
44 Total functional expenses (add lines 22 through 43). Organizations completing columns (B)-(D), carry these totals to lines 13-15.	1,193,762.	998,706.	113,782.	81,274.

Joint Costs. Check ☐ if you are following SOP 98-2.Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? ☐ Yes ☒ No

If "Yes," enter (i) the aggregate amount of these joint costs \$ _____; (ii) the amount allocated to Program services \$ _____;

(iii) the amount allocated to Management and general \$ _____; and (iv) the amount allocated to Fundraising \$ _____

Part III Statement of Program Service AccomplishmentsWhat is the organization's primary exempt purpose? **SEE STATEMENT 7**

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

Program Service Expenses
(Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts; but optional for others.)**a THE SIXTH AVENUE SKATEPARK**

(Grants and allocations \$ _____) 491,346.

b THE ROCKETOWN MUSIC VENUE

(Grants and allocations \$ _____) 320,388.

c THE EMPYREAN COFFEE BAR

(Grants and allocations \$ _____) 180,559.

d THE DRIVEN FASHION BOUTIQUE

(Grants and allocations \$ _____) 6,413.

e Other program services (attach schedule)

(Grants and allocations \$ _____) 998,706.

f Total of Program Service Expenses (should equal line 44, column (B), Program services)

Part IV Balance Sheets

Note: Where required, attached schedules and amounts within the description column should be for end-of-year amounts only.

		(A) Beginning of year	(B) End of year
Assets	45 Cash - non-interest-bearing	282,556.	186,071.
	46 Savings and temporary cash investments		
	47 a Accounts receivable	3,473.	
	b Less: allowance for doubtful accounts		
	47 a Accounts receivable	9,116.	3,473.
	b Less: allowance for doubtful accounts		
	48 a Pledges receivable	83,396.	
	b Less: allowance for doubtful accounts		
	48 a Pledges receivable	59,600.	83,396.
	b Less: allowance for doubtful accounts		
	49 Grants receivable		
	50 Receivables from officers, directors, trustees, and key employees		
	51 a Other notes and loans receivable		
	b Less: allowance for doubtful accounts		
	52 Inventories for sale or use	21,796.	25,449.
53 Prepaid expenses and deferred charges	20,687.	15,191.	
54 Investments - securities	<input type="checkbox"/> Cost <input type="checkbox"/> FMV		
55 a Investments - land, buildings, and equipment: basis			
b Less: accumulated depreciation			
56 Investments - other			
57 a Land, buildings, and equipment: basis	4,273,257.		
b Less: accumulated depreciation	403,562.		
57 a Land, buildings, and equipment: basis	4,004,355.	3,869,695.	
b Less: accumulated depreciation			
58 Other assets (describe			
59 Total assets (add lines 45 through 58) (must equal line 74)	4,398,110.	4,183,275.	
Liabilities	60 Accounts payable and accrued expenses	71,075.	100,202.
	61 Grants payable		
	62 Deferred revenue		
	63 Loans from officers, directors, trustees, and key employees		
	64 a Tax-exempt bond liabilities		
	b Mortgages and other notes payable	STMT 8	874,375.
	64 b Mortgages and other notes payable		799,375.
65 Other liabilities (describe			
66 Total liabilities (add lines 60 through 65)	945,450.	899,577.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74.		
	67 Unrestricted	3,379,055.	3,200,302.
	68 Temporarily restricted	73,605.	83,396.
	69 Permanently restricted		
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74.		
	70 Capital stock, trust principal, or current funds		
	71 Paid-in or capital surplus, or land, building, and equipment fund		
	72 Retained earnings, endowment, accumulated income, or other funds		
	73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72; column (A) must equal line 19; column (B) must equal line 21)	3,452,660.	3,283,698.
	74 Total liabilities and net assets / fund balances (add lines 66 and 73)	4,398,110.	4,183,275.

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

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Part IV-A Reconciliation of Revenue per Audited Financial Statements with Revenue per Return

a	Total revenue, gains, and other support per audited financial statements	a	1,291,982.
b	Amounts included on line a but not on line 12, Form 990:		
(1)	Net unrealized gains on investments		
(2)	Donated services and use of facilities		
(3)	Recoveries of prior year grants		
(4)	Other (specify): STMT 9 \$ 267,182.		
	Add amounts on lines (1) through (4)	b	267,182.
c	Line a minus line b	c	1,024,800.
d	Amounts included on line 12, Form 990 but not on line a:		
(1)	Investment expenses not included on line 6b, Form 990		
(2)	Other (specify):		
	Add amounts on lines (1) and (2)	d	0.
e	Total revenue per line 12, Form 990 (line c plus line d)	e	1,024,800.

Part IV-B Reconciliation of Expenses per Audited Financial Statements with Expenses per Return

a	Total expenses and losses per audited financial statements	a	1,460,944.
b	Amounts included on line a but not on line 17, Form 990:		
(1)	Donated services and use of facilities		
(2)	Prior year adjustments reported on line 20, Form 990		
(3)	Losses reported on line 20, Form 990		
(4)	Other (specify): STMT 10 \$ 267,182.		
	Add amounts on lines (1) through (4)	b	267,182.
c	Line a minus line b	c	1,193,762.
d	Amounts included on line 17, Form 990 but not on line a:		
(1)	Investment expenses not included on line 6b, Form 990		
(2)	Other (specify):		
	Add amounts on lines (1) and (2)	d	0.
e	Total expenses per line 17, Form 990 (line c plus line d)	e	1,193,762.

Part V List of Officers, Directors, Trustees, and Key Employees (List each one even if not compensated.)

(A) Name and address	(B) Title and average hours per week devoted to position	(C) Compensation (If not paid, enter -0-)	(D) Contributions to employee benefit plans & deferred compensation	(E) Expense account and other allowances
ROGER W. THOMPSON 401 6TH AVENUE SOUTH NASHVILLE, TN 37203	EXE. DIRECTOR 40 HRS/WEEK	(7/1-12/15) 32,992.	3,623.	0.
STEPHEN WESTBROOK 401 6TH AVENUE SOUTH NASHVILLE, TN 37203	EXE. DIRECTOR 40 HRS/WEEK	(12/15-6/30) 11,540.	1,215.	0.
MATTHEW GRACE 401 6TH AVENUE SOUTH NASHVILLE, TN 37203	ADMINISTRATIVE DIRECTOR 40 HRS/WEEK	40,275.	4,986.	0.
MARY SETTLE 401 6TH AVENUE SOUTH NASHVILLE, TN 37203	OPERATIONS DIRECTOR 40 HRS/WEEK	37,200.	2,452.	0.
ANDRA DAVIS 401 6TH AVENUE SOUTH NASHVILLE, TN 37203	DEVELOPMENT DIRECTOR 32 HRS/WEEK	27,300.	0.	0.
SEE ATTACHED LIST OF NONCOMPENSATED BOARD OF DIRECTORS	5 HRS/WEEK	0.	0.	0.

75 Did any officer, director, trustee, or key employee receive aggregate compensation of more than \$100,000 from your organization and all related organizations, of which more than \$10,000 was provided by the related organizations? If "Yes," attach schedule. ☐ Yes ☒ No

Part VI Other Information		Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	76	X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes.	77	X
78 a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	78a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year? N/A	78b	
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79	X
80 a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?	80a	X
b	If "Yes," enter the name of the organization and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt.		
81 a	Enter direct or indirect political expenditures. See line 81 instructions 81a 0.		
b	Did the organization file Form 1120-POL for this year?	81b	X
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a	X
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II. (See instructions in Part III.) 82b N/A		
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b	X
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? N/A	84b	
85	501(c)(4), (5), or (6) organizations. a Were substantially all dues nondeductible by members? N/A	85a	
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? N/A	85b	
	If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year.		
c	Dues, assessments, and similar amounts from members 85c N/A		
d	Section 162(e) lobbying and political expenditures 85d N/A		
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices 85e N/A		
f	Taxable amount of lobbying and political expenditures (line 85d less 85e) 85f N/A		
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f? N/A	85g	
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year? N/A	85h	
86	501(c)(7) organizations. Enter: a Initiation fees and capital contributions included on line 12 86a N/A		
b	Gross receipts, included on line 12, for public use of club facilities 86b N/A		
87	501(c)(12) organizations. Enter: a Gross income from members or shareholders 87a 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.) 87b N/A		
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	88	X
89 a	501(c)(3) organizations. Enter: Amount of tax imposed on the organization during the year under: section 4911 0.; section 4912 0.; section 4955 0.		
b	501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b	X
c	Enter: Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 0.		
d	Enter: Amount of tax on line 89c, above, reimbursed by the organization 0.		
90 a	List the states with which a copy of this return is filed TENNESSEE 90b 38		
b	Number of employees employed in the pay period that includes March 12, 2004		
91	The books are in care of MATT GRACE Telephone no. 615-843-4001		

Located at 401 6TH AVENUE SOUTH NASHVILLE, TN

ZIP + 4 37203

92 Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041- Check here
and enter the amount of tax-exempt interest received or accrued during the tax year

N/A

Part VII Analysis of Income-Producing Activities (See page 33 of the instructions.)

Note: Enter gross amounts unless otherwise indicated.

	Unrelated business income		Excluded by section 512, 513, or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
93 Program service revenue:					
a MEMBERSHIP DUES, COVER					212,615.
b CHARGES, SESSION FEES					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	12.	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate:					
a debt-financed property					
b not debt-financed property			16	124,403.	
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					39,107.
102 Gross profit or (loss) from sales of inventory					87,614.
103 Other revenue:					
a OTHER REVENUE					4,704.
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0.		124,415.	344,040.
105 Total (add line 104, columns (B), (D), and (E))					468,455.

Note: Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I.

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See page 34 of the instructions.)

Line No.	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes).
▼	SEE STATEMENT 11

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See page 34 of the instructions.)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See page 34 of the instructions.)

(a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

(b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions).

Please Sign Here: Signature of officer _____ Date _____ Type or print name and title _____

Paid Preparer's Use Only: Preparer's signature *Kent Hanell* Date 12/22/05 Check if self-employed ☒ Preparer's SSN or PTIN _____

Firm's name (or yours if self-employed), address, and ZIP + 4: KRAFTCPAS PLLC
555 GREAT CIRCLE ROAD, SUITE 200
NASHVILLE, TN 37228-1310

EIN _____ Phone no. (615) 242-7351

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information-(See separate instructions.)

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No. 1545-0047

2004

Name of the organization

ROCKETOWN OF MIDDLE TENNESSEE

Employer identification number

62 1571573

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See page 1 of the instructions. List each one. If there are none, enter "None.")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				
Total number of other employees paid over \$50,000	0			

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See page 2 of the instructions. List each one (whether individuals or firms). If there are none, enter "None.")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services	0	

Part III Statements About Activities (See page 2 of the instructions.)

Yes No

1	During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities. \$ _____ \$ _____ (Must equal amounts on line 38, Part VI-A, or line i of Part VI-B.)	1		X
Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A. Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities.				
2	During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions.) SEE STATEMENT 12			
a	Sale, exchange, or leasing of property?	2a	X	
b	Lending of money or other extension of credit?	2b		X
c	Furnishing of goods, services, or facilities?	2c	X	
d	Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)? SEE PART V, FORM 990	2d	X	
e	Transfer of any part of its income or assets?	2e		X
3 a	Do you make grants for scholarships, fellowships, student loans, etc.? (If "Yes," attach an explanation of how you determine that recipients qualify to receive payments.)	3a		X
b	Do you have a section 403(b) annuity plan for your employees?	3b		X
4 a	Did you maintain any separate account for participating donors where donors have the right to provide advice on the use or distribution of funds?	4a		X
b	Do you provide credit counseling, debt management, credit repair, or debt negotiation services?	4b		X

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions.)The organization is not a private foundation because it is: (Please check only **ONE** applicable box.)

- 5 ☐ A church, convention of churches, or association of churches. Section 170(b)(1)(A)(i).
- 6 ☐ A school. Section 170(b)(1)(A)(ii). (Also complete Part V.)
- 7 ☐ A hospital or a cooperative hospital service organization. Section 170(b)(1)(A)(iii).
- 8 ☐ A Federal, state, or local government or governmental unit. Section 170(b)(1)(A)(v).
- 9 ☐ A medical research organization operated in conjunction with a hospital. Section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state **▶** _____
- 10 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit. Section 170(b)(1)(A)(iv). (Also complete the **Support Schedule** in Part IV-A.)
- 11a ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 11b ☐ A community trust. Section 170(b)(1)(A)(vi). (Also complete the **Support Schedule** in Part IV-A.)
- 12 ☐ 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 charitable, etc., 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). (Also complete the **Support Schedule** in Part IV-A.)
- 13 ☐ An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in: (1) lines 5 through 12 above; or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2). (See section 509(a)(3).)

Provide the following information about the supported organizations. (See page 5 of the instructions.)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14 ☐ An organization organized and operated to test for public safety. Section 509(a)(4). (See page 5 of the instructions.)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12.) **Use cash method of accounting.**
Note: You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting.

Calendar year (or fiscal year beginning in) ▶	(a) 2003	(b) 2002	(c) 2001	(d) 2000	(e) Total
15 Gifts, grants, and contributions received. (Do not include unusual grants. See line 28.)	1,348,851.	309,688.	83,296.	4,654,501.	6,396,336.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	523,969.	226,823.			750,792.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	127,360.	59,112.	89,261.	30,358.	306,091.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge. Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income. Attach a schedule. Do not include gain or (loss) from sale of capital assets	1,243.	2,052.	SEE STATEMENT 13 139.		3,434.
23 Total of lines 15 through 22	2,001,423.	597,675.	172,696.	4,684,859.	7,456,653.
24 Line 23 minus line 17	1,477,454.	370,852.	172,696.	4,684,859.	6,705,861.
25 Enter 1% of line 23	20,014.	5,977.	1,727.	46,849.	
26 Organizations described on lines 10 or 11: a Enter 2% of amount in column (e), line 24					26a 134,117.
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 2000 through 2003 exceeded the amount shown in line 26a. Do not file this list with your return. Enter the total of all these excess amounts					26b 3,729,142.
c Total support for section 509(a)(1) test: Enter line 24, column (e)					26c 6,705,861.
d Add: Amounts from column (e) for lines: 18 306,091. 19 22 3,434. 26b 3,729,142.					26d 4,038,667.
e Public support (line 26c minus line 26d total)					26e 2,667,194.
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					26f 39.7741%
27 Organizations described on line 12: a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person." Do not file this list with your return. Enter the sum of such amounts for each year: N/A					
(2003) (2002) (2001) (2000)					
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000. (Include in the list organizations described in lines 5 through 11, as well as individuals.) Do not file this list with your return. After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year: N/A					
(2003) (2002) (2001) (2000)					
c Add: Amounts from column (e) for lines: 15 16 17 20 21					27c N/A
d Add: Line 27a total and line 27b total					27d N/A
e Public support (line 27c total minus line 27d total)					27e N/A
f Total support for section 509(a)(2) test: Enter amount on line 23, column (e)					27f N/A
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					27g N/A %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					27h N/A %
28 Unusual Grants: For an organization described in line 10, 11, or 12 that received any unusual grants during 2000 through 2003, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant. Do not file this list with your return. Do not include these grants in line 15.					

Part V Private School Questionnaire (See page 7 of the instructions.)

N/A

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

	Yes	No
29 Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?	29	
30 Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?	30	
31 Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves?	31	
If "Yes," please describe; if "No," please explain. (If you need more space, attach a separate statement.)		
32 Does the organization maintain the following:		
a Records indicating the racial composition of the student body, faculty, and administrative staff?	32a	
b Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?	32b	
c Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?	32c	
d Copies of all material used by the organization or on its behalf to solicit contributions?	32d	
If you answered "No" to any of the above, please explain. (If you need more space, attach a separate statement.)		
33 Does the organization discriminate by race in any way with respect to:		
a Students' rights or privileges?	33a	
b Admissions policies?	33b	
c Employment of faculty or administrative staff?	33c	
d Scholarships or other financial assistance?	33d	
e Educational policies?	33e	
f Use of facilities?	33f	
g Athletic programs?	33g	
h Other extracurricular activities?	33h	
If you answered "Yes" to any of the above, please explain. (If you need more space, attach a separate statement.)		
34 a Does the organization receive any financial aid or assistance from a governmental agency?	34a	
b Has the organization's right to such aid ever been revoked or suspended?	34b	
If you answered "Yes" to either 34a or b, please explain using an attached statement.		
35 Does the organization certify that it has complied with the applicable requirements of sections 4.01 through 4.05 of Rev. Proc. 75-50, 1975-2 C.B. 587, covering racial nondiscrimination? If "No," attach an explanation	35	

Schedule A (Form 990 or 990-EZ) 2004

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions.)

N/A

(To be completed **ONLY** by an eligible organization that filed Form 5768)Check ☒ **a** ☐ if the organization belongs to an affiliated group.Check ☐ **b** ☐ if you checked "a" and "limited control" provisions apply.**Limits on Lobbying Expenditures**

(The term "expenditures" means amounts paid or incurred.)

	(a) Affiliated group totals	(b) To be completed for ALL electing organizations
	N/A	
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38 Total lobbying expenditures (add lines 36 and 37)	38	
39 Other exempt purpose expenditures	39	
40 Total exempt purpose expenditures (add lines 38 and 39)	40	
41 Lobbying nontaxable amount. Enter the amount from the following table -		
If the amount on line 40 is -		
Not over \$500,000	20% of the amount on line 40	
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	
Over \$17,000,000	\$1,000,000	
42 Grassroots nontaxable amount (enter 25% of line 41)	42	
43 Subtract line 42 from line 36. Enter -0- if line 42 is more than line 36	43	
44 Subtract line 41 from line 38. Enter -0- if line 41 is more than line 38	44	

Caution: If there is an amount on either line 43 or line 44, you must file Form 4720.**4-Year Averaging Period Under Section 501(h)**

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 45 through 50 on page 11 of the instructions.)

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				N/A
	(a) 2004	(b) 2003	(c) 2002	(d) 2001	(e) Total
45 Lobbying nontaxable amount					0.
46 Lobbying ceiling amount (150% of line 45(e))					0.
47 Total lobbying expenditures					0.
48 Grassroots nontaxable amount					0.
49 Grassroots ceiling amount (150% of line 48(e))					0.
50 Grassroots lobbying expenditures					0.

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions.)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:

- a** Volunteers
- b** Paid staff or management (Include compensation in expenses reported on lines c through h.)
- c** Media advertisements
- d** Mailings to members, legislators, or the public
- e** Publications, or published or broadcast statements
- f** Grants to other organizations for lobbying purposes
- g** Direct contact with legislators, their staffs, government officials, or a legislative body
- h** Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means
- i** Total lobbying expenditures (Add lines c through h.)

Yes	No	Amount
	X	
	X	
	X	
	X	
	X	
	X	
	X	
		0.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities.

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Supplementary Information for
line 1 of Form 990, 990-EZ, and 990-PF (see instructions)

OMB No. 1545-0047

2004

Name of organization

Employer identification number

ROCKETOWN OF MIDDLE TENNESSEE

62-1571573

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

☐ 527 political organization

Form 990-PF

☐ 501(c)(3) exempt private foundation

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

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule-see instructions.)

General Rule-

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

Special Rules-

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

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

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

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2004)

Name of organization

Employer identification number

ROCKETOWN OF MIDDLE TENNESSEE

62-1571573

Part I Contributors (See Specific Instructions.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1		\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2		\$ 26,675.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3		\$ 25,160.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4		\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5		\$ 25,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

FOOTNOTES

STATEMENT 1

DEPRECIATION ON FURNITURE AND EQUIPMENT IS CALCULATED BY THE STRAIGHT-LINE METHOD OVER AN ESTIMATED USEFUL LIFE OF FIVE TO TEN YEARS.

PROPERTY AND EQUIPMENT CONSISTED OF THE FOLLOWING AS OF JUNE 30, 2005:

LAND	1,050,000.
BUILDING AND IMPROVEMENTS	2,574,190.
MACHINERY AND EQUIPMENT	610,039.
FURNITURE AND FIXTURES	39,028.
	<hr/>
	4,273,257.
LESS ACCUMULATED DEPRECIATION	<403,562.>
	<hr/>
	3,869,695.
	<hr/>

FORM 990	RENTAL INCOME	STATEMENT	2
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KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
ROCKETOWN MUCIC VENUE, SKATEPARK, AND OTHER FACILITY AREAS	1	168,343.
TOTAL TO FORM 990, PART I, LINE 6A		168,343.

FORM 990	RENTAL EXPENSES	STATEMENT	3
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DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
RENTALS AND PARTIES EXPENSE		43,940.	
- SUBTOTAL -	1		43,940.
TOTAL TO FORM 990, PART I, LINE 6B			43,940.

FORM 990	SPECIAL EVENTS AND ACTIVITIES	STATEMENT	4
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DESCRIPTION OF EVENT	GROSS RECEIPTS	CONTRIBUT. INCLUDED	GROSS REVENUE	DIRECT EXPENSES	NET INCOME
MICHAEL W. SMITH CONCERT	64,533.		64,533.	25,426.	39,107.
TO FM 990, PART I, LINE 9	64,533.		64,533.	25,426.	39,107.

FORM 990

INCOME AND COST OF GOODS SOLD
INCLUDED ON PART I, LINE 10

STATEMENT 5

INCOME

1. GROSS RECEIPTS	285,430	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		285,430
4. COST OF GOODS SOLD (LINE 13)	197,816	
5. GROSS PROFIT (LINE 3 LESS LINE 4)		87,614

COST OF GOODS SOLD

6. INVENTORY AT BEGINNING OF YEAR	21,796	
7. MERCHANDISE PURCHASED		
8. COST OF LABOR		
9. MATERIALS AND SUPPLIES	201,469	
10. OTHER COSTS		
11. ADD LINES 6 THROUGH 10		223,265
12. INVENTORY AT END OF YEAR	25,449	
13. COST OF GOODS SOLD (LINE 11 LESS LINE 12)		197,816

FORM 990	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING	
AUTOMOBILE	1,470.	807.	663.		
BANK FEES	4,484.		4,484.		
CASH (OVER) AND SHORT	6,431.	6,431.			
DUES AND SUBSCRIPTIONS	1,513.		1,513.		
FOOD AND ENTERTAINMENT	8,549.		5,501.	3,048.	
GIFTS	2,511.		2,511.		
INSURANCE	84,989.	79,039.	2,975.	2,975.	
INTERNET DEVELOPMENT	8,261.	8,261.			
MARKETING AND ADVERTISING	29,701.	29,701.			
OUTREACH	15,522.	15,522.			
TAXES AND LICENSES	55,801.	52,019.	1,891.	1,891.	
TUITION AND TRAINING	2,485.		2,485.		
UNIFORMS	889.	889.			
UTILITIES	59,627.	55,453.	2,087.	2,087.	
ENTERTAINMENT EXPENSE	97,145.	97,145.			
REPAIRS AND MAINTENANCE	47,402.	44,084.	1,659.	1,659.	
SECURITY FEES	17,643.	17,643.			
TOTAL TO FM 990, LN 43	444,423.	406,994.	25,769.	11,660.	

FORM 990 STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE STATEMENT 7
PART III

EXPLANATION

ROCKETOWN'S MISSION IS TO CREATE CULTURALLY RELEVANT ENVIRONMENTS THAT FOSTER VITAL RELATIONSHIPS BETWEEN DISENFRANCHISED ADOLESCENTS AND CHRISTIAN MENTORS IN ORDER TO MEET THE SOCIAL, SPIRITUAL, AND PHYSICAL NEEDS OF THE TEENS. IN 2005, ROCKETOWN HAD OVER 125,000 VISITS REPRESENTING EVERY SOCIAL DEMOGRAPHIC OF THE GREATER NASHVILLE AREA AND SURROUNDING COUNTIES.

FORM 990	MORTGAGES PAYABLE	STATEMENT	8
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DESCRIPTION	BALANCE DUE
PURCHASE OF PREMIER COURT OFFICE	799,375.
TOTAL INCLUDED ON FORM 990, PART IV, LINE 64B, COLUMN B	799,375.

FORM 990	OTHER REVENUE NOT INCLUDED ON FORM 990	STATEMENT	9
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DESCRIPTION	AMOUNT
COST OF GOODS SOLD	197,816.
SPECIAL EVENT EXPENSES	25,426.
DIRECT RENTAL EXPENSES	43,940.
TOTAL TO FORM 990, PART IV-A	267,182.

FORM 990	OTHER EXPENSES NOT INCLUDED ON FORM 990	STATEMENT	10
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DESCRIPTION	AMOUNT
COST OF GOODS SOLD	197,816.
SPECIAL EVENT EXPENSES	25,426.
DIRECT RENTAL EXPENSES	43,940.
TOTAL TO FORM 990, PART IV-B	267,182.

FORM 990	PART VIII - RELATIONSHIP OF ACTIVITIES TO ACCOMPLISHMENT OF EXEMPT PURPOSES	STATEMENT	11
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LINE	EXPLANATION OF RELATIONSHIP OF ACTIVITIES
93A	THE ROCKETOWN MUSIC VENUE: ROCKETOWN'S NIGHT CLUB OFFERS TEENAGERS A TOP-OF-THE-LINE QUALITY EXPERIENCE WITH A HYBRID DANCE MUSIC AND LIVE PERFORMANCE SYSTEM, INTELLIGENT LIGHTING DISPLAYS, AND LOCAL, REGIONAL AND WORLD-CLASS MUSICAL TALENT. THIS ENVIRONMENT FULFILLS ROCKETOWN'S GOAL OF PROVIDING ADOLESCENTS WITH SAFE, POSITIVE, EXCITING WEEKEND ENTERTAINMENT AS AN ALTERNATIVE TO CRUISING, DRINKING ALCOHOL, USING ILLEGAL DRUGS, AND ATTENDING UNSUPERVISED PARTIES.
102	INCOME FROM THE SALE OF GOODS AT THE SIXTH AVENUE SKATEPARK, THE EMPYREAN COFFEE BAR, AND THE DRIVEN FASHION BOUTIQUE.
103A	ENRICHMENT PROGRAM AND DANCE CLASS FEES.

SCHEDULE A	STATEMENT REGARDING ACTIVITIES WITH SUBSTANTIAL CONTRIBUTORS, TRUSTEES, DIRECTORS, CREATORS, KEY EMPLOYEES, ETC., PART III, LINE 2	STATEMENT 12
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DURING THE YEAR ENDED JUNE 30, 2005, ROCKETOWN PURCHASED APPROXIMATELY \$9,750 IN INVENTORY FROM A BOARD MEMBER'S COMPANY (\$12,500 IN 2004). THE AMOUNT PAID WAS LESS THAN FAIR MARKET VALUE FOR THE GOODS RECEIVED. ALSO, WHILE ROCKETOWN WAS LEASING THE FACILITY IN WHICH IT OPERATES, ONE OF ROCKETOWN'S BOARD MEMBERS SERVED AS AN AGENT FOR THE LESSOR OF THE FACILITY. WHEN ROCKETOWN PURCHASED THE BUILDING DURING 2004, THIS BOARD MEMBER'S COMPANY RECEIVED COMMISSION FROM THE SALE.

SCHEDULE A	OTHER INCOME				STATEMENT 13
DESCRIPTION	2003 AMOUNT	2002 AMOUNT	2001 AMOUNT	2000 AMOUNT	
OTHER INCOME	1,243.	2,052.	139.	0.	
TOTAL TO SCHEDULE A, LINE 22	1,243.	2,052.	139.	0.	

ROCKETOWN OF MIDDLE TENNESSEE 2005 BOARD OF DIRECTORS

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**AMENDMENT NUMBER ONE TO
BYLAWS OF
ROCKETOWN OF MIDDLE TENNESSEE**
Incorporated under the laws of the State of Tennessee

The following Amendments to the Bylaws of Rocketown of Middle Tennessee (the "Corporation") are made in accordance with Article Twelve, Section 12.1 of said Bylaws.

Amendment to Article One

Section 1.3 is amended by deleting the reference to "Franklin, Tennessee" and replacing it with a reference to "Nashville, Tennessee".

Amendment to Article Three

Section 3.2 is amended by deleting the first sentence thereof and replacing it with the following sentence:

The Board of Directors, by two-thirds (2/3) vote of a quorum thereof, may increase or decrease the number of members on the Board; provided, however, there shall always be at least seven (7) memberships and never more than twenty-five (25) memberships.

Amendment to Article Four

Section 4.6 is amended by deleting the section in its entirety and replacing it with the following language:

At meetings of the Board of Directors, one-third (1/3) of the directors then in office shall be necessary to constitute a quorum for the transaction of business.

Section 4.7 is amended by deleting the reference to "Article 14" and replacing it with a reference to "Article Twelve."

Amendment to Article Six

Section 6.1 is amended by deleting the first sentence thereof and replacing it with the following new sentence:

The officers of the Corporation shall consist of a President, Executive Director and a Secretary.

The following new Section 6.6 is inserted immediately following Section 6.5:

6.6 President. The Chair of the Board of Directors shall serve as the Corporation's President.

Section 6.6 is amended by redesignating it as Section 6.61 and by deleting all references to "President" therein and replacing such references with references to "Executive Director".

Addition of Article Seven-A

The following new Article Seven-A is hereby added and inserted between Article Seven and Article Eight of the Bylaws:

7A.1 Advisory Council. The Board of Directors may, in its discretion, establish an Advisory Council (or other designated committee) for the purpose of increasing the Corporation's visibility within the local, regional and national communities and the public's awareness of the Corporation. The Advisory Council shall serve as a liaison between the Corporation and the community and as a resource to the Board with regard to programming, community relations, public relations and related areas.

7A.2 No Management Responsibility. The Advisory Council and its individual members shall have no responsibility or authority with respect to the government or management of the affairs of the Corporation. Members of the Advisory Council are not directors or officers of the Corporation and shall not have any authority, powers, responsibilities or fiduciary duties of directors or officers.

7A.3 Maximum Number of Members. There shall be no more than forty (40) members serving on the Advisory Council at any one time.

7A.4 Term of Office. Members appointed to the Advisory Council shall serve for a term of two (2) years. Members of the Advisory Council may serve unlimited consecutive terms; provided, however, that such members are duly reappointed by the Board of Directors at the end of their terms.

7A.5 Advisory Council Vacancies. Upon the expiration of the term of a member of the Advisory Council, or in the event a member of the Advisory Council becomes legally incapacitated, dies, resigns or is removed prior to the expiration of his or her term, a successor may, but is not required to, be appointed by the Board of Directors. Such successor shall serve on the Advisory Council for the remaining term of the departed Advisory Council member or for a new two (2) year term, as the Board of Directors determines.

7A.6 Removal of Advisory Council Member. The Board of Directors may, by the affirmative vote of three-fourths (3/4) of a quorum (as defined in Section 4.6 herein) remove a member of the Advisory Council if the Board determines, in its discretion, that it is in the best interests of the Corporation that said member be removed. A successor member of the Advisory Council may, but is not required to, be appointed by the Board of Directors.

7A.7 Advisory Council Chair. A Chair of the Advisory Council shall be appointed, from time to time, by the Board of Directors, and shall serve such term as the Board of Directors determines.

7A.8 Compensation. No member of the Advisory Council shall receive, directly or indirectly, any salary, compensation or emolument therefrom as such a member. However, nothing contained herein shall be construed to prevent any member of the Advisory Council from serving the Corporation in any other capacity and receiving reasonable compensation, as determined by a majority of all directors, for services rendered in furtherance of the purposes and functions of the Corporation.

7A.9 Indemnification. Members of the Advisory Council shall be included within those persons entitled to indemnification under Section 10.1 of these Bylaws.

The above Amendments to the Corporation's Bylaws shall be effective immediately upon their adoption by the Corporation's Board of Directors.

Rocketown Programs

Rocketown provides recreation and outreach in Nashville's only indoor skatepark, coffee bar, studios, and stages for live entertainment. The heart of Rocketown's mission is to help teens from across the spectrum to develop into healthy, productive adults who are able to contribute to their community. Rocketown is a faith-based relational outreach focused on youth ages 12 to 20 who are not traditionally served by other programs. Rocketown youth are attracted to a different environment – one that is driven by the arts, music and non-traditional sports. Many are not involved in mainstream school activities and have difficulty finding affirmation and support through what are considered "normal" avenues.

Rocketown combats many of the challenges today's youth face by providing a place where teens experience positive activities in a safe, alcohol, drug, and tobacco free environment; where staff are socially and culturally competent to address the deeper issues faced by today's youth. Through mentoring and enrichment programs staff members are able to provide emotional support along with opportunities for long-term character and skill development. These types of programs stimulate creativity, encourage physical activity, hone skills, and **demonstrate to youth that they are valued by society.**

Rocketown has been able to reach more youth through enrichment programs than ever before. Over the course of the summer more than forty kids per week come to Rocketown for "day camps" in rap, dance, skate, film production and more. Through these courses, students are able to discover and develop their gifts and talents, build relationships with kids from all different cultural backgrounds and develop relationships with Rocketown staff who share love and hope with them. Rocketown offers similar programs through its Fall/Spring Sessions, **Be Creative, Be Empowered, Be Yourself**, with both structured and unstructured activities available after school and on weekends. These Sessions focus on helping teens to develop skills, use their time constructively, learn respect for self and others while building vital relationships with peers and adults.

There are more than 100,000 visits to Rocketown annually. Experiences vary: the one-time concert-goer who is able to enjoy a safe evening out with friends in a positive, supervised alcohol free and drug free environment; the 14 year old who spends every day after school and most Saturdays in the skatepark; the inner-city girl who tries ballet for the first time; or the mom who enjoys a cup of coffee while her teens learn video editing and song-writing skills. At Rocketown, we have opportunities to change an individual's day, or their life.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (not automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

Form 990-T corporations requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including Form 990-C filers) must use Form 7004 to request an extension of time to file income tax returns. Partnerships, REMICs, and trusts must use Form 8736 to request an extension of time to file Form 1065, 1066, or 1041.

Electronic Filing (e-file). Form 8868 can be filed electronically if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for corporate Form 990-T filers). However, you cannot file it electronically if you want the additional (not automatic) 3-month extension, instead you must submit the fully completed signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	ROCKETOWN OF MIDDLE TENNESSEE	62-1571573
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	P.O. BOX 331147	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NASHVILLE, TN 37203	

Check type of return to be filed (file a separate application for each return):

- | | | |
|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

- The books are in the care of ► **MATT GRACE**
Telephone No. ► **615-843-4001** FAX No. ►
- If the organization does **not** have an office or place of business in the United States, check this box ☐
- If this is for a **Group Return**, enter the organization's four digit Group Exemption Number (GEN) . If this is for the **whole** group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6-months for a **Form 990-T corporation**) extension of time until **FEBRUARY 15, 2006** to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☐ calendar year _____ or
► ☒ tax year beginning **JUL 1, 2004**, and ending **JUN 30, 2005**
- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions \$
- b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit \$
- c **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions \$ **N/A**

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 12-2004)