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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)

2008

Department of the Treasury
Internal Revenue Service

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

For the 2008 calendar year, or tax year beginning 7/01, 2008, and ending 6/30, 2009

B Check if applicable:
 Address change
 Name change
 Initial return
 Termination
 Amended return
 Application pending

Please use IRS label or print or type. See specific instructions.
CONSPIRARE, INC.
 1033 LA POSADA DR, SUITE 130
 AUSTIN, TX 78752

D Employer identification number: 74-2611315

E Telephone number: 512-476-5775

G Gross receipts \$: 1,235,624.

F Name and address of principal officer:
SAME AS C ABOVE

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)

I Tax-exempt status: 501(c) (3) (insert no.) 4947(a)(1) or 527

J Website: WWW.CONSPIRARE.ORG

H(c) Group exemption number: _____

K Type of organization: Corporation Trust Association Other _____

L Year of formation: _____

M State of legal domicile: _____

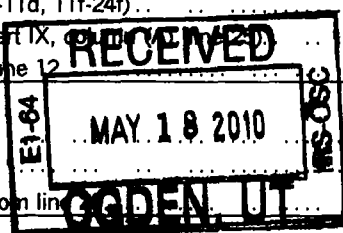
Summary

1 Briefly describe the organization's mission or most significant activities: TO FOSTER APPRECIATION OF VOCAL ARTS

2 Check this box if the organization discontinued its operations or disposed of more than 25% of its assets.

3 Number of voting members of the governing body (Part VI, line 1a)	<u>3</u>	<u>18</u>
4 Number of independent voting members of the governing body (Part VI, line 1b)	<u>4</u>	<u>16</u>
5 Total number of employees (Part V, line 2a)	<u>5</u>	<u>10</u>
6 Total number of volunteers (estimate if necessary)	<u>6</u>	<u>0</u>
7a Total gross unrelated business revenue from Part VIII, line 12, column (C)	<u>7a</u>	<u>0.</u>
7b Net unrelated business taxable income from Form 990-T, line 34	<u>7b</u>	<u>0.</u>

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	<u>784,132.</u>	<u>615,902.</u>
9 Program service revenue (Part VIII, line 2g)	<u>339,696.</u>	<u>505,672.</u>
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<u>32,387.</u>	<u>52,389.</u>
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<u>1,156,215.</u>	<u>1,173,963.</u>
13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)		
14 Benefits paid to or for members (Part IX, column (A), line 4)		
15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	<u>384,597.</u>	<u>419,630.</u>
16a Professional fundraising fees (Part IX, column (A), line 11e)		
b Total fundraising expenses (Part IX, column (D), line 25)	<u>48,847.</u>	
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	<u>771,606.</u>	<u>861,867.</u>
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 18)	<u>1,156,203.</u>	<u>1,281,497.</u>
19 Revenue less expenses. Subtract line 18 from line 12	<u>12.</u>	<u>-107,534.</u>
	Beginning of Year	End of Year
20 Total assets (Part X, line 16)	<u>337,023.</u>	<u>208,863.</u>
21 Total liabilities (Part X, line 26)	<u>485,228.</u>	<u>454,299.</u>
22 Net assets or fund balances. Subtract line 21 from line 20	<u>-148,205.</u>	<u>-245,436.</u>



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: [Signature] Date: 5-11-10
 Type or print name and title: EXECUTIVE DIRECTOR

Paid Preparer's Use Only
 Preparer's signature: [Signature] Date: 5/11/10
 Check if self-employed:
 Preparer's identifying number (see instructions): N/A
 Firm's name (or yours if self-employed), address, and ZIP + 4: SESSI, CHAMBERLAIN & STEWART, L.L.P.
1606 SAN ANTONIO
AUSTIN, TX 78701
 EIN: N/A
 Phone no: (512) 477-2525

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

SCANNED JUL 0 8 2010

6/16 4

Part III Statement of Program Service Accomplishments (see instructions)

1 Briefly describe the organization's mission

TO FOSTER APPRECIATION OF VOCAL ARTS

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

If 'Yes,' describe these new services on Schedule O

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

If 'Yes,' describe these changes on Schedule O

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

4a (Code) (Expenses \$ 928,914. including grants of \$) (Revenue \$ 505,672.)

PRODUCED AND PRESENTED NUMEROUS VOCAL AND CHORAL PROGRAMS TO A WIDE VARIETY OF AUDIENCES IN CENTRAL TEXAS. SEE ATTACHED PERFORMANCE SCHEDULE.

4b (Code) (Expenses \$ including grants of \$) (Revenue \$)

4c (Code) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O)

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

4e Total program service expenses ▶ \$ 928,914. (Must equal Part IX, Line 25, column (B))

Part-IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If 'Yes,' complete Schedule A</i>	X	
2 Is the organization required to complete 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? <i>If 'Yes,' complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations Did the organization engage in lobbying activities? <i>If 'Yes,' complete Schedule C, Part II</i>		X
5 Section 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? <i>If 'Yes,' complete Schedule C, Part III</i>		
6 Did the organization maintain any donor advised funds or any accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If 'Yes,' complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If 'Yes,' complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If 'Yes,' complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If 'Yes,' complete Schedule D, Part IV</i>		X
10 Did the organization hold assets in term, permanent, or quasi-endowments? <i>If 'Yes,' complete Schedule D, Part V</i>		X
11 Did the organization report an amount in Part X, lines 10, 12, 13, 15, or 25? <i>If 'Yes,' complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	X	
12 Did the organization receive an audited financial statement for the year for which it is completing this return that was prepared in accordance with GAAP? <i>If 'Yes,' complete Schedule D, Parts XI, XII, and XIII</i>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If 'Yes,' complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the U S ?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the U S ? <i>If 'Yes,' complete Schedule F, Part I</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If 'Yes,' complete Schedule F, Part II</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If 'Yes,' complete Schedule F, Part III</i>		X
17 Did the organization report more than \$15,000 on Part IX, column (A), line 11e? <i>If 'Yes,' complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total on Part VIII, lines 1c and 8a? <i>If 'Yes,' complete Schedule G, Part II</i>	X	
19 Did the organization report more than \$15,000 on Part VIII, line 9a? <i>If 'Yes,' complete Schedule G, Part III</i>		X
20 Did the organization operate one or more hospitals? <i>If 'Yes,' complete Schedule H</i>		X
21 Did the organization report more than \$5,000 on Part IX, column (A), line 1? <i>If 'Yes,' complete Schedule I, Parts I and II</i>		X
22 Did the organization report more than \$5,000 on Part IX, column (A), line 2? <i>If 'Yes,' complete Schedule I, Parts I and III</i>		X
23 Did the organization answer 'Yes' to Part VII, Section A, questions 3, 4, or 5? <i>If 'Yes,' complete Schedule J</i>		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, and that was issued after December 31, 2002? <i>If 'Yes,' answer questions 24b-24d and complete Schedule K. If 'No,' go to question 25</i>		X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If 'Yes,' complete Schedule L, Part I</i>		X
b Did the organization become aware that it had engaged in an excess benefit transaction with a disqualified person from a prior year? <i>If 'Yes,' complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If 'Yes,' complete Schedule L, Part II</i>	X	
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, or substantial contributor, or to a person related to such an individual? <i>If 'Yes,' complete Schedule L, Part III</i>		X

Part IV Checklist of Required Schedules (continued)

	Yes	No
28 During the tax year, did any person who is a current or former officer, director, trustee, or key employee		
a Have a direct business relationship with the organization (other than as an officer, director, trustee, or employee), or an indirect business relationship through ownership of more than 35% in another entity (individually or collectively with other person(s) listed in Part VII, Section A)? <i>If 'Yes,' complete Schedule L, Part IV</i>	28a	X
b Have a family member who had a direct or indirect business relationship with the organization? <i>If 'Yes,' complete Schedule L, Part IV</i>	28b	X
c Serve as an officer, director, trustee, key employee, partner, or member of an entity (or a shareholder of a professional corporation) doing business with the organization? <i>If 'Yes,' complete Schedule L, Part IV</i>	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M</i>	29	X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If 'Yes,' complete Schedule M</i>	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I</i>	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If 'Yes,' complete Schedule N, Part II</i>	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If 'Yes,' complete Schedule R, Part I</i>	33	X
34 Was the organization related to any tax-exempt or taxable entity? <i>If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1</i>	34	X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If 'Yes,' complete Schedule R, Part V, line 2</i>	35	X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If 'Yes,' complete Schedule R, Part V, line 2</i>	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If 'Yes,' complete Schedule R, Part VI</i>	37	X

Part-V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1 a	Enter the number reported in Box 3 of form 1096, Annual Summary and Transmittal of U S Information Returns Enter -0- if not applicable		
1 b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable		
1 c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		X
2 a	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		
2 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 <i>e-file</i> this return (see instructions)	X	
3 a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
3 b	If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O		
4 a	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
4 b	If 'Yes,' enter the name of the foreign country ▶ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts		
5 a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5 b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5 c	If 'Yes,' to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6 a	Did the organization solicit any contributions that were not tax deductible?		X
6 b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7 a	Did the organization provide goods or services in exchange for any quid pro quo contribution of more than \$75?	X	
7 b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	X	
7 c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7 d	If 'Yes,' indicate the number of Forms 8282 filed during the year		
7 e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7 f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7 g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		X
7 h	For all contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		X
8	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Section 501(c)(3) and other sponsoring organizations maintaining donor advised funds.		
9 a	Did the organization make any taxable distributions under section 4966?		
9 b	Did the organization make any distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10 a	Initiation fees and capital contributions included on Part VIII, line 12		
10 b	Gross Receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter		
11 a	Gross income from other members or shareholders		
11 b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
12 a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12 b	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year		

BAA

Form 990 (2008)

Part VI Governance, Management and Disclosure (Sections A, B, and C request information about policies not required by the Internal Revenue Code.)

Section A. Governing Body and Management

For each 'Yes' response to lines 2-7b below, and for a 'No' response to lines 8 or 9b below, describe the circumstances, processes, or changes in Schedule O See instructions

	Yes	No
1 a Enter the number of voting members of the governing body		
1 b Enter the number of voting members that are independent		
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? SEE SCHEDULE O	X	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?		X
5 Did the organization become aware during the year of a material diversion of the organization's assets?		X
6 Does the organization have members or stockholders?		X
7 a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?		X
7 b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?		X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a The governing body?		X
b Each committee with authority to act on behalf of the governing body?		X
9 a Does the organization have local chapters, branches, or affiliates?		X
b If 'Yes,' does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?		
10 Was a copy of the Form 990 provided to the organization's governing body before it was filed? All organizations must describe in Schedule O the process, if any, the organization uses to review the Form 990 SEE SCHEDULE O		X
11 Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O		X

Section B. Policies

	Yes	No
12 a Does the organization have a written conflict of interest policy? If 'No,' go to line 13		X
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?		X
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done		X
13 Does the organization have a written whistleblower policy?		X
14 Does the organization have a written document retention and destruction policy?		X
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision		
a The organization's CEO, Executive Director, or top management official?	X	
b Other officers of key employees of the organization? SEE SCHEDULE O Describe the process in Schedule O (see instructions)	X	
16 a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
b If 'Yes,' has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosures

- 17** List the states with which a copy of this Form 990 is required to be filed ▶ NONE
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply
 Own website Another's website Upon request
- 19** Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization
 ▶ ANN HUME WILSON 1033 LA POSADA DR, SUITE 130 AUSTIN TX 78752 512-476-5775

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	1a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c				
	d Related organizations	1d				
	e Government grants (contributions)	1e 108,200.				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 507,702.				
	g Noncash contribns included in lns 1a-1f	\$				
h Total. Add lines 1a-1f		615,902.				
PROGRAM SERVICE REVENUE	2a <u>PERFORMANCES, CD, ETC.</u>	Business Code	505,672.	505,672.		
	b -----					
	c -----					
	d -----					
	e -----					
	f All other program service revenue					
	g Total. Add lines 2a-2f		505,672.			
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts)					
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6a Gross Rents	(i) Real				
		(ii) Personal				
		b Less rental expenses				
		c Rental income or (loss)				
	d Net rental income or (loss)					
	7a 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)					
	8a Gross income from fundraising events (not including \$ of contributions reported on line 1c) See Part IV, line 18	a 114,050.				
		b Less direct expenses	b 61,661.			
c Net income or (loss) from fundraising events			52,389.		52,389.	
9a Gross income from gaming activities See Part IV, line 19	a					
	b Less direct expenses	b				
	c Net income or (loss) from gaming activities					
10a 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				
11a -----						
	b -----					
	c -----					
	d All other revenue					
	e Total. Add lines 11a-11d					
12 Total Revenue. Add lines 1h, 2g, 3, 4, 5, 6d, 7d, 8c, 9c, 10c, and 11e		1,173,963.	505,672.	0.	52,389.	

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).

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U S See Part IV, line 21				
2 Grants and other assistance to individuals in the U S See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	0.	0.	0.	0.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1) and persons described in section 4958(c)(3)(B)	0.	0.	0.	0.
7 Other salaries and wages	389,851.	250,125.	126,983.	12,743.
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes	29,779.	19,023.	9,728.	1,028.
11 Fees for services (non-employees)				
a Management				
b Legal				
c Accounting	37,831.		37,831.	
d Lobbying				
e Prof fundraising svcs See Part IV, ln 17				
f Investment management fees				
g Other				
12 Advertising and promotion	88,170.	88,170.		
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy	48,688.	5,100.	43,588.	
17 Travel	64,894.	59,460.	5,378.	56.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	21,923.		21,923.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,073.		1,073.	
23 Insurance	32,157.	19,623.	11,749.	785.
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a PERFORMER FEES	233,647.	202,847.	2,675.	28,125.
b TOURS	111,128.	111,128.		
c VENUE & PERFORMANCE COSTS	83,013.	83,013.		
d MISCELLANEOUS	38,361.	13,394.	24,967.	
e AUDIO VIDEO & CD COSTS	34,813.	33,597.	1,216.	
f All other expenses	66,169.	43,434.	16,625.	6,110.
25 Total functional expenses. Add lines 1 through 24f	1,281,497.	928,914.	303,736.	48,847.
26 Joint Costs. Check here <input type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
ASSETS	1 Cash — non-interest-bearing	67,131.	1	41,959.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	73,355.	4	52,097.
	5 Receivables from current and former officers, directors, trustees, key employees, or other related parties Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) Complete Part II of Schedule L		6	-
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment cost basis	28,590.		
	b Less accumulated depreciation Complete Part VI of Schedule D	16,391.		
		10,692.	10c	12,199.
	11 Investments — publicly-traded securities		11	
	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	185,845.	15	102,608.	
16 Total assets Add lines 1 through 15 (must equal line 34)	337,023.	16	208,863.	
LIABILITIES	17 Accounts payable and accrued expenses	145,060.	17	157,214.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow 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	160,838.	22	148,835.
	23 Secured mortgages and notes payable to unrelated third parties	100,000.	23	100,000.
	24 Unsecured notes and loans payable		24	
	25 Other liabilities Complete Part X of Schedule D	79,330.	25	48,250.
	26 Total liabilities. Add lines 17 through 25	485,228.	26	454,299.
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	-148,205.	27	-245,436.
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, and equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances.	-148,205.	33	-245,436.
	34 Total liabilities and net assets/fund balances	337,023.	34	208,863.

Part XI Financial Statements and Reporting

- 1 Accounting method used to prepare the Form 990 Cash Accrual Other
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?
- b Were the organization's financial statements audited by an independent accountant?
- c If 'Yes' to 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?
- 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?
- b If 'Yes,' did the organization undergo the required audit or audits?

	Yes	No
2a		X
2b	X	
2c	X	
3a		X
3b		

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.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include 'unusual grants'.)	468,184.	474,453.	516,711.	784,132.	615,902.	2,859,382.
2 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf						0.
3 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.						0.
4 Total. Add lines 1-3	468,184.	474,453.	516,711.	784,132.	615,902.	2,859,382.
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)						908,101.
6 Public support. Subtract line 5 from line 4						1,951,281.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
7 Amounts from line 4	468,184.	474,453.	516,711.	784,132.	615,902.	2,859,382.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1.	4.	409.	32,387.	52,389.	85,190.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0.
10 Other income. Do not include gain or loss from the sale of capital assets. (Explain in Part IV.)						0.
11 Total support. Add lines 7 through 10						2,944,572.

12 Gross receipts from related activities, etc. (see instructions) 12 0.

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 ▶

Section C. Computation of Public Support Percentage

14 Public support percentage for 2008 (line 6, column (f) divided by line 11, column (f))	14	66.3%
15 Public support percentage for 2007 Schedule A, Part IV-A, line 26f	15	62.3%

16a 33-1/3 support test – 2008. If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ▶

b 33-1/3 support test – 2007. 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. ▶

17a 10%-facts-and-circumstances test – 2008. 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. ▶

b 10%-facts-and-circumstances test – 2007. 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. ▶

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 ▶

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)

Section A. Public Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(f) Total
1 Gifts, grants, contributions and membership fees received (Do not include 'unusual grants')						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in a 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 1-5						
7a Amounts included on lines 1, 2, 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of 1% of the total of lines 9, 10c, 11, and 12 for the year or \$5,000						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2004	(b) 2005	(c) 2006	(d) 2007	(e) 2008	(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 lns 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 2008 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2007 Schedule A, Part IV-A, line 27g	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2008 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2007 Schedule A, Part IV-A, line 27h	18	%

19a 33-1/3 support tests – 2008. 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 – 2007. If the organization did not check a box on line 14 or 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

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

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

Attach to Form 990. To be completed by organizations that answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11, or 12.

OMB No 1545-0047

2008

Open to Public Inspection

Name of the organization

CONSPIRARE, INC.

Employer identification number

74-2611315

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 may be used only for charitable purposes and not for the benefit of the donor or donor advisor or other 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 pleasure)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a-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 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	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable 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, violations, and enforcement of the conservation easement it holds? Yes No

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

7 Amount of expenses incurred in monitoring, inspecting, and enforcing 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 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.

1 a If the organization elected, as permitted under SFAS 116, 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, 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 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 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 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 Trust, Escrow and Custodial Arrangements Complete if 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	
1d	
1e	
1f	

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

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 organization answered 'Yes' to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Investment earnings or losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

- a Board designated or quasi-endowment ▶ _____ %
- b Permanent endowment ▶ _____ %
- c Term endowment ▶ _____ %

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

- (i) unrelated organizations
- (ii) related organizations

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

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

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

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

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Depreciation	(d) Book Value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment				
e Other		28,590.	16,391.	12,199.
Total. Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c))				12,199.

BAA

Part VII Investments—Other Securities See Form 990, Part X, line 12. N/A

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives and other financial products		
Closely-held equity interests		
Other		

Total (Column (b) should equal Form 990 Part X, col (B) line 12) ▶		

Part VIII Investments—Program Related (See Form 990, Part X, line 13) N/A

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total Column (b) should 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
CD SUPPLIES	38,219.
OTHER ASSETS	2,015.
PREPAID EXPENSES	62,374.
Total. Column (b) Total (should equal Form 990, Part X, col (B), line 15) ▶	102,608.

Part X Other Liabilities (See Form 990, Part X, line 25)

(a) Description of Liability	(b) Amount
Federal Income Taxes	
DEFERRED REVENUE	48,250.
Total. Column (b) Total (should equal Form 990, Part X, col. (B) line 25) ▶	48,250.

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

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)		1,173,963.
2	Total expenses (Form 990, Part IX, column (A), line 25)		1,281,497.
3	Excess or (deficit) for the year Subtract line 2 from line 1		-107,534.
4	Net unrealized gains (losses) on investments		
5	Donated services and use of facilities		
6	Investment expenses		
7	Prior period adjustments		
8	Other (Describe in Part XIV)		
9	Total adjustments (net). Add lines 4-8		
10	Excess or (deficit) for the year per financial statements Combine lines 3 and 9		-107,534.

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	1,272,094.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
	a Net unrealized gains on investments	2a		
	b Donated services and use of facilities	2b	36,470.	
	c Recoveries of prior year grants	2c		
	d Other (Describe in Part XIV) SEE PART XIV	2d	61,661.	
	e Add lines 2a through 2d		2e	98,131.
3	Subtract line 2e from line 1		3	1,173,963.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
	a Investments 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	
5	Total revenue Add lines 3 and 4c. (This should equal Form 990, Part I, line 12)		5	1,173,963.

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

1	Total expenses and losses per audited financial statements		1	1,369,325.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
	a Donated services and use of facilities	2a	26,167.	
	b Prior year adjustments	2b		
	c Losses reported on Form 990, Part IX, line 25	2c		
	d Other (Describe in Part XIV) SEE PART XIV	2d	61,661.	
	e Add lines 2a through 2d		2e	87,828.
3	Subtract line 2e from line 1		3	1,281,497.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
	a Investments 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	
5	Total expenses Add lines 3 and 4c (This should equal Form 990, Part I, line 18)		5	1,281,497.

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, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b

Part XIV Supplemental Information *(continued)*

Area with horizontal dashed lines for supplemental information.

2008

SCHEDULE D, PART XIV - SUPPLEMENTAL INFORMATION PAGE 6

CONSPIRARE, INC.

74-2611315

SCHEDULE D, PART XII, LINE 2D
OTHER REVENUE INCLUDED IN F/S BUT NOT INCLUDED ON FORM 990

SPECIAL EVENT EXPENSES

TOTAL \$ 61,661.
\$ 61,661.

SCHEDULE D, PART XIII, LINE 2D
OTHER EXPENSES AND LOSSES PER AUDITED F/S

SPECIAL EVENT EXPENSES

TOTAL \$ 61,661.
\$ 61,661.

Part II Fundraising Events. Complete if the organization answered 'Yes' to Form 990, Part IV, line 18, or reported more than \$15,000 on Form 990-EZ, line 6a. List events with gross receipts greater than \$5,000.

REVENUE		(a) Event #1	(b) Event #2	(c) Other Events	(d) Total Events
		SPRING EVENT (event type)	DEC. GALA (event type)	(total number)	(Add col. (a) through col. (c))
1	Gross receipts	67,925.	46,125.		114,050.
	2 Less Charitable contributions				
	3 Gross revenue (line 1 minus line 2)	67,925.	46,125.		114,050.
	DIRECT EXPENSES				
4	Cash prizes				
5	Non-cash prizes				
6	Rent/facility costs				
7	Other direct expenses	24,495.	37,166.		61,661.
8	Direct expense summary Add lines 4- through 7 in column (d)				61,661.
9	Net income summary Combine lines 3 and 8 in column (d)				52,389.

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.

REVENUE		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming
		(Add col. (a) through col. (c))	(Add col. (a) through col. (c))	(Add col. (a) through col. (c))	(Add col. (a) through col. (c))
1	Gross revenue				
2	Cash prizes				
	3 Non-cash 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 lines 1 and 7 in column (d)				

	YES	NO
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? b If 'No,' Explain _____	9a	
10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? b If 'Yes,' Explain: _____	10a	
11 Does the organization operate gaming activities with nonmembers?	11	
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?	12	

13 Indicate the percentage of gaming activity operated in

a The organization's facility

13a %

b An outside facility

13b %

14 Provide 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 contact with a third party from whom the organization receives gaming revenue?

15a

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

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?

17a

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

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions with Interested Persons

▶ Attach to Form 990 or Form 990-EZ.
▶ To be completed by organizations that answered
'Yes' on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, line 38a or 40b.

OMB No 1545-0047

2008

**Open to Public
Inspection**

Name of the organization: **CONSPIRARE, INC.** Employer identification number: **74-2611315**

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).
To be completed by organizations that answered 'Yes' on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

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

2 Enter the amount of tax imposed on the organization managers or disqualified persons during the year under section 4958 ▶ \$ _____

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization ▶ \$ _____

Part II Loans to and/or From Interested Persons.
To be completed by organizations that answered 'Yes' on Form 990, Part IV, line 26 or Form 990-EZ, Part V, line 38a.

(a) Name of interested person and purpose	(b) Loan to or from the organization?		(c) Original principal amount	(d) Balance due	(e) In default?		(f) Approved by board or committee?		(g) Written agreement?	
	To	From			Yes	No	Yes	No	Yes	No
	FRAN & LARRY COLLMAN - OPERATING CAPITAL				X	136,838.	93,334.		X	
FRAN & LARRY COLLMAN - TOUR		X	54,000.	55,501.		X		X	X	
Total				▶ \$ 148,835.						

Part III Grants or Assistance Benefitting Interested Persons.
To be completed by organizations that answered 'Yes' on Form 990, Part IV, line 27.

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

Part IV Business Transactions Involving Interested Persons.
To be completed by organizations that answered 'Yes' on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction \$	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule L (Form 990 or 990-EZ) 2008

**SCHEDULE O
(Form 990)**

Supplemental Information to Form 990

OMB No 1545-0047

2008

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

▶ Attach to Form 990. To be completed by organizations to provide additional information for responses to specific questions for the Form 990 or to provide any additional information.

Name of the organization

CONSPIRARE, INC.

Employer identification number

74-2611315

FORM 990, PART VI, LINE 2 - BUSINESS OR FAMILY RELATIONSHIP OF OFFICERS, DIRECT

BOARD MEMBERS, LARRY COLLMAN AND FRAN COLLMAN ARE MARRIED

FORM 990, PART VI, LINE 10 - FORM 990 REVIEW PROCESS

FINANCE COMMITTEE WILL REVIEW PRIOR TO 990 FILING. EXECUTIVE DIRECTOR WILL REVIEW AFTER 990 FILING.

FORM 990, PART VI, LINE 15B - COMPENSATION REVIEW & APPROVAL PROCESS FOR OFFICERS & KEY EMPLOYEES

MEMBERS OF THE SEARCH COMMITTEE AND EXECUTIVE COMMITTEE CONDUCTED RESEARCH ON EXECUTIVE SALARIES USING CHORUS AMERICA SURVEYS, FORMS 990 OF COMPARABLE ORGANIZATIONS AND PHONE INTERVIEWS WITH BOARDS AND EXECUTIVES OF COMPARABLE NATIONAL AND LOCAL CHORAL AND ARTS ORGANIZATIONS.

CONSPIRARE, INC.

Form 990 - Return of Organization Exempt from Income Tax
Page 7, Part VII - List of Board Members and Officers

74-2611315

Board Member	Office Held
Fran Collmann	Chair
Robert Karli	Secretary
Robert Harlan	
Jack Brannon	
Patrick DeLaune	
Jeri DeAngelis	
David Clark	
Larry Collmann	
Tom Driscoll	
Cynthia Keever	
Ann Fields	
Carolyn Harris-Hynson	
Katie Curran-Lavendoski	
Hope Morgan	
E Stuart Phillips	
Bea Ann Smith	
Mary Stephenson	
Bernadette Tasher	Treasurer

WELCOME

DEAR FRIENDS

Welcome to Conspirare's 2008-2009 singing season! I want you to join us for our concerts and to be a part of this year of dynamic choral art. Together, we will experience music from a broad spectrum, all of which is written for the one original instrument we all share – the human voice. As an engaged and empowered audience member, you complete the circle of our art with your listening

Make your own discoveries and rediscoveries as we explore two of the most cherished masterpieces in the choral repertoire, Rachmaninoff's *Vespers* and Handel's *Messiah* — we will perform the latter work with a superb period instrument orchestra. Immerse

yourself in the profound beauty of the music of Eric Whitacre, one of America's most popular contemporary composers, as we perform the world premiere of his first-ever major work for chorus and orchestra, commissioned specifically to celebrate Conspirare in Austin's wonderful new Long Center for the Performing Arts. Broaden your palette and refresh your spirit with *two* special series of performances in Conspirare's unique, collage-style programs that will run the musical gamut from Gregorian chant to the songs of Annie Lennox and Sting. Enjoy an exciting collaboration when we join Peter Bay and our friends at the Austin Symphony Orchestra for Mahler's moving Second Symphony (*Resurrection*). Be endlessly inspired by the beautiful, true voices of the members of our Conspirare Youth Choirs. And, to bring it all home, programmatically, a one-time, special concert of American songs and spirituals.

At Conspirare, we are interested in sharing the fullest possible experience that music has to offer. Our hope is to continue this exploration in music in a way that continues, in ever deepening ways, to bring us back to a place where we feel fully alive with one another.

Thanks for making Conspirare a part of your lives. I look forward to seeing you at the concerts!



Craig Hella Johnson



BRET BROOKSHIRE



ANDREW YATES

Threshold of Night, will be released worldwide on September 9, 2008 on the Harmonia Mundi label. This is Conspirare's first title for the distinguished recording company, which this year is celebrating its 50th anniversary.



ROB BUCK

Conspirare has performed at New York's Carnegie Hall and Lincoln Center, and continues to receive rave reviews and national acclaim. In 2005, the organization received the "Margaret Hillis Award for Choral Excellence," presented by Chorus America. As one of the select choruses in the country to receive a grant from the National Endowment for the Arts for its American Masterpieces initiative, Conspirare presented "Crossing the Divide. Exploring Influence and Finding Our Voice." The four-day festival in January 2007 featured a distinguished gathering of composers and conductors, performances of three world premieres, and a gala closing concert with a choir of 600 singers.

in Austin, create a unique for Craig n education/ om around central Texas

This past July, Conspirare represented the United States at the Eighth World Symposium on Choral Music in Copenhagen, joining invited choirs from nearly 40 countries. In October, in cooperation with KLRU, Conspirare will film a television special for PBS, which will be broadcast nationally in March 2009.



JEFF MARROW

Conspirare's 2008-2009 season will consist of 21 performances of seven different programs, in Austin, Dallas, Fredericksburg, San Antonio and Victoria. In March 2009, Conspirare will be a special



RICHARD EWER

Conspirare in Copenhagen, July 24, 2008

guest choir at the national convention of the American Choral Directors Association in Oklahoma City, and will lead a concert on the site of the Oklahoma City National Memorial and Museum, marking its 10th anniversary.

n 2004. A nominations cording,

Conspirare

Craig Hella Johnson & Company of Voices

(512) 476-5775 TICKETS+INFORMATION CONSPIRARE.ORG

CHRISTMAS AT THE CARILLON

One of Austin's most anticipated yearly holiday traditions will be even more special this year with Eliza Gilkyson's debut appearance with Conspirare as Special Guest Artist and a performance at the Long Center for the Performing Arts, with a greater range of ticket prices than ever before for this popular series

What remains the same is that *Christmas at the Carillon* is a concert experience like none other: in equal parts, sacred and secular holiday music, art and popular music, concert hall performance and community sing. This is a concert you will remember long after the last notes have been sung

Eliza Gilkyson, who makes her home in Austin, is one of the most respected singer-songwriters in folk and Americana circles. The Grammy-nominated artist has appeared on National Public Radio, Austin City Limits and Air America Radio, and has toured with Richard Thompson, Patty Griffin and Mary Chapin Carpenter. In February of 2003, she was inducted into the Austin Music Hall of Fame. Her first studio album in three years, *Beautiful World*, an evocative collection of songs that explores an optimism and love for the world, was released last May to rave reviews

Monday, November 24, 6:00pm

Chez Zee, AUSTIN

Choral Conversation: Craig Hella Johnson
previews Christmas at the Carillon 2008

PERFORMANCES

Saturday, December 6, 7:30pm

Our Lady of Victory Cathedral, VICTORIA

Sunday, December 7, 2:30pm & 8:00pm

The Carillon, AUSTIN

Monday, December 8, 8:00pm

Long Center, AUSTIN

The annual Carillon Gala, a benefit for Conspirare, is scheduled in tandem with this performance. In addition to prime seating for the concert, there will be a pre-performance dinner and a post-concert champagne-dessert reception in the Kodasky Donor Lounge. Please call 476-5775 for complete information and/or to make reservations, which are limited.

Tuesday, December 9, 8:00pm

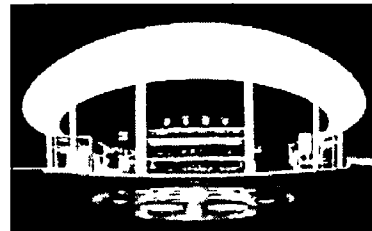
The Carillon, AUSTIN

Wednesday, December 10, 8:00pm

The Carillon, AUSTIN



Eliza Gilkyson



The Long Center for the Performing Arts

STU PHILLIPS



Throughout, as will
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September 2007

STU PHILLIPS



MARY BRUTON

TONY SPIELBERG

CONCERT SERIES 4

MESSIAH

GEORG FRIDERIC HANDEL



Cathedral, Moscow

Choral Directors

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Choral

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A *Messiah* in March? Although most often performed during the December holiday season, Handel's great masterpiece – the 14th of his 29 oratorios – was not originally intended as a Christmas tradition. Its first performance, in fact, was in a legitimate theater, in Dublin, April 1742.

All sizes of choral and orchestral forces – from chamber to gargantuan – have performed this most famous of all famous musical works. Craig Hella Johnson leads this *Messiah* with a chorus of 26 sublime voices, an orchestra of 24 virtuosic players on period instruments and soloists stepping forward from the choir to sing Handel's immortal melodies



Georg Frideric Handel

Wednesday, March 18, 6:00pm

Chez Zee, AUSTIN

Choral Conversation: Craig Hella Johnson previews Handel's "Messiah"

PERFORMANCES

Friday, March 27, 7:30pm

Our Saviour's Lutheran Church, VICTORIA

Choral Conversation: 6:30pm

Saturday, March 28, 7:30pm

St Martin's Lutheran Church, AUSTIN

Choral Conversation: 6:30pm

Sunday, March 29, 2:30pm

St Martin's Lutheran Church, AUSTIN

Choral Conversation: 1:30pm

AVAILABLE ON TRIO SERIES (SEE PAGE 12)

"I cannot recall a more transcendent large-scale performing arts event than Conspirare's staging of Verdi's Requiem."

Austin American-Statesman, June 2008

"The performance was fearless and exciting . . . the audience sighed in delight before applauding."

The Austin Chronicle, February 2008

CONSPIRARE YOUTH CHOIRS

RE



SIMON PERRY



TON MORRIS



KOREY HOWELL

With its newly-expanded Youth Choirs program, Conspirare continues to pursue the mission of bringing world-class musical opportunities to the youth of the greater Austin area. The fourth season of this premier educational program is highlighted by the debut of two new ensembles: Kantorei and the Conspirare Children's Choir.

Nina Revering, Director,
Conspirare Youth Choirs

UNTRAVELED WORLDS

The hugely popular winter concert will be a celebration of the diverse musical cultures of the families of the singers. The program's title comes from Paul Halley's powerful work *Untraveled Worlds*, set to a text from *Ulysses* by Alfred Lord Tennyson. Framing this fascinating composition will be songs from Germany, France and England.

PERFORMANCES

Friday, November 21, 7:00pm
St. Martin's Lutheran Church, AUSTIN

Saturday, November 22, 7:00pm
St. Martin's Lutheran Church, AUSTIN

"They have skills other children's choirs don't know to wish for."

Austin American-Statesman, March 2006

REFLECTIONS

Welcome springtime with the enchanting sounds of these talented young singers. Continuing the theme of celebrating our young artists, the program further showcases our singers' nationalities and personal histories, as reflected in Franz Schubert's exquisite *Heidenroslein*, *Nigra Sum* by Pablo Casals, Astor Piazzolla's exciting *Libertango*, music from Brazil, Canada and Serbia and Z. Randall Strope's brilliantly set *Homeland*.

PERFORMANCE

Saturday, May 9, 7:00pm
St. Matthew's Episcopal Church, AUSTIN

(512) 476-5775 TICKETS+INFORMATION CONSPIRARE.ORG

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MARC ROYCE

Hila Plitmann

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press, June 2008

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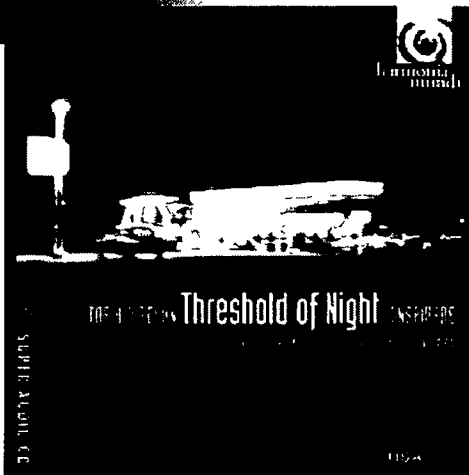
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CONSPIRARE'S NEW CD!

"Threshold of Night," music for voices and strings by award-winning, 30 year-old, British composer Tarik O'Regan and Conspirare's debut recording on the prestigious Harmonia Mundi label, is scheduled for international release on September 9, 2008. The recording, now available for purchase through the Conspirare office and also on iTunes, is already receiving high praise from advance playings on radio stations throughout the country, such as John Schaefer's "New Sounds" program on WNYC in New York City. In the Sunday, August 3, 2008 edition of *The Buffalo News*, Jeff Simon wrote, "This music . . . is of unearthly beauty."



CD image Ed Ruscha photograph from his *Twenty-Six Gasoline Stations*, 1967

You may order the CD, along with your concert tickets, on the enclosed ticket order form

" . . . a stunning achievement, one that showcased once again the ensemble's mastery of the most challenging choral music and Johnson's remarkable skills as a conductor and interpreter of great choral works."

The Austin Chronicle, June 2008

2008-09 CONCERT LOCATIONS

St Martin's Lutheran Church, 606 W 15th Street	AUSTIN
NW Hills United Methodist Church 7050 Village Center Drive	AUSTIN
Chez Zee American Bistro, 5406 Balcones Drive	AUSTIN
The Carillon, 2630 Exposition Blvd	AUSTIN
Long Center for the Performing Arts, 701 W Riverside Drive	AUSTIN
The Crossings, 13500 FM 2769	AUSTIN
St Matthew's Episcopal Church, 8134 Mesa Drive	AUSTIN
Our Lady of Victory Cathedral, 1309 E Mesquite Lane	VICTORIA
Our Saviour's Lutheran Church, 4102 N Ben Jordan	VICTORIA
St Mary's Catholic Church, 306 W San Antonio Street	FREDERICKSBURG
Laurel Heights Methodist Church, 227 W Woodlawn Avenue	SAN ANTONIO
Perkins Chapel, 6001 Bishop Blvd	DALLAS

ACKNOWLEDGEMENTS



PUBLIC FUNDING AGENCIES

Conspirare is generously supported by the National Endowment for the Arts, which believes that a great nation deserves great art, the Texas Commission on the Arts; and the City of Austin Cultural Arts Division.



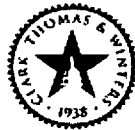
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