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

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

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

OMB No 1545-0047

2009Open to Public
Inspection

A For the 2009 calendar year, or tax year beginning and ending																			
B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:15%; vertical-align: top;"> Please use IRS label or print or type: See Specific Instructions </td> <td style="width:65%;"> C Name of organization GRAMMY MUSEUM FOUNDATION, INC. Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 800 W. OLYMPIC BLVD. A245 City or town, state or country, and ZIP + 4 LOS ANGELES, CA 90015-0000 </td> <td style="width:20%;"> D Employer identification number 26-1447714 </td> </tr> <tr> <td colspan="2"> E Telephone number (213) 765-6800 </td> <td> G Gross receipts \$ 6,046,851. </td> </tr> <tr> <td colspan="2"> F Name and address of principal officer: ROBERT SANTELLI SAME AS C ABOVE </td> <td> H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶ N/A </td> </tr> <tr> <td colspan="3"> I Tax-exempt status: <input checked="" type="checkbox"/> 501(c) (3) (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527 </td> </tr> <tr> <td colspan="3"> J Website: ▶ WWW.GRAMMYMUSEUM.ORG </td> </tr> <tr> <td colspan="2"> K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶ </td> <td> L Year of formation: 2007 M State of legal domicile: CA </td> </tr> </table>	Please use IRS label or print or type: See Specific Instructions	C Name of organization GRAMMY MUSEUM FOUNDATION, INC. Doing Business As Number and street (or P.O. box if mail is not delivered to street address) Room/suite 800 W. OLYMPIC BLVD. A245 City or town, state or country, and ZIP + 4 LOS ANGELES, CA 90015-0000	D Employer identification number 26-1447714	E Telephone number (213) 765-6800		G Gross receipts \$ 6,046,851.	F Name and address of principal officer: ROBERT SANTELLI SAME AS C ABOVE		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions) H(c) Group exemption number ▶ N/A	I Tax-exempt status: <input checked="" type="checkbox"/> 501(c) (3) (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			J Website: ▶ WWW.GRAMMYMUSEUM.ORG			K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶		L Year of formation: 2007 M State of legal domicile: CA
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Part I Summary			
	1 Briefly describe the organization's mission or most significant activities: THE GRAMMY MUSEUM CELEBRATES THE LEGACY OF MUSIC, THE RECORDING PROCESS, AND THE GRAMMY AWARDS.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
Activities & Governance	3 Number of voting members of the governing body (Part VI, line 1a)	3	13
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	5
	5 Total number of employees (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	12
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	50,000.
	b Net unrelated business taxable income from Form 990-T, line 34	7b	0.
	Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year
9 Program service revenue (Part VIII, line 2g)		19,401,870.	4,983,261.
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)		140,186.	812,758.
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		51,715.	9,811.
12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)		179,327.	166,975.
		19,773,098.	5,972,805.
Expenses	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)		
	16a Professional fundraising fees (Part IX, column (A), line 11e)		
	b Total fundraising expenses (Part IX, column (D), line 25) ▶		
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	5,174,778.	8,380,357.
	18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	5,174,778.	8,380,357.
	19 Revenue less expenses. Subtract line 18 from line 12	14,598,320.	-2,407,552.
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	31,351,706.	24,023,014.
	22 Net assets or fund balances. Subtract line 21 from line 20	16,753,386.	11,832,246.
		14,598,320.	12,190,768.

Part II Signature Block			
Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.			
Sign Here	Signature of officer ROBERT SANTELLI, EXECUTIVE DIRECTOR Type or print name and title	Date 11/12/10	
Paid Preparer's Use Only	Preparer's signature Firm's name (or yours if self-employed), address, and ZIP + 4 DELOITTE TAX LLP 350 SOUTH GRAND AVE. LOS ANGELES, CA 90071-3462	Date 11/11/10	Check if self-employed <input type="checkbox"/> Preparer's identifying number (see instructions) EIN ▶ 86-1065772 Phone no. ▶ (213) 688-0800

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

932001 02-04-10

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

Form **990** (2009)

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Part III Statement of Program Service Accomplishments

1 Briefly describe the organization's mission:

THE GRAMMY MUSEUM EXPLORES AND CELEBRATES THE ENDURING LEGACIES OF ALL FORMS OF MUSIC, THE CREATIVE PROCESS, THE ART AND TECHNOLOGY OF THE RECORDING PROCESS, AND THE HISTORY OF THE GRAMMY AWARDS, THE PREMIER RECOGNITION OF RECORDED MUSIC ACCOMPLISHMENT.

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 \$ 5,862,698. including grants of \$) (Revenue \$ 492,238.)

GENERAL ADMISSIONS: MAINTAINING AND OPERATING THE GRAMMY MUSEUM TO PROVIDE A ONE-OF-A-KIND EXPERIENCE FOR THE PUBLIC THAT PROMOTES THE CREATIVE PROCESS, THE HISTORY OF MUSIC AND THE GRAMMY AWARDS, AS WELL AS CULTURAL UNDERSTANDING.

4b (Code:) (Expenses \$ 177,084. including grants of \$) (Revenue \$ 47,179.)

EDUCATION: THE GOAL OF THE GRAMMY MUSEUM'S EDUCATION PROGRAM IS TO EDUCATE AND INSPIRE, THROUGH EXPOSURE TO ALL MUSIC AND THE CREATIVE PROCESS, ALL VISITORS BUT MOST SPECIFICALLY SCHOOL GROUPS AND FAMILIES. THE PROGRAMS INCLUDE TEACHER WORKSHOPS, MUSEUM TOURS, SEMINARS, SYMPOSIA, MASTER MUSIC CLASSES, MENTORING PROGRAMS, MUSIC FORUMS, SCHOOL OUTREACH AND MUSICAL DEMONSTRATIONS, "MEET AND GREET" WITH ARTISTS, AND SATURDAY MORNING MUSIC LESSONS.

4c (Code:) (Expenses \$ 188,577. including grants of \$) (Revenue \$ 124,001.)

PUBLIC PROGRAM: THE GRAMMY MUSEUM HOSTS A WIDE RANGE OF PUBLIC PROGRAMS IN THE MUSEUM'S SOUND STAGE THEATRE AND THROUGHOUT THE LA LIVE CAMPUS, WHERE THE GRAMMY MUSEUM IS LOCATED. PROGRAMS INCLUDE ARTISTS INTERVIEWS, LIVE PERFORMANCES, FILM SERIES, LECTURES, ARTIST-IN-RESIDENCE PROGRAMS, CONTINUING EDUCATION CLASSES, TOWN HALL MEETINGS, SPECIAL CONCERT SERIES, RECORD LABEL SHOWCASES, AND CURATORIAL-RELATED PROGRAMS. ALL PROGRAMS ARE RECORDED FOR ARCHIVAL PURPOSES TO SHARE WITH THE PUBLIC.

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

(Expenses \$ 50,400. including grants of \$) (Revenue \$ 266,315.)

4e Total program service expenses \$ 6,278,759.

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>	N/A	
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <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, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 Is the organization's answer to any of the following questions "Yes"? <i>If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable</i>	X	
• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>		
• Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII.</i>		
• Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII.</i>		
• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX.</i>		
• Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X.</i>		
• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? <i>If "Yes," complete Schedule D, Part X</i>		
12 Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI, XII, and XIII</i>	X	
12A Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional</i>	Yes	No
		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 United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? <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 a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20 Did the organization operate one or more hospitals? <i>If "Yes," complete Schedule H</i>		X

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Part IV Checklist of Required Schedules (continued)

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

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Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable	0	
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	0	
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	0	
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	N/A	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	X	
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	X	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country: <u>See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.</u>		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	N/A	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	X	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year	N/A	
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	N/A	
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	N/A	
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	N/A	
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?	N/A	
b	Did the organization make a distribution to a donor, donor advisor, or related person?	N/A	
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	N/A	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	N/A	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	N/A	
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	N/A	

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

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body	13	
b Enter the number of voting members that are independent	5	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	X	
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	X	
4 Did the organization make any significant changes to its 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	
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	X	
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	X	
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	X	
b Each committee with authority to act on behalf of the governing body?	X	
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

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

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

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► CA

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: ► MAS MATSUMOTO - 213-742-7169
800 W. OLYMPIC BLVD., SUITE 305, LOS ANGELES, CA 90015-0000

Form 990 (2009)

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

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

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

• List all of the organization's **current** key employees. See instructions for definition of "key employee."

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

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

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

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

☐ Check this box if the organization did not compensate any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
TIM LEIWEKE VICE CHAIR	0.20	X		X				0.	0.	0.
TED TANNER BOARD MEMBER	0.20	X						0.	0.	0.
KEN EHRLICH BOARD MEMBER	0.20	X						0.	0.	0.
TED FIKRE ASSISTANT SECRETARY	0.20	X		X				0.	0.	0.
JOHN BRANCA BOARD MEMBER	0.20	X						0.	0.	0.
NEIL PORTNOW CHAIR	0.20	X		X				0.	924,662.	56,320.
DAVID GROSSMAN BOARD MEMBER	0.20	X						0.	379,465.	50,376.
JIMMY JAM BOARD MEMBER	0.20	X						0.	0.	0.
TERRY LICKONA BOARD MEMBER	0.20	X						0.	0.	0.
PHIL RAMONE BOARD MEMBER	0.20	X						0.	0.	0.
WAYNE ZAHNER (6/09-12/09) BOARD MEMBER	0.20	X						0.	234,558.	21,008.
DAN BECKERMAN* BOARD MEMBER	0.20	X		X				0.	0.	0.
JOEL KATZ BOARD MEMBER	0.20	X						0.	0.	0.
MAS MATSUMOTO CFO	2.00			X				0.	0.	0.
ROBERT SANTELLI EXECUTIVE DIRECTOR	40.00			X				323,012.	0.	10,206.
CHUCK ORTNER SECRETARY	0.20			X				0.	0.	0.

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

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
1b Total								323,012.	1,538,685.	137,910.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **1**

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

	Yes	No
3		X
4	X	
5	X	

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
AEG MUSEUM, LLC, 1100 SOUTH FLOWER ST STE 3200, LOS ANGELES, CA 90015-0000	MANAGEMENT FEE	433,496.
DESIGN AND PRODUCTION INC. 7110 RAINWATER PLACE, LORTON, VA 22079-0000	CONSTRUCTION SERVICES	379,383.
GTOO MEDIA, 8665 GEORGIA AVE, SILVER SPRING, MD 20910-0000	EXHIBIT DESIGN	202,316.
IPR SERVICES, 1545 MEADOW GLEN WAY, HACIENDA HEIGHTS, CA 91745-0000	AUDIO VISUAL CONSULTANTS	172,279.
GETTY IMAGES, 6300 WILSHIRE BLVD STE 1600, LOS ANGELES, CA 90048-0000	PHOTOGRAPHY	161,871.

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

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1 a Federated campaigns	1a					
	b Membership dues	1b	118,891.				
	c Fundraising events	1c					
	d Related organizations	1d	63,649.				
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f	480,072.				
	g Noncash contributions included in lines 1a-1f \$		82,191.				
	h Total. Add lines 1a-1f		498,326.				
Program Service Revenue	2 a GENERAL ADMISSIONS TO	Business Code	900099	492,238.	492,238.		
	b FACILITY RENTAL		900099	149,340.	149,340.		
	c PUBLIC PROGRAM		900099	124,001.	124,001.		
	d EDUCATION		900099	47,179.	47,179.		
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f		812,758.				
	3 Investment income (including dividends, interest, and other similar amounts)			9,811.			9,811.
4 Income from investment of tax-exempt bond proceeds							
5 Royalties							
Other Revenue	6 a Gross Rents	(i) Real	(ii) Personal				
	b Less: rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
	b Less: cost or other basis and sales expenses						
	c Gain or (loss)						
	d Net gain or (loss)						
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18						
	b Less: direct expenses						
	c Net income or (loss) from fundraising events						
	9 a Gross income from gaming activities. See Part IV, line 19						
	b Less: direct expenses						
	c Net income or (loss) from gaming activities						
	10 a Gross sales of inventory, less returns and allowances			191,021.			
	b Less: cost of goods sold			74,046.			
	c Net income or (loss) from sales of inventory			116,975.	116,975.		
	Miscellaneous Revenue			Business Code			
	11 a CURATING SERVICES FOR		900099	50,000.		50,000.	
	b						
c							
d All other revenue							
e Total. Add lines 11a-11d			50,000.				
12 Total revenue. See instructions.			597,280.	929,733.	50,000.	9,811.	

Part IX Statement of Functional Expenses

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

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21				
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				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages				
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management	433,496.	326,997.	106,499.	
b Legal	11,833.	11,833.		
c Accounting	50,000.		50,000.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other				
12 Advertising and promotion	495,884.	495,884.		
13 Office expenses	137,260.	102,945.	34,315.	
14 Information technology	24,662.	18,497.	6,165.	
15 Royalties				
16 Occupancy	2,047,497.	1,535,623.	511,874.	
17 Travel	137,575.	103,181.	34,394.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	221,009.		221,009.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	2,107,372.	1,580,529.	526,843.	
23 Insurance	188,052.	141,039.	47,013.	
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 LEASED WORKFORCE	2,159,061.	1,619,296.	539,765.	
b SPONSORSHIP FULFILLMENT	259,642.	235,921.	23,721.	
c EVENT OPERATING	100,968.	100,968.		
d MISCELLANEOUS	6,046.	6,046.		
e				
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	8,380,357.	6,278,759.	2,101,598.	0.
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	2,763,819.	1	2,557,540.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net	2,558,204.	3	1,716,505.
	4 Accounts receivable, net	4,774,720.	4	341,582.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) 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	81,777.	8	43,667.
	9 Prepaid expenses and deferred charges	38,226.	9	29,475.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 18,727,282.		
	b Less: accumulated depreciation	10b 2,274,157.	10c 18,291,512.	16,453,125.
	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	2,843,448.	15	2,881,120.
16 Total assets. Add lines 1 through 15 (must equal line 34)	31,351,706.	16	24,023,014.	
Liabilities	17 Accounts payable and accrued expenses	5,487,820.	17	649,255.
	18 Grants payable		18	
	19 Deferred revenue	733,346.	19	269,511.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D	10,532,220.	25	10,913,480.
	26 Total liabilities. Add lines 17 through 25	16,753,386.	26	11,832,246.
	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		12,040,116.	27	10,515,254.
28 Temporarily restricted net assets		2,558,204.	28	1,675,514.
29 Permanently restricted net assets			29	
Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
30 Capital stock or trust principal, or current funds			30	
31 Paid-in or capital surplus, or land, building, or equipment fund			31	
32 Retained earnings, endowment, accumulated income, or other funds			32	
33 Total net assets or fund balances		14,598,320.	33	12,190,768.
34 Total liabilities and net assets/fund balances	31,351,706.	34	24,023,014.	

Form 990 (2009)

Part XI Financial Statements and Reporting

- 1** Accounting method used to prepare the Form 990: ☐ Cash ☒ Accrual ☐ Other _____
 If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.

2a Were the organization's financial statements compiled or reviewed by an independent accountant?

b Were the organization's financial statements audited by an independent accountant?

c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?

If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.

d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both:

☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis

3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?

b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.

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

Form 990 (2009)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2009

**Open to Public
Inspection**

Name of the organization

GRAMMY MUSEUM FOUNDATION, INC.

Employer identification number

26-1447714

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

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

- 1 ☐ A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 ☐ A school described in section 170(b)(1)(A)(ii). (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 ☐ A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 8 ☐ A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See section 509(a)(2). (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See section 509(a)(4).
- 11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h.
- a ☒ Type I b ☐ Type II c ☐ Type III - Functionally integrated d ☐ Type III - Other
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f ☐ If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☒
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?
- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s).

	Yes	No
11g(i)		X
11g(ii)		X
11g(iii)		X

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in col. (i) listed in your governing document?		(v) Did you notify the organization in col. (i) of your support?		(vi) Is the organization in col. (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
NATIONAL ASSOCIATION OF RECORDING ARTS & SCIENCES	95-6052058	501(C)(6)				X			
									0.
Total									

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

Schedule A (Form 990 or 990-EZ) 2009

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) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ► <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 33 1/3% support test - 2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization ► <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions ► <input type="checkbox"/>		

Schedule A (Form 990 or 990-EZ) 2009

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 year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support (Add lines 9, 10c, 11, and 12)						

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here ☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2009. 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 - 2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ☐

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

Schedule A (Form 990 or 990-EZ) 2009

Schedule D
(Form 990)Department of the Treasury
Internal Revenue Service**Supplemental Financial Statements**

▶ Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11, or 12.
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009Open to Public
Inspection

Name of the organization

GRAMMY MUSEUM FOUNDATION, INC.

Employer identification number

26-1447714

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

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

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

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

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

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06	2d

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

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

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

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

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

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

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

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

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

1a If the organization elected, as permitted under SFAS 116, 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, 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 ▶ \$ 2,881,120.

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

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

- d ☐ Loan or exchange programs
 e ☐ Other _____

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes ☒ No

Part IV Escrow and Custodial Arrangements. Complete if 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:

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

	Amount
1c	
1d	
1e	
1f	

2a Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes ☐ No

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

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

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

2 Provide the estimated percentage of the 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) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		11,092,935.	674,009.	10,418,926.
d Equipment		7,634,347.	1,600,148.	6,034,199.
e Other				

Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).) ►

16,453,125.

Schedule D (Form 990) 2009

2009.05000 GRAMMY MUSEUM FOUNDATION, I 26144771

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

1	Total revenue (Form 990, Part VIII, column (A), line 12)	1	5,972,805.
2	Total expenses (Form 990, Part IX, column (A), line 25)	2	8,380,357.
3	Excess or (deficit) for the year. Subtract line 2 from line 1	3	-2,407,552.
4	Net unrealized gains (losses) on investments	4	
5	Donated services and use of facilities	5	
6	Investment expenses	6	
7	Prior period adjustments	7	
8	Other (Describe in Part XIV.)	8	
9	Total adjustments (net). Add lines 4 through 8	9	0.
10	Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	10	-2,407,552.

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	5,962,994.
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	
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	5,962,994.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	9,811.
c	Add lines 4a and 4b	4c	9,811.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	5,972,805.

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

1	Total expenses and losses per audited financial statements	1	8,159,348.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIV.)	2d	
e	Add lines 2a through 2d	2e	0.
3	Subtract line 2e from line 1	3	8,159,348.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIV.)	4b	221,009.
c	Add lines 4a and 4b	4c	221,009.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	8,380,357.

Part XIV Supplemental Information

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

PART III, LINE 1A: ALL MEMORABILIA AND EXHIBITS ARE PRESENTED ON THE

BALANCE SHEET. THEY WERE ALL ACQUIRED BY THE FOUNDATION.

PART III, LINE 4: THE GRAMMY MUSEUM BOASTS FOUR FLOORS OF EXHIBIT SPACE

THAT OFFER VISITORS ONE-OF-A-KIND EXPERIENCE THROUGH CONTENT-RICH

INTERACTIVES, FILMS, OVERSIZE IMAGERY, ARTIFACTS, THE GRAMMY ARCHIVES &

HALL OF FAME. THE MUSEUM ALSO HAS A SOUND STAGE/THEATRE WHERE IT OFFERS

OPPORTUNITIES FOR VISITORS TO MEET MUSIC ARTISTS FROM A BROAD RANGE OF

Part XIV Supplemental Information (continued)

GENRES AND ERAS. THE VISITORS WILL ALSO HAVE AN OPPORTUNITY TO LEARN ABOUT THE ART AND TECHNOLOGY OF THE RECORDING PROCESS THROUGH AN ARRAY OF EXHIBITS AND INTERACTIVE EXPERIENCES. LASTLY, THE MUSEUM ALSO HAS SPECIAL EXHIBITS THAT FEATURE CERTAIN ARTISTS SUCH AS MICHAEL JACKSON AND NEIL DIAMOND.

PART X: IN JUNE 2006, THE FASB ISSUED FASB ASC 740, INCOME TAXES (FORMERLY, FASB INTERPRETATION NO. 48, ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES- AN INTERPRETATION OF FASB STATEMENT NO. 109). FASB ASC 740 CLARIFIES THE ACCOUNTING FOR UNCERTAINTIES IN INCOME TAXES. FASB ASC 740 IS EFFECTIVE FOR THE FOUNDATION FOR FISCAL YEARS BEGINNING JANUARY 1, 2009. THE FOUNDATION ADOPTED FASB ASC 740 IN 2009, AND THE ADOPTION DID NOT HAVE A MATERIAL IMPACT ON ITS FINANCIAL POSITION OR CHANGES IN NET ASSETS.

PART XII, LINE 4B - OTHER ADJUSTMENTS:

INTEREST INCOME: 9811.

PART XIII, LINE 4B - OTHER ADJUSTMENTS:

INTEREST EXPENSE: 221009.

PART III: SUBSEQUENT TO THE ISSUANCE OF THE FOUNDATION'S 2008 FINANCIAL STATEMENTS, THE FOUNDATION'S MANAGEMENT DETERMINED THAT THE PREVIOUSLY ISSUED 2008 FINANCIAL STATEMENTS CONTAINED ERRORS WITH RESPECT TO THE RECORDING AND PRESENTATION OF UNCONDITIONAL PLEDGES, PRE-OPENING EXPENSES AND CONSTRUCTION COSTS. ACCORDINGLY, THE 2008 FORM 990 WILL BE AMENDED TO REPORT THE RESTATED ITEMS. FURTHER, THE PRIOR YEAR COLUMN PRESENTED ON THE 2009 FORM 990 CONTAINS THE RESTATED INFORMATION THAT WILL BE REPORTED

Schedule D (Form 990) 2009

Part XIV Supplemental Information *(continued)*

ON THE AMENDED FORM 990.

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization

GRAMMY MUSEUM FOUNDATION, INC.

Employer identification number

26-1447714

Part I Questions Regarding Compensation

1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- | | |
|--|--|
| <input type="checkbox"/> First-class or charter travel | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees |
| <input type="checkbox"/> Discretionary spending account | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

3 Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- | | |
|--|---|
| <input type="checkbox"/> Compensation committee | <input type="checkbox"/> Written employment contract |
| <input type="checkbox"/> Independent compensation consultant | <input type="checkbox"/> Compensation survey or study |
| <input type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.

5 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

- a** The organization?
- b** Any related organization?

If "Yes" to line 5a or 5b, describe in Part III.

6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

- a** The organization?
- b** Any related organization?

If "Yes" to line 6a or 6b, describe in Part III.

7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1b		
2		
4a		X
4b		X
4c		X
5a		X
5b		X
6a		X
6b		X
7		X
8		X
9		

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

Schedule J (Form 990) 2009

Part III Supplemental Information

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

DURING THE 2009 TAX YEAR, ROBERT SANTELLI, EXECUTIVE DIRECTOR, WAS COMPENSATED IN ACCORDANCE WITH THE OUTSOURCING SERVICES AGREEMENT BETWEEN GRAMMY MUSEUM FOUNDATION INC. AND AEG MUSEUM, LLC DATED JANUARY 1, 2008. PURSUANT TO EXHIBIT A OF ARTICLE 2, SECTION 2.2(A), AEG MUSEUM, LLC IS TO "IN ACCORDANCE WITH ARTICLE 7 OF THE AGREEMENT, HIRE OR OTHERWISE ENGAGE, PAY, SUPERVISE, AND DIRECT ALL PERSONNEL IN CONNECTION WITH THE OPERATION OF THE MUSEUM AND CONDUCT RETENTION AND TRAINING PROGRAMS AS REQUESTED BY FOUNDATION IN ITS REASONABLE DISCRETION." ACCORDINGLY, ALL FORM W-2S WERE ISSUED BY AEG MUSEUM, LLC.

MR. SANTELLI WAS HIRED UNDER THE TERMS OF THIS AGREEMENT AS THE EXECUTIVE DIRECTOR OF THE GRAMMY MUSEUM. REPRESENTATIVES FROM BOTH THE NATIONAL ACADEMY OF RECORDING ARTS & SCIENCES AND ANSCHUTZ ENTERTAINMENT GROUP, INC., THE PARENT OF L.A. ARENA LAND CO. (COLLECTIVELY THE MEMBERS OF GRAMMY MUSEUM FOUNDATION INC.) WERE INVOLVED IN THE HIRING PROCESS. AN INDEPENDENT EXECUTIVE SEARCH FIRM WAS ALSO ENGAGED TO PERFORM DUE DILIGENCE ON THE HIRING AND COMPENSATION OF THE EXECUTIVE DIRECTOR POSITION. FACTORS SUCH AS MR. SANTELLI'S UNIQUE EXPERIENCE WITH THE ROCK AND ROLL HALL OF FAME AND THE EXPERIENCE MUSIC PROJECT WERE TAKEN INTO CONSIDERATION. PURSUANT TO

Part III Supplemental Information

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

THE TERMS OF THE AGREEMENT AND THE RESULTS OF THE DUE DILIGENCE, DURING

2009, AEG MUSEUM, LLC ISSUED A FORM W-2 TO MR. SANTELLI FOR \$323,012 AND

CONTRIBUTED \$7,350 TOWARDS MR. SANTELLI'S 401(K) BENEFIT PLAN.

SCHEDULE L
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Transactions With Interested Persons

▶ Complete if the organization answered
"Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c,
or Form 990-EZ, Part V, line 38a or 40b.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2009

Open To Public
Inspection

Name of the organization

GRAMMY MUSEUM FOUNDATION, INC.

Employer identification number

26-1447714

Part I Excess Benefit Transactions (section 501(c)(3) and section 501(c)(4) organizations only).

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

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.

Complete if the organization 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
Total				▶ \$						

Part III Grants or Assistance Benefiting Interested Persons.

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

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

Part IV Business Transactions Involving Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 28a, 28b, or 28c.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of transaction	(d) Description of transaction	(e) Sharing of organization's revenues?	
				Yes	No
ANSCHUTZ ENTERTAINMENT GRO	CERTAIN DIRECTORS A	433,496.	AEG MUSEUM,		X
ANSCHUTZ ENTERTAINMENT GRO	CERTAIN DIRECTORS A	1,750,914.	GRAMMY MUSE		X
ANSCHUTZ ENTERTAINMENT GRO	CERTAIN DIRECTORS A	50,000.	AEI (A SUBS		X

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

Schedule L (Form 990 or 990-EZ) 2009

SEE SCHEDULE O FOR SCHEDULE L CONTINUATIONS

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

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

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization

GRAMMY MUSEUM FOUNDATION, INC.

Employer identification number

26-1447714

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded				
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ► (<u>EQUIPMENT</u>)	X	2	82,191.	COST OR SELLING PRIC
26 Other ► (_____)				
27 Other ► (_____)				
28 Other ► (_____)				

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

29

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

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

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

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

b If "Yes," describe in Part II.

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

	Yes	No
30a		X
31		X
32a		X
33		

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

Schedule M (Form 990) 2009

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

GRAMMY MUSEUM FOUNDATION, INC.

Employer identification number

26-1447714

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

RENTAL OF FACILITY: GRAMMY MUSEUM MARKETS THE RENTAL OF ITS FACILITY
FOR SPECIAL EVENTS WHERE ATTENDEES ARE ADMITTED INTO THE MUSEUM TO VIEW
MUSEUM EXHIBITS. PROGRAM EXPENSES INCLUDE THE COST OF A DEDICATED STAFF
FOR COORDINATING AND EXECUTING FACILITY RENTALS AND EVENTS.

EXPENSES \$ 50400. INCLUDING GRANTS OF \$ 0. REVENUE \$ 149340.

GRAMMY MUSEUM RETAIL STORE: THE GRAMMY MUSEUM RETAIL STORE SPECIALIZES
IN CARRYING A VARIETY OF ITEMS THAT REFLECT THE MULTIPLE GENRES OF
MUSIC THAT THE GRAMMY AWARD SYMBOLIZES AS EXCELLENCE IN RECORDED MUSIC.
PRODUCT LINES INCLUDE MUSEUM BRANDED MERCHANDISE OF SOFT GOODS, NOVELTY
ITEMS, AND COLLECTIBLES. HIGHLIGHTED OFFERINGS INCLUDE LITERATURE,
RECORDED AUDIO AND VIDEO SELECTIONS; WHICH REFLECT THE HISTORY OF THE
AWARDS, ARTISTS & BANDS, AND THE INDUSTRY PIONEERS. SPECIAL PRODUCTS
ACCOMPANY ONGOING FEATURED ARTISTS AND THEMED EXHIBITIONS. THE RANGE
OF ITEMS FOR SALE ARE FROM SOUVENIR BUTTONS TO T-SHIRTS AND APPAREL
THAT CELEBRATE THE MUSIC MAKERS AND ARE FOR FANS OF ALL TYPES OF MUSIC.
FOR PURPOSES OF PART III, LINE 4D, REVENUE GENERATED BY THE GRAMMY
MUSEUM RETAIL STORE IS REPORTED NET OF EXPENSES TO MATCH THE
REPORTING FOR FINANCIAL STATEMENT PURPOSES.

EXPENSES \$ 0. INCLUDING GRANTS OF \$ 0. REVENUE \$ 116975.

FORM 990, PART VI, SECTION A, LINE 2: BUSINESS RELATIONSHIP: NEIL
PORTNOW, DAVID GROSSMAN, WAYNE ZAHNER, JIMMY JAM, TERRY LICKONA, PHIL
RAMONE, JOEL KATZ

BUSINESS RELATIONSHIP: TIM LEIWEKE, TED TANNER, TED FIKRE, KEN EHRLICH,

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

Schedule O (Form 990) 2009

932211
02-03-10

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

GRAMMY MUSEUM FOUNDATION, INC.

Employer identification number
26-1447714

JOHN BRANCA, DAN BECKERMAN

FORM 990, PART VI, SECTION A, LINE 3: THE FOUNDATION ENTERED INTO AN
OUTSOURCING SERVICES AGREEMENT BETWEEN GRAMMY MUSEUM FOUNDATION INC. AND
AEG MUSEUM, LLC EFFECTIVE JANUARY 1, 2008, IN WHICH AEG MUSEUM, LLC WAS
ENGAGED TO PERFORM CERTAIN MANAGEMENT SERVICES IN CONNECTION WITH THE
OPERATION OF THE GRAMMY MUSEUM ON BEHALF AND FOR THE BENEFIT OF THE
FOUNDATION. THE FOUNDATION RETAINS ULTIMATE RESPONSIBILITY FOR SUPERVISING
THE OPERATIONS OF THE MUSEUM AND MAKING POLICY DECISIONS.

FORM 990, PART VI, SECTION A, LINE 6: THE MUSEUM HAS ONE CLASS A MEMBER
(NATIONAL ACADEMY OF RECORDING ARTS & SCIENCES) AND ONE CLASS B MEMBER
(L.A. ARENA LAND CO, A MAJORITY OWNED SUBSIDIARY OF ANSCHUTZ ENTERTAINMENT
GROUP, INC.).

FORM 990, PART VI, SECTION A, LINE 7A: THE CLASS A MEMBER SHALL DESIGNATE
ALL CLASS A DIRECTORS. THE CLASS B MEMBER SHALL DESIGNATE ALL CLASS B
DIRECTORS. AT ALL TIMES, THERE SHALL BE ONE MORE CLASS A DIRECTOR THAN
THERE ARE CLASS B DIRECTORS ON THE BOARD.

FORM 990, PART VI, SECTION A, LINE 7B: DECISIONS OF THE GOVERNING BODY ARE
SUBJECT TO APPROVAL BY THE NATIONAL ASSOCIATION OF RECORDING ARTS &
SCIENCES.

FORM 990, PART VI, SECTION B, LINE 11: YES. AFTER THE FORM 990 IS
PREPARED, IT IS SUBMITTED TO THE AUDIT COMMITTEE FOR REVIEW. THE BOARD HAS

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

Schedule O (Form 990) 2009

932211
02-03-10

SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

GRAMMY MUSEUM FOUNDATION, INC.

Employer identification number
26-1447714

DESIGNATED THE AUDIT COMMITTEE TO REVIEW AND APPROVE THE FILING OF THE TAX
RETURN ON ITS BEHALF. AFTER ALL COMMENTS AND QUESTIONS FROM THE AUDIT
COMMITTEE HAVE BEEN ADDRESSED AND INCORPORATED, THE AUDIT COMMITTEE
APPROVES THE FILING WITH THE IRS.

FORM 990, PART VI, SECTION B, LINE 12C: EACH DIRECTOR, PRINCIPAL OFFICER
AND MEMBER OF A COMMITTEE WITH POWERS DELEGATED BY THE BOARD OF DIRECTORS
NEEDS TO SIGN A STATEMENT UPON HIRING OR APPOINTMENT AFFIRMING THAT HE/SHE
1) HAS RECEIVED A COPY OF THE CONFLICTS OF INTEREST POLICY, 2) HAS READ AND
UNDERSTANDS THE POLICY, 3) HAS AGREED TO COMPLY WITH THE POLICY, AND 4)
UNDERSTANDS THAT THE MUSEUM IS A NON-PROFIT ORGANIZATION AND IN ORDER TO
MAINTAIN ITS FEDERAL TAX EXEMPTION STATUS, IT MUST ENGAGE PRIMARILY IN
ACTIVITIES WHICH ACCOMPLISH ONE OF MORE OF ITS TAX-EXEMPT PURPOSES.
PERIODIC REVIEWS ARE CONDUCTED BY THE HUMAN RESOURCES DEPARTMENT TO ENSURE
COMPLIANCE WITH THE POLICY. THIS FUNCTION IS PERFORMED BY AEG MUSEUM, LLC
AS PART OF ITS OUTSOURCING AGREEMENT WITH GRAMMY MUSEUM FOUNDATION.
PERIODICALLY, A CONFLICT OF INTEREST QUESTIONNAIRE IS DISTRIBUTED TO
SELECTED EMPLOYEES FOR COMPLETION AND SIGNATURE, AND THEN REVIEWED BY HUMAN
RESOURCES. COPIES OF THESE FORMS ARE MAINTAINED BY HUMAN RESOURCES IN
PERSONNEL FILES.

FORM 990, PART VI, SECTION B, LINE 15A: DURING THE 2009 TAX YEAR, ROBERT
SANTELLI, EXECUTIVE DIRECTOR, WAS COMPENSATED IN ACCORDANCE WITH THE
OUTSOURCING SERVICES AGREEMENT BETWEEN GRAMMY MUSEUM FOUNDATION INC. AND
AEG MUSEUM, LLC DATED JANUARY 1, 2008. PURSUANT TO EXHIBIT A OF ARTICLE 2,
SECTION 2.2(A), AEG MUSEUM, LLC IS TO "IN ACCORDANCE WITH ARTICLE 7 OF THE

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Schedule O (Form 990) 2009

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SCHEDULE O
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990.

OMB No 1545-0047

2009

Open to Public
Inspection

Name of the organization

GRAMMY MUSEUM FOUNDATION, INC.

Employer identification number
26-1447714

AGREEMENT, HIRE OR OTHERWISE ENGAGE, PAY, SUPERVISE, AND DIRECT ALL
PERSONNEL IN CONNECTION WITH THE OPERATION OF THE MUSEUM AND CONDUCT
RETENTION AND TRAINING PROGRAMS AS REQUESTED BY FOUNDATION IN ITS
REASONABLE DISCRETION." ACCORDINGLY, ALL FORM W-2S WERE ISSUED BY AEG
MUSEUM, LLC.

MR. SANTELLI WAS HIRED UNDER THE TERMS OF THIS AGREEMENT AS THE EXECUTIVE
DIRECTOR OF THE GRAMMY MUSEUM. REPRESENTATIVES FROM BOTH THE NATIONAL
ACADEMY OF RECORDING ARTS & SCIENCES AND ANSCHUTZ ENTERTAINMENT GROUP,
INC., THE PARENT OF L.A. ARENA LAND CO. (COLLECTIVELY THE MEMBERS OF GRAMMY
MUSEUM FOUNDATION INC.) WERE INVOLVED IN THE HIRING PROCESS. AN INDEPENDENT
EXECUTIVE SEARCH FIRM WAS ALSO ENGAGED TO PERFORM DUE DILIGENCE ON THE
HIRING AND COMPENSATION OF THE EXECUTIVE DIRECTOR POSITION. FACTORS SUCH
AS MR. SANTELLI'S UNIQUE EXPERIENCE WITH THE ROCK AND ROLL HALL OF FAME AND
THE EXPERIENCE MUSIC PROJECT WERE TAKEN INTO CONSIDERATION. PURSUANT TO
THE TERMS OF THE AGREEMENT AND THE RESULTS OF THE DUE DILIGENCE, DURING
2009, AEG MUSEUM, LLC ISSUED A FORM W-2 TO MR. SANTELLI FOR \$323,012 AND
CONTRIBUTED \$7,350 TOWARDS MR. SANTELLI'S 401(K) BENEFIT PLAN.

FORM 990, PART VI, SECTION C, LINE 19: THE FINANCIAL STATEMENTS ARE
INCLUDED IN FORM 990 THAT IS MADE AVAILABLE TO THE PUBLIC ON GUIDESTAR.ORG.
THE ORGANIZATION DOES NOT MAKE ITS GOVERNING DOCUMENTS AND CONFLICT OF
INTEREST POLICY AVAILABLE TO THE PUBLIC.

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF INTERESTED PERSON:

ANSCHUTZ ENTERTAINMENT GROUP AND SUBSIDIARIES

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(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

CERTAIN DIRECTORS ALSO SERVE AS OFFICERS OF AEG

(D) DESCRIPTION OF TRANSACTION: AEG MUSEUM, LLC (A SUBSIDIARY OF

ANSCHUTZ ENTERTAINMENT GROUP) IS ENGAGED TO PERFORM CERTAIN MANAGEMENT

SERVICES IN CONNECTION WITH THE OPERATION OF THE GRAMMY MUSEUM ON BEHALF

AND FOR THE BENEFIT OF THE FOUNDATION. THE FOUNDATION RETAINS ULTIMATE

RESPONSIBILITY FOR SUPERVISING THE OPERATIONS OF THE MUSEUM AND MAKING

POLICY DECISIONS.

(A) NAME OF INTERESTED PERSON:

ANSCHUTZ ENTERTAINMENT GROUP AND SUBSIDIARIES

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

CERTAIN DIRECTORS ALSO SERVE AS OFFICERS OF AEG

(D) DESCRIPTION OF TRANSACTION: GRAMMY MUSEUM FOUNDATION LEASES PROPERTY

FROM LA LIVE PROPERTIES (A SUBSIDIARY OF ANSCHUTZ ENTERTAINMENT GROUP).

(A) NAME OF INTERESTED PERSON:

ANSCHUTZ ENTERTAINMENT GROUP AND SUBSIDIARIES

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

CERTAIN DIRECTORS ALSO SERVE AS OFFICERS OF AEG

(D) DESCRIPTION OF TRANSACTION: AEI (A SUBSIDIARY OF ANSCHUTZ

ENTERTAINMENT GROUP) WAS HIRED BY THE ESTATE OF MICHAEL JACKSON FOR

PROMOTIONAL SERVICES OF CERTAIN ASSETS. IN RETURN, AEI ENGAGED THE

SERVICES OF THE FOUNDATION TO PROVIDE CURATORIAL SERVICES FOR THE MICHAEL

JACKSON EXHIBIT AT O2 MUSEUM IN LONDON. THE FOUNDATION WAS PAID \$50,000

FOR THESE SERVICES. THESE FEES REFLECT FAIR MARKET VALUE AND WERE

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NEGOTIATED IN AN ARMS LENGTH TRANSACTION. ACCORDING TO THE TERMS OF THIS
TRANSACTION, THE ULTIMATE PAYOR OF THE FEES WAS THE ESTATE OF MICHAEL
JACKSON.

FORM 990, PART I & X:

SUBSEQUENT TO THE ISSUANCE OF THE FOUNDATION'S 2008 FINANCIAL
STATEMENTS, THE FOUNDATION'S MANAGEMENT DETERMINED THAT THE PREVIOUSLY
ISSUED 2008 FINANCIAL STATEMENTS CONTAINED ERRORS WITH RESPECT TO THE
RECORDING AND PRESENTATION OF UNCONDITIONAL PLEDGES, PRE-OPENING
EXPENSES AND CONSTRUCTION COSTS. ACCORDINGLY, THE 2008 FORM 990 WILL
BE AMENDED TO REPORT THE RESTATED ITEMS. FURTHER, THE PRIOR YEAR
COLUMN PRESENTED ON THE 2009 FORM 990 CONTAINS THE RESTATED INFORMATION
THAT WILL BE REPORTED ON THE AMENDED FORM 990.

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?**a** Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity**b** Gift, grant, or capital contribution to other organization(s)**c** Gift, grant, or capital contribution from other organization(s)**d** Loans or loan guarantees to or for other organization(s)**e** Loans or loan guarantees by other organization(s)**f** Sale of assets to other organization(s)**g** Purchase of assets from other organization(s)**h** Exchange of assets**i** Lease of facilities, equipment, or other assets to other organization(s)**j** Lease of facilities, equipment, or other assets from other organization(s)**k** Performance of services or membership or fundraising solicitations for other organization(s)**l** Performance of services or membership or fundraising solicitations by other organization(s)**m** Sharing of facilities, equipment, mailing lists, or other assets**n** Sharing of paid employees**o** Reimbursement paid to other organization for expenses**p** Reimbursement paid by other organization for expenses**q** Other transfer of cash or property to other organization(s)**r** Other transfer of cash or property from other organization(s)**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

		(a) Name of other organization(s)		(b) Transaction type (a-r)	(c) Amount involved
(1)	NATIONAL ACADEMY OF RECORDING ARTS & SCIENCES, INC.			C	63,649.
(2)					
(3)					
(4)					
(5)					
(6)					

