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Department of the Treasury  
Internal Revenue Service

**Short Form  
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)**

- Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities, and certain controlling organizations as defined in section 512(b)(13) must file Form 990 (see instructions). All other organizations with gross receipts less than \$200,000 and total assets less than \$500,000 at the end of the year may use this form.

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

OMB No. 1545-1150

2010

**Open to Public Inspection**

|                                                                                                                                                                                                                                                                                                                                                                                                   |  |                                                                                                                                                                                                                                                                      |  |                           |  |                                                                                                                                                       |  |             |  |           |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|---------------------------|--|-------------------------------------------------------------------------------------------------------------------------------------------------------|--|-------------|--|-----------|--|
| <b>A For the 2010 calendar year, or tax year beginning</b>                                                                                                                                                                                                                                                                                                                                        |  | <b>July 1</b>                                                                                                                                                                                                                                                        |  | <b>, 2010, and ending</b> |  | <b>June 30</b>                                                                                                                                        |  | <b>, 20</b> |  | <b>11</b> |  |
| <b>B</b> Check if applicable<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Name change<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Terminated<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Application pending                                                                                                      |  | <b>C Name of organization</b><br><b>Masterworks Choral Ensemble</b><br>Number and street (or P O box, if mail is not delivered to street address) Room/suite<br><b>P.O. Box 1091</b><br>City or town, state or country, and ZIP + 4<br><b>Olympia, WA 98513-1091</b> |  |                           |  | <b>D Employer identification number</b><br><b>91-1240717</b><br><b>E Telephone number</b><br><b>360-491-3305</b><br><b>F Group Exemption Number ▶</b> |  |             |  |           |  |
| <b>G Accounting Method</b> <input type="checkbox"/> Cash <input type="checkbox"/> Accrual Other (specify) ▶ <u>Modified Accrual</u>                                                                                                                                                                                                                                                               |  | <b>H Check ▶</b> <input type="checkbox"/> If the organization is not required to attach Schedule B (Form 990, 990-EZ, or 990-PF)                                                                                                                                     |  |                           |  |                                                                                                                                                       |  |             |  |           |  |
| <b>I Website: ▶</b> <u>www.mce.org</u>                                                                                                                                                                                                                                                                                                                                                            |  | <b>J Tax-exempt status (check only one) –</b> <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c)( ) ( ) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527                                                |  |                           |  |                                                                                                                                                       |  |             |  |           |  |
| <b>K Check ▶</b> <input type="checkbox"/> if the organization is not a section 509(a)(3) supporting organization <b>and</b> its gross receipts are normally <b>not</b> more than \$50,000. A Form 990-EZ or Form 990 return is not required though Form 990-N (e-postcard) may be required (see instructions) But if the organization chooses to file a return, be sure to file a complete return |  |                                                                                                                                                                                                                                                                      |  |                           |  |                                                                                                                                                       |  |             |  |           |  |

L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, line 25, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ. ▶ \$ 114,926

| Part I | Revenue, Expenses, and Changes in Net Assets or Fund Balances (see the instructions for Part I.) |
|--------|--------------------------------------------------------------------------------------------------|
|--------|--------------------------------------------------------------------------------------------------|

Check if the organization used Schedule O to respond to any question in this Part I ☒

[illegible]

**For Paperwork Reduction Act Notice, see the separate instructions.**

Cat No. 106421

Form **990-EZ** (2010)

SCANNED OCT 25 2011

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**Part II** **Balance Sheets.** (see the instructions for Part II.)Check if the organization used Schedule O to respond to any question in this Part II ☒

|                                                                                                        | (A) Beginning of year | (B) End of year  |
|--------------------------------------------------------------------------------------------------------|-----------------------|------------------|
| <b>22</b> Cash, savings, and investments . . . . .                                                     | 25,350                | <b>22</b> 27,272 |
| <b>23</b> Land and buildings . . . . .                                                                 |                       | <b>23</b>        |
| <b>24</b> Other assets (describe in Schedule O) . . . . .                                              | 938                   | <b>24</b> 4,427  |
| <b>25</b> <b>Total assets</b> . . . . .                                                                | 26,288                | <b>25</b> 31,699 |
| <b>26</b> <b>Total liabilities</b> (describe in Schedule O) . . . . .                                  | 4,903                 | <b>26</b> 12,365 |
| <b>27</b> <b>Net assets or fund balances</b> (line 27 of column (B) must agree with line 21) . . . . . | 21,385                | <b>27</b> 19,334 |

**Part III** **Statement of Program Service Accomplishments** (see the instructions for Part III.)Check if the organization used Schedule O to respond to any question in this Part III ☐What is the organization's primary exempt purpose? **performing choral music for public, choral education**

Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.

**Expenses**  
 (Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts, optional for others)

|                                                                                                                                                                                                                                                                                                                                                                                                                        |            |                |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|----------------|
| <b>28</b> <b>Performed 4 concerts. Sponsored one concert. Sponsored youth music talent competition. 3 scholarships granted plus opportunity to perform in one of our concerts. Free tickets and discounts to students/seniors. Total attendance 3,132. Community opportunity to learn choral arts. 100 active members.</b><br>(Grants \$ ) If this amount includes foreign grants, check here <input type="checkbox"/> | <b>28a</b> | <b>116,977</b> |
| <b>29</b> _____<br>_____<br>(Grants \$ ) If this amount includes foreign grants, check here <input type="checkbox"/>                                                                                                                                                                                                                                                                                                   | <b>29a</b> |                |
| <b>30</b> _____<br>_____<br>(Grants \$ ) If this amount includes foreign grants, check here <input type="checkbox"/>                                                                                                                                                                                                                                                                                                   | <b>30a</b> |                |
| <b>31</b> Other program services (describe in Schedule O) _____<br>(Grants \$ ) If this amount includes foreign grants, check here <input type="checkbox"/>                                                                                                                                                                                                                                                            | <b>31a</b> |                |
| <b>32</b> <b>Total program service expenses</b> (add lines 28a through 31a) <b>▶</b>                                                                                                                                                                                                                                                                                                                                   | <b>32</b>  | <b>116,977</b> |

**Part IV** **List of Officers, Directors, Trustees, and Key Employees.** List each one even if not compensated. (see the instructions for Part IV.)Check if the organization used Schedule O to respond to any question in this Part IV ☐

| (a) Name and address                                                | (b) Title and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans & deferred compensation | (e) Expense account and other allowances |
|---------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------|---------------------------------------------------------------------|------------------------------------------|
| Gary Witley<br>11203 Nooksack Ct., Olympia, WA 98501                | Artistic Director (11 hrs)                               | 22,000                                    |                                                                     |                                          |
| Angi Swan<br>817 Cushing Court, Olympia WA 98502                    | Accompanist (6 hrs)                                      | 4,957                                     |                                                                     |                                          |
| John Godfrey<br>969 Ebets Dr., SW Tumwater 98512                    | Board President (8)                                      | 0                                         |                                                                     |                                          |
| Megan Turk<br>4208 Ingleside Dr. SE, Lacey WA                       | Board Vice President (4)                                 | 0                                         |                                                                     |                                          |
| Thomas Smith<br>9525 Valley View Dr. SE, Olympia WA 98513           | Board Secretary (1)                                      | 0                                         |                                                                     |                                          |
| Doreen Hodgkins<br>5435 Klipsun Ln. SW, Olympia WA                  | Board Treasurer (8)                                      | 0                                         |                                                                     |                                          |
| Kathy Smith<br>9525 Valley View Dr. SE, Olympia WA 98513            | Board Asst. Treasurer (6)                                | 0                                         |                                                                     |                                          |
| Chuck Peterson and Linda Peterson<br>6915 Bayview Dr NE, Olympia WA | Board Members (2)                                        | 0                                         |                                                                     |                                          |
| George Weirich<br>5526 Trosper Lake St., Tumwater WA                | Board Member (2)                                         | 0                                         |                                                                     |                                          |
| Pam Brannon<br>3805 14th Ave. SE Apt. C1, Lacey WA 98503            | Board Member (2)                                         | 0                                         |                                                                     |                                          |
| David Brubaker<br>1635 Sundrop Lane SE, Olympia WA 98501            | Board Member (2)                                         | 0                                         |                                                                     |                                          |
|                                                                     |                                                          |                                           |                                                                     |                                          |
|                                                                     |                                                          |                                           |                                                                     |                                          |
|                                                                     |                                                          |                                           |                                                                     |                                          |

**Part V Other Information** (Note the statement requirements in the instructions for Part V.)Check if the organization used Schedule O to respond to any question in this Part V. ☐

|                                                                                                                                                                                                                                                                                                                                  | Yes        | No                       |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--------------------------|
| <b>33</b> Did the organization engage in any activity not previously reported to the IRS? If "Yes," provide a detailed description of each activity in Schedule O                                                                                                                                                                | <b>33</b>  | ✓                        |
| <b>34</b> Were any significant changes made to the organizing or governing documents? If "Yes," attach a conformed copy of the amended documents if they reflect a change to the organization's name. Otherwise, explain the change on Schedule O (see instructions)                                                             | <b>34</b>  | ✓                        |
| <b>35</b> If the organization had income from business activities, such as those reported on lines 2, 6a, and 7a (among others), but not reported on Form 990-T, explain in Schedule O why the organization did not report the income on Form 990-T.                                                                             |            |                          |
| <b>a</b> Did the organization have unrelated business gross income of \$1,000 or more or was it a section 501(c)(4), 501(c)(5), or 501(c)(6) organization subject to section 6033(e) notice, reporting, and proxy tax requirements?                                                                                              | <b>35a</b> | ✓                        |
| <b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year (see instructions)?                                                                                                                                                                                                                              | <b>35b</b> |                          |
| <b>36</b> Did the organization undergo a liquidation, dissolution, termination, or significant disposition of net assets during the year? If "Yes," complete applicable parts of Schedule N                                                                                                                                      | <b>36</b>  | ✓                        |
| <b>37a</b> Enter amount of political expenditures, direct or indirect, as described in the instructions. ▶ <b>37a</b>                                                                                                                                                                                                            | <b>37b</b> | ✓                        |
| <b>b</b> Did the organization file <b>Form 1120-POL</b> for this year?                                                                                                                                                                                                                                                           | <b>37b</b> | ✓                        |
| <b>38a</b> Did the organization borrow from, or make any loans to, any officer, director, trustee, or key employee or were any such loans made in a prior year and still outstanding at the end of the tax year covered by this return?                                                                                          | <b>38a</b> | ✓                        |
| <b>b</b> If "Yes," complete Schedule L, Part II and enter the total amount involved                                                                                                                                                                                                                                              | <b>38b</b> |                          |
| <b>39</b> Section 501(c)(7) organizations. Enter:                                                                                                                                                                                                                                                                                |            |                          |
| <b>a</b> Initiation fees and capital contributions included on line 9                                                                                                                                                                                                                                                            | <b>39a</b> |                          |
| <b>b</b> Gross receipts, included on line 9, for public use of club facilities                                                                                                                                                                                                                                                   | <b>39b</b> |                          |
| <b>40a</b> Section 501(c)(3) organizations. Enter amount of tax imposed on the organization during the year under: section 4911 ▶ ; section 4912 ▶ ; section 4955 ▶                                                                                                                                                              |            |                          |
| <b>b</b> Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in any section 4958 excess benefit transaction during the year, or did it engage in an excess benefit transaction in a prior year that has not been reported on any of its prior Forms 990 or 990-EZ? If "Yes," complete Schedule L, Part I. | <b>40b</b> | ✓                        |
| <b>c</b> Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax imposed on organization managers or disqualified persons during the year under sections 4912, 4955, and 4958                                                                                                                                         |            | 0                        |
| <b>d</b> Section 501(c)(3) and 501(c)(4) organizations. Enter amount of tax on line 40c reimbursed by the organization                                                                                                                                                                                                           |            | 0                        |
| <b>e</b> All organizations. At any time during the tax year, was the organization a party to a prohibited tax shelter transaction? If "Yes," complete Form 8886-T                                                                                                                                                                | <b>40e</b> | ✓                        |
| <b>41</b> List the states with which a copy of this return is filed. ▶                                                                                                                                                                                                                                                           |            |                          |
| <b>42a</b> The organization's books are in care of ▶ <b>Kathy Smith</b> Telephone no. ▶ <b>360-491-4360</b><br>Located at ▶ <b>9525 Valley View Dr., SE Olympia WA</b> ZIP + 4 ▶ <b>98513-6829</b>                                                                                                                               |            |                          |
| <b>b</b> 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)?                                                                                | <b>42b</b> | ✓                        |
| If "Yes," enter the name of the foreign country: ▶<br>See the instructions for exceptions and filing requirements for <b>Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts</b> .                                                                                                                                  |            |                          |
| <b>c</b> At any time during the calendar year, did the organization maintain an office outside of the U.S.?                                                                                                                                                                                                                      | <b>42c</b> | ✓                        |
| If "Yes," enter the name of the foreign country: ▶                                                                                                                                                                                                                                                                               |            |                          |
| <b>43</b> Section 4947(a)(1) nonexempt charitable trusts filing Form 990-EZ in lieu of <b>Form 1041</b> —Check here and enter the amount of tax-exempt interest received or accrued during the tax year ▶ <b>43</b>                                                                                                              |            | <input type="checkbox"/> |
| <b>44a</b> Did the organization maintain any donor advised funds during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ                                                                                                                                                                                    | <b>44a</b> | ✓                        |
| <b>b</b> Did the organization operate one or more hospital facilities during the year? If "Yes," Form 990 must be completed instead of Form 990-EZ                                                                                                                                                                               | <b>44b</b> | ✓                        |
| <b>c</b> Did the organization receive any payments for indoor tanning services during the year?                                                                                                                                                                                                                                  | <b>44c</b> | ✓                        |
| <b>d</b> If "Yes" to line 44c, has the organization filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O                                                                                                                                                                                     | <b>44d</b> |                          |

|                                                                                                                                                                                                                                                             | Yes        | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|----|
| <b>45</b> Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)?                                                                                                                                     | <b>45</b>  | ✓  |
| <b>a</b> Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see instructions) | <b>45a</b> | ✓  |
| <b>46</b> Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I                                                        | <b>46</b>  | ✓  |

**Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only.** All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 47-49b and 52, and complete the tables for lines 50 and 51.

Check if the organization used Schedule O to respond to any question in this Part VI ☐

|                                                                                                                                                                                                                                                                   | Yes        | No |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|----|
| <b>47</b> Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II                                                                                                                                                              | <b>47</b>  | ✓  |
| <b>48</b> Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E                                                                                                                                                    | <b>48</b>  | ✓  |
| <b>49a</b> Did the organization make any transfers to an exempt non-charitable related organization?                                                                                                                                                              | <b>49a</b> | ✓  |
| <b>b</b> If "Yes," was the related organization a section 527 organization?                                                                                                                                                                                       | <b>49b</b> | ✓  |
| <b>50</b> Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None." |            |    |

| (a) Name and address of each employee paid more than \$100,000 | (b) Title and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans & deferred compensation | (e) Expense account and other allowances |
|----------------------------------------------------------------|----------------------------------------------------------|------------------|---------------------------------------------------------------------|------------------------------------------|
| None                                                           |                                                          |                  |                                                                     |                                          |
|                                                                |                                                          |                  |                                                                     |                                          |
|                                                                |                                                          |                  |                                                                     |                                          |
|                                                                |                                                          |                  |                                                                     |                                          |
|                                                                |                                                          |                  |                                                                     |                                          |
|                                                                |                                                          |                  |                                                                     |                                          |
|                                                                |                                                          |                  |                                                                     |                                          |

**f** Total number of other employees paid over \$100,000 **0**

**51** Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

| (a) Name and address of each independent contractor paid more than \$100,000 | (b) Type of service | (c) Compensation |
|------------------------------------------------------------------------------|---------------------|------------------|
|                                                                              |                     |                  |
|                                                                              |                     |                  |
|                                                                              |                     |                  |
|                                                                              |                     |                  |
|                                                                              |                     |                  |
|                                                                              |                     |                  |

**d** Total number of other independent contractors each receiving over \$100,000 **0**

**52** Did the organization complete Schedule A? **Note:** All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A ☒ Yes ☐ No

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.

|                  |                              |         |
|------------------|------------------------------|---------|
| <b>Sign Here</b> | <i>Katherine E. Smith</i>    | 10-4-11 |
|                  | Signature of officer         | Date    |
|                  | Katherine E Smith, Treasurer |         |
|                  | Type or print name and title |         |

|                               |                            |                      |      |                                                 |      |
|-------------------------------|----------------------------|----------------------|------|-------------------------------------------------|------|
| <b>Paid Preparer Use Only</b> | Print/Type preparer's name | Preparer's signature | Date | Check <input type="checkbox"/> if self-employed | PTIN |
|                               | Firm's name                | Firm's EIN           |      |                                                 |      |
|                               | Firm's address             | Phone no             |      |                                                 |      |

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☐ No

**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

**2010**

**Open to Public  
Inspection**

Name of the organization

Masterworks Choral Ensemble

Employer identification number

91-1240717

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

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

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

|                                                                                                                                                                                        | Yes | No                                  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-------------------------------------|
| (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization? . . . . . |     | <input checked="" type="checkbox"/> |
| (ii) A family member of a person described in (i) above? . . . . .                                                                                                                     |     | <input checked="" type="checkbox"/> |
| (iii) A 35% controlled entity of a person described in (i) or (ii) above? . . . . .                                                                                                    |     | <input checked="" type="checkbox"/> |
  - h Provide the following information about the supported organization(s).

| (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 |                         |
| (A)                                |          |                                                                                             |                                                                        |    |                                                                 |    |                                                            |    |                         |
| (B)                                |          |                                                                                             |                                                                        |    |                                                                 |    |                                                            |    |                         |
| (C)                                |          |                                                                                             |                                                                        |    |                                                                 |    |                                                            |    |                         |
| (D)                                |          |                                                                                             |                                                                        |    |                                                                 |    |                                                            |    |                         |
| (E)                                |          |                                                                                             |                                                                        |    |                                                                 |    |                                                            |    |                         |
| <b>Total</b>                       |          |                                                                                             |                                                                        |    |                                                                 |    |                                                            |    |                         |

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

Cat No 11285F

Schedule A (Form 990 or 990-EZ) 2010

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

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

**Section A. Public Support**

| Calendar year (or fiscal year beginning in) ►                                                                                                                                                                          | (a) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010 | (f) Total |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|-----------|
| <b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.") . . . . .                                                                                                  |          |          |          |          |          |           |
| <b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .                                                                                                     |          |          |          |          |          |           |
| <b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .                                                                                             |          |          |          |          |          |           |
| <b>4</b> <b>Total.</b> Add lines 1 through 3 . . . . .                                                                                                                                                                 |          |          |          |          |          |           |
| <b>5</b> 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) . . . . . |          |          |          |          |          |           |
| <b>6</b> <b>Public support.</b> Subtract line 5 from line 4.                                                                                                                                                           |          |          |          |          |          |           |

**Section B. Total Support**

| Calendar year (or fiscal year beginning in) ►                                                                                                                                                                   | (a) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010  | (f) Total                |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|-----------|--------------------------|
| <b>7</b> Amounts from line 4 . . . . .                                                                                                                                                                          |          |          |          |          |           |                          |
| <b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .                                                               |          |          |          |          |           |                          |
| <b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on . . . . .                                                                                           |          |          |          |          |           |                          |
| <b>10</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . . . . .                                                                                             |          |          |          |          |           |                          |
| <b>11</b> <b>Total support.</b> Add lines 7 through 10                                                                                                                                                          |          |          |          |          |           |                          |
| <b>12</b> Gross receipts from related activities, etc. (see instructions) . . . . .                                                                                                                             |          |          |          |          | <b>12</b> |                          |
| <b>13</b> <b>First five years.</b> 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 <b>stop here</b> . . . . . |          |          |          |          |           | <input type="checkbox"/> |

**Section C. Computation of Public Support Percentage**

|                                                                                                                                                                                                                                                                                                                                                                                                                             |           |                          |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--------------------------|
| <b>14</b> Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f)) . . . . .                                                                                                                                                                                                                                                                                                                  | <b>14</b> | %                        |
| <b>15</b> Public support percentage from 2009 Schedule A, Part II, line 14 . . . . .                                                                                                                                                                                                                                                                                                                                        | <b>15</b> | %                        |
| <b>16a</b> <b>33<sup>1</sup>/<sub>3</sub>% support test—2010.</b> If the organization did not check the box on line 13, and line 14 is 33 <sup>1</sup> / <sub>3</sub> % or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization . . . . .                                                                                                                             |           | <input type="checkbox"/> |
| <b>b</b> <b>33<sup>1</sup>/<sub>3</sub>% support test—2009.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 <sup>1</sup> / <sub>3</sub> % or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization . . . . .                                                                                                                          |           | <input type="checkbox"/> |
| <b>17a</b> <b>10%-facts-and-circumstances test—2010.</b> 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 <b>stop here.</b> 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>b</b> <b>10%-facts-and-circumstances test—2009.</b> 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 <b>stop here.</b> 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>18</b> <b>Private foundation.</b> 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"/> |

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

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

**Section A. Public Support**

| Calendar year (or fiscal year beginning in) ►                                                                                                                                             | (a) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010 | (f) Total |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|-----------|
| <b>1</b> Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")                                                                               | 42,365   | 49,962   | 42,246   | 45,198   | 60,257   | 240,028   |
| <b>2</b> 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 . . . . | 59,460   | 57,457   | 57,212   | 54,384   | 44,552   | 273,065   |
| <b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513 . . . .                                                                             |          |          |          |          |          |           |
| <b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . .                                                                          |          |          |          |          |          |           |
| <b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge . . . .                                                                  |          |          |          |          |          |           |
| <b>6 Total.</b> Add lines 1 through 5 . . . .                                                                                                                                             | 101,825  | 107,419  | 99,458   | 99,582   | 104,809  | 513,093   |
| <b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons . . . .                                                                                                |          |          |          |          |          |           |
| <b>b</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 . . . .           |          |          |          |          |          |           |
| <b>c</b> Add lines 7a and 7b . . . .                                                                                                                                                      |          |          |          |          |          |           |
| <b>8 Public support</b> (Subtract line 7c from line 6.) . . . .                                                                                                                           |          |          |          |          |          | 513,093   |

**Section B. Total Support**

| Calendar year (or fiscal year beginning in) ►                                                                                                                                                                                     | (a) 2006 | (b) 2007 | (c) 2008 | (d) 2009 | (e) 2010 | (f) Total |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|----------|----------|----------|-----------|
| <b>9</b> Amounts from line 6 . . . .                                                                                                                                                                                              | 101,825  | 107,419  | 99,458   | 99,582   | 104,809  | 513,093   |
| <b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . .                                                                                 | 913      | (96)     | (7,343)  | 15       | 10       | (6,501)   |
| <b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 . . . .                                                                                                          |          |          |          |          |          |           |
| <b>c</b> Add lines 10a and 10b . . . .                                                                                                                                                                                            | 913      | (96)     | (7,343)  | 15       | 10       | (6,501)   |
| <b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on . . . .                                                                                     |          |          |          |          |          |           |
| <b>12</b> Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) . . . .                                                                                                                 |          |          |          |          |          |           |
| <b>13 Total support.</b> (Add lines 9, 10c, 11, and 12.) . . . .                                                                                                                                                                  | 102,738  | 107,323  | 92,115   | 99,597   | 104,819  | 506,592   |
| <b>14 First five years.</b> 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 <b>stop here</b> . . . . ► <input type="checkbox"/> |          |          |          |          |          |           |

**Section C. Computation of Public Support Percentage**

|                                                                                                          |           |       |
|----------------------------------------------------------------------------------------------------------|-----------|-------|
| <b>15</b> Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f)) . . . . | <b>15</b> | 101 % |
| <b>16</b> Public support percentage from 2009 Schedule A, Part III, line 15 . . . .                      | <b>16</b> | 101 % |

**Section D. Computation of Investment Income Percentage**

|                                                                                                                                                                                                                                                                                                                                                                                                 |           |         |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>17</b> Investment income percentage for <b>2010</b> (line 10c, column (f) divided by line 13, column (f)) . . . .                                                                                                                                                                                                                                                                            | <b>17</b> | (1.3) % |
| <b>18</b> Investment income percentage from <b>2009</b> Schedule A, Part III, line 17 . . . .                                                                                                                                                                                                                                                                                                   | <b>18</b> | (1.3) % |
| <b>19a 33<sup>1</sup>/<sub>3</sub>% support tests—2010.</b> If the organization did not check the box on line 14, and line 15 is more than 33 <sup>1</sup> / <sub>3</sub> %, and line 17 is not more than 33 <sup>1</sup> / <sub>3</sub> %, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization . . . . ► <input checked="" type="checkbox"/> |           |         |
| <b>b 33<sup>1</sup>/<sub>3</sub>% support tests—2009.</b> If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 <sup>1</sup> / <sub>3</sub> %, and line 18 is not more than 33 <sup>1</sup> / <sub>3</sub> %, check this box and <b>stop here</b> . The organization qualifies as a publicly supported organization . . . . ► <input type="checkbox"/>    |           |         |
| <b>20 Private foundation.</b> If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions . . . . ► <input type="checkbox"/>                                                                                                                                                                                                                           |           |         |

## Part IV

**Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Supplemental Information Regarding  
Fundraising or Gaming Activities

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

OMB No 1545-0047

2010

Open to Public  
Inspection

Name of the organization

Masterworks Choral Ensemble

Employer identification number

91-1240717

Part I

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

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.
- |                                                             |                                                                  |
|-------------------------------------------------------------|------------------------------------------------------------------|
| a <input type="checkbox"/> Mail solicitations               | e <input type="checkbox"/> Solicitation of non-government grants |
| b <input type="checkbox"/> Internet and email solicitations | f <input type="checkbox"/> Solicitation of government grants     |
| c <input type="checkbox"/> Phone solicitations              | g <input type="checkbox"/> Special fundraising events            |
| d <input type="checkbox"/> In-person solicitations          |                                                                  |
- 2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ Yes ☐ No
- b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

| (i) Name and address of individual or entity (fundraiser) | (ii) Activity | (iii) Did fundraiser have custody or control of contributions? |    | (iv) Gross receipts from activity | (v) Amount paid to (or retained by) fundraiser listed in col (i) | (vi) Amount paid to (or retained by) organization |
|-----------------------------------------------------------|---------------|----------------------------------------------------------------|----|-----------------------------------|------------------------------------------------------------------|---------------------------------------------------|
|                                                           |               | Yes                                                            | No |                                   |                                                                  |                                                   |
| 1                                                         |               |                                                                |    |                                   |                                                                  |                                                   |
| 2                                                         |               |                                                                |    |                                   |                                                                  |                                                   |
| 3                                                         |               |                                                                |    |                                   |                                                                  |                                                   |
| 4                                                         |               |                                                                |    |                                   |                                                                  |                                                   |
| 5                                                         |               |                                                                |    |                                   |                                                                  |                                                   |
| 6                                                         |               |                                                                |    |                                   |                                                                  |                                                   |
| 7                                                         |               |                                                                |    |                                   |                                                                  |                                                   |
| 8                                                         |               |                                                                |    |                                   |                                                                  |                                                   |
| 9                                                         |               |                                                                |    |                                   |                                                                  |                                                   |
| 10                                                        |               |                                                                |    |                                   |                                                                  |                                                   |
| Total                                                     |               |                                                                |    |                                   |                                                                  |                                                   |

- 3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing.

**Part II Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

|                 |                                                                            | (a) Event #1<br>Dinner Auction<br>(event type) | (b) Event #2<br>Gift Wrap Sale<br>(event type) | (c) Other events<br>(total number) | (d) Total events<br>(add col (a) through<br>col (c)) |
|-----------------|----------------------------------------------------------------------------|------------------------------------------------|------------------------------------------------|------------------------------------|------------------------------------------------------|
|                 |                                                                            |                                                |                                                |                                    |                                                      |
| Revenue         | 1 Gross receipts . . . . .                                                 | 21,838                                         | 1,273                                          |                                    | 23,111                                               |
|                 | 2 Less: Charitable contributions . . . . .                                 | 15,895                                         | 0                                              |                                    | 15,895                                               |
|                 | 3 Gross income (line 1 minus line 2) . . . . .                             | 5,943                                          | 1,273                                          |                                    | 7,216                                                |
| Direct Expenses | 4 Cash prizes . . . . .                                                    |                                                |                                                |                                    |                                                      |
|                 | 5 Noncash prizes . . . . .                                                 |                                                |                                                |                                    |                                                      |
|                 | 6 Rent/facility costs . . . . .                                            | 2,050                                          |                                                |                                    | 2,050                                                |
|                 | 7 Food and beverages . . . . .                                             | 3,200                                          |                                                |                                    | 3,200                                                |
|                 | 8 Entertainment . . . . .                                                  |                                                |                                                |                                    |                                                      |
|                 | 9 Other direct expenses . . . . .                                          | 4,061                                          | 796                                            |                                    | 4,857                                                |
|                 | 10 Direct expense summary. Add lines 4 through 9 in column (d) . . . . . ▶ |                                                |                                                |                                    | ( 10,107 )                                           |
|                 | 11 Net income summary. Combine line 3, column (d), and line 10 . . . . . ▶ |                                                |                                                |                                    | (2,891)                                              |

**Part III Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

|                 |                                                                               | (a) Bingo                                                           | (b) Pull tabs/instant<br>bingo/progressive bingo                    | (c) Other gaming                                                    | (d) Total gaming (add<br>col (a) through col (c)) |
|-----------------|-------------------------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------------------------------------|---------------------------------------------------|
|                 |                                                                               |                                                                     |                                                                     |                                                                     |                                                   |
| Revenue         | 1 Gross revenue . . . . .                                                     |                                                                     |                                                                     |                                                                     |                                                   |
| Direct Expenses | 2 Cash prizes . . . . .                                                       |                                                                     |                                                                     |                                                                     |                                                   |
|                 | 3 Noncash prizes . . . . .                                                    |                                                                     |                                                                     |                                                                     |                                                   |
|                 | 4 Rent/facility costs . . . . .                                               |                                                                     |                                                                     |                                                                     |                                                   |
|                 | 5 Other direct expenses . . . . .                                             |                                                                     |                                                                     |                                                                     |                                                   |
|                 | 6 Volunteer labor . . . . .                                                   | <input type="checkbox"/> Yes _____ %<br><input type="checkbox"/> No | <input type="checkbox"/> Yes _____ %<br><input type="checkbox"/> No | <input type="checkbox"/> Yes _____ %<br><input type="checkbox"/> No |                                                   |
|                 | 7 Direct expense summary. Add lines 2 through 5 in column (d) . . . . . ▶     |                                                                     |                                                                     |                                                                     | ( )                                               |
|                 | 8 Net gaming income summary. Combine line 1, column d, and line 7 . . . . . ▶ |                                                                     |                                                                     |                                                                     |                                                   |

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

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

b If "No," explain: \_\_\_\_\_

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

b If "Yes," explain: \_\_\_\_\_

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

Name ▶ \_\_\_\_\_

Address ►

- 15a** Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No
- b** If "Yes," enter the amount of gaming revenue received by the organization ► \$ \_\_\_\_\_ and the amount of gaming revenue retained by the third party ► \$ \_\_\_\_\_.
- c** If "Yes," enter name and address of the third party:

Name ▶

Address ►

- 16** Gaming manager information:

Name ► \_\_\_\_\_

Gaming manager compensation ▶ \$

Description of services provided ►

☐ Director/officer☐ Employee☐ Independent contractor

- 17** Mandatory distributions.
- a** Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No
- b** Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$

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

[illegible]

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.

► Attach to Form 990 or 990-EZ.

OMB No 1545-0047

**2010**

**Open to Public  
Inspection**

Name of the organization

**Masterworks Choral Ensemble**

Employer identification number

**91-1240717**

**Part I, Line 16, Other Expenses: Administrative Expenses \$2,980; Marketing Expenses \$2,038; Concert Expenses \$35,463;**

Conference \$475.

Total: \$40,956

**Part II, Line 24, Other Assets**

6/30/10

6/30/11

Accounts Receivable

3,722

PrePaid Expenses

938

705

Total

\$938

\$4,427

**Part II, Line 26, Total Liabilities**

6/3/10

6/30/11

Deferred Revenue

3,597

9,571

Expenses Payable

1,306

2,794

Total

\$4,903

\$12,365