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Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Trust Treated as Private Foundation

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018, or tax year beginning 01-01-2018, and ending 12-31-2018

Name of foundation
THE MEREDITH AND ROSEMARY WILLSON CHARIT
(AKA THE MUSIC MAN FOUNDATION)

Number and street (or P O box number if mail is not delivered to street address)
40 E MAIN ST NO 834

City or town, state or province, country, and ZIP or foreign postal code
NEWARK, DE 19711

G Check all that apply

☐ Initial return

☐ Initial return of a former public charity

☐ Final return

☐ Amended return

☐ Address change

☐ Name change

H Check type of organization

☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust

☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 68,595,802

J Accounting method

☒ Cash

☐ Accrual

☐ Other (specify)

(Part I, column (d) must be on cash basis)

A Employer identification number
46-1015108

B Telephone number (see instructions)
(310) 274-5854

C If exemption application is pending, check here

D 1. Foreign organizations, check here

2 Foreign organizations meeting the 85% test, check here and attach computation

E If private foundation status was terminated under section 507(b)(1)(A), check here

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here

Part I

Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)			
	2 Check ☒ if the foundation is not required to attach Sch B			
	3 Interest on savings and temporary cash investments			
	4 Dividends and interest from securities	1,744,876	1,744,876	
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10			
	b Gross sales price for all assets on line 6a			
	7 Capital gain net income (from Part IV, line 2)		0	
	8 Net short-term capital gain			
	9 Income modifications			
	10a Gross sales less returns and allowances			
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	2,214,536	2,214,536		
12 Total. Add lines 1 through 11	3,959,412	3,959,412		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	30,000	0	30,000
	14 Other employee salaries and wages	199,566	0	199,566
	15 Pension plans, employee benefits			
	16a Legal fees (attach schedule)	100,575	0	90,518
	b Accounting fees (attach schedule)	109,260	0	99,184
	c Other professional fees (attach schedule)	444,481	424,517	19,964
	17 Interest			
	18 Taxes (attach schedule) (see instructions)	43,509	0	43,509
	19 Depreciation (attach schedule) and depletion	173	0	
	20 Occupancy	3,682	0	3,682
	21 Travel, conferences, and meetings	17,942	0	17,942
	22 Printing and publications			
	23 Other expenses (attach schedule)	31,211	0	31,210
	24 Total operating and administrative expenses. Add lines 13 through 23	980,399	424,517	535,575
	25 Contributions, gifts, grants paid	2,997,605		2,997,605
	26 Total expenses and disbursements. Add lines 24 and 25	3,978,004	424,517	3,533,180
	27 Subtract line 26 from line 12			
	a Excess of revenue over expenses and disbursements	-18,592		
	b Net investment income (if negative, enter -0-)		3,534,895	
c Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2018)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		122,665	408,868	408,868
	2	Savings and temporary cash investments				
	3	Accounts receivable ▶ <u>26,096</u>				
		Less allowance for doubtful accounts ▶ _____			26,096	26,096
	4	Pledges receivable ▶ _____				
		Less allowance for doubtful accounts ▶ _____				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ _____				
		Less allowance for doubtful accounts ▶ _____				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)				
	c	Investments—corporate bonds (attach schedule)				
	11	Investments—land, buildings, and equipment basis ▶ _____				
	Less accumulated depreciation (attach schedule) ▶ _____					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)			52,947,327	52,699,286	56,132,035
14	Land, buildings, and equipment basis ▶ <u>1,734</u>					
	Less accumulated depreciation (attach schedule) ▶ <u>173</u>			0	1,561	1,561
15	Other assets (describe ▶ _____)			12,111,653	12,027,242	12,027,242
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)			65,181,645	65,163,053	68,595,802
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ _____)				
	23	Total liabilities (add lines 17 through 22)			0	0
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds			0	0
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			0	0
	29	Retained earnings, accumulated income, endowment, or other funds			65,181,645	65,163,053
	30	Total net assets or fund balances (see instructions)			65,181,645	65,163,053
31	Total liabilities and net assets/fund balances (see instructions) .			65,181,645	65,163,053	

Part III Analysis of Changes in Net Assets or Fund Balances			
1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	65,181,645
2	Enter amount from Part I, line 27a	2	-18,592
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	65,163,053
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	65,163,053

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2017	2,480,134	67,918,556	0 036516
2016	2,976,653	53,794,142	0 055334
2015	3,435,847	64,966,896	0 052886
2014	254,686	63,572,385	0 004006
2013	60,000	8,057,491	0 007446

2 Total of line 1, column (d)	2	0 156188
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years	3	0 031238
4 Enter the net value of noncharitable-use assets for 2018 from Part X, line 5	4	71,550,169
5 Multiply line 4 by line 3	5	2,235,084
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	35,349
7 Add lines 5 and 6	7	2,270,433
8 Enter qualifying distributions from Part XII, line 4	8	3,533,180

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b	1	35,349
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2.	3	35,349
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	35,349
6	Credits/Payments		
a	2018 estimated tax payments and 2017 overpayment credited to 2018	6a	35,810
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	0
d	Backup withholding erroneously withheld	6d	0
7	Total credits and payments. Add lines 6a through 6d.	7	35,810
8	Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	461
11	Enter the amount of line 10 to be Credited to 2019 estimated tax ☐ 461 Refunded ☐	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? (see Instructions for definition). If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0 (2) On foundation managers ☐ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ DE, CA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	No
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2018 or the taxable year beginning in 2018? See the instructions for Part XIV. If "Yes," complete Part XIV	9	No
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule. See instructions.	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement. See instructions.	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	Yes	
14	The books are in care of ► <u>COHEN PIVO & COMPANY</u> Telephone no ► <u>(310) 274-5854</u>			

Located at ► 10474 SANTA MONICA BLVD SUITE 405 LOS ANGELES CA ZIP+4 ► 90025

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —check here ► ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ► 15			
16	At any time during calendar year 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes", enter the name of the foreign country ►			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions.	1b		No
	Organizations relying on a current notice regarding disaster assistance check here. ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2018?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018? ☐ Yes ☒ No			
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2018 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2018).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2018?	4b		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	☐ Yes ☒ No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	☐ Yes ☐ No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	☐ Yes ☒ No		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(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 and deferred compensation	(e) Expense account, other allowances
TOM CAMP 132 SOUTH RODEO BEVERLY HILLS, CA 90212	PRESIDENT/DIRECTOR 12 00	15,000	0	0
AL PIVO 10474 SANTA MONICA BLVD SUITE 405 LOS ANGELES, CA 90025	VP & CFO/DIRECTOR 12 00	15,000	0	0
BARBARA SILBERBUSCH 132 SOUTH RODEO BEVERLY HILLS, CA 90212	SECRETARY 0 50	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SARAH LYDING 10474 SANTA MONICA BLVD STE 405 LOS ANGELES, CA 90025	EXECUTIVE DIRECTOR 40 00	195,166	0	0
Total number of other employees paid over \$50,000.				0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)
3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
WELLS FARGO ADVISORS 9665 WILSHIRE BLVD 10TH FLOOR BEVERLY HILLS, CA 90212	INVESTMENT ADVISOR FEES	424,517
GANG TYRE RAMER BROWN & PASSMAN INC 132 SOUTH RODEO DRIVE BEVERLY HILLS, CA 90212	LEGAL FEES	100,575
COHEN PIVO & CO CPA'S 10474 SANTA MONICA BLVD SUITE 405 LOS ANGELES, CA 90025	TAX, ACCOUNTING, AND BUSINESS MANAGEMENT FEES	100,575

Total number of others receiving over \$50,000 for professional services. **0**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See instructions.	
3	

Total. Add lines 1 through 3. **0**

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities.	1a	60,455,656
b	Average of monthly cash balances.	1b	159,284
c	Fair market value of all other assets (see instructions).	1c	12,024,825
d	Total (add lines 1a, b, and c).	1d	72,639,765
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	72,639,765
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,089,596
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	71,550,169
6	Minimum investment return. Enter 5% of line 5.	6	3,577,508

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6.	1	3,577,508
2a	Tax on investment income for 2018 from Part VI, line 5.	2a	35,349
b	Income tax for 2018 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	35,349
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	3,542,159
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	3,542,159
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	3,542,159

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26.	1a	3,533,180
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	3,533,180
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b. See instructions.	5	35,349
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,497,831

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2017	(c) 2017	(d) 2018
1 Distributable amount for 2018 from Part XI, line 7				3,542,159
2 Undistributed income, if any, as of the end of 2018				
a Enter amount for 2017 only.			3,311,192	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2018				
a From 2013.				
b From 2014.				
c From 2015.				
d From 2016.				
e From 2017.				
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2018 from Part XII, line 4 ▶ \$ 3,533,180				
a Applied to 2017, but not more than line 2a			3,311,192	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2018 distributable amount.				221,988
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2018 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions.		0		
e Undistributed income for 2017 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2018 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2019				3,320,171
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2013 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2019. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2014.				
b Excess from 2015.				
c Excess from 2016.				
d Excess from 2017.				
e Excess from 2018.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2018, enter the date of the ruling. ▶

b Check box to indicate whether the organization is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2018	(b) 2017	(c) 2016	(d) 2015	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a The name, address, and telephone number or email address of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	
b <i>Approved for future payment</i>				
Total			▶ 3b	

Enter gross amounts unless otherwise indicated

[illegible]

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | | |
|--|--|--------------|------------|-----------|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | Yes | No |
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | | |
| (1) Cash. | | 1a(1) | | No |
| (2) Other assets. | | 1a(2) | | No |
| b Other transactions | | | | |
| (1) Sales of assets to a noncharitable exempt organization. | | 1b(1) | | No |
| (2) Purchases of assets from a noncharitable exempt organization. | | 1b(2) | | No |
| (3) Rental of facilities, equipment, or other assets. | | 1b(3) | | No |
| (4) Reimbursement arrangements. | | 1b(4) | | No |
| (5) Loans or loan guarantees. | | 1b(5) | | No |
| (6) Performance of services or membership or fundraising solicitations. | | 1b(6) | | No |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. | | 1c | | No |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received | | | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here	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 taxpayer) is based on all information of which preparer has any knowledge.		
	*****	2019-11-14	*****
	_____ Signature of officer or trustee	_____ Date	_____ Title

May the IRS discuss this return with the preparer shown below
 (see instr.) ☒ **Yes** ☐ **No**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN P00045071
	Firm's name ▶ COHEN PIVO & COMPANY				Firm's EIN ▶ 95-4400038
	Firm's address ▶ 10474 SANTA MONICA BL 405 LOS ANGELES, CA 90025				Phone no (310) 274-5854

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ARTS AND MINDS PO BOX 250073 COLUMBIA UNIVERSITY STATION NEW YORK, NY 10025	N/A	N/A	SUPPORT RECIPIENT'S PROGRAM	5,000
ARTS AND SERVICES FOR DISABLED INC 3626 E PACIFIC COAST HIGHWAY LONG BEACH, CA 90804	N/A	N/A	SUPPORT RECIPIENT'S PROGRAM	100,000
ASTEP165 W 46TH STREET SUITE 1303 NEW YORK, NY 10036	N/A	N/A	SUPPORT RECIPIENT'S PROGRAM	20,000
Total ▶ 3a				2,997,605

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
BANDING TOGETHER 7840 MISSION CENTER COURT SUITE 205 SAN DIEGO, CA 92108	N/A	N/A	SUPPORT RECIPIENT'S PROGRAM	50,000
BOSTON COURT PERFORMING ARTS CENTER PO BOX 60187 PASADENA, CA 91116	N/A	N/A	SUPPORT RECIPIENT'S PROGRAM	4,000
CALIFORNIA ALLIANCE FOR ARTS EDUCATION 85 S GRAND AVENUE PASADENA, CA 91101	N/A	N/A	SUPPORT RECIPIENT'S PROGRAM	50,000
Total ▶ 3a				2,997,605

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CALIFORNIA COMMUNITY FOUNDATION 2251 S FIGUEROA STREET SUITE 400 LOS ANGELES, CA 90012	N/A	N/A	SUPPORT RECIPIENT'S PROGRAM	1,000,000
EDUCATION THROUGH MUSIC 122 EAST 42ND STREET SUITE 1501 NEW YORK, NY 10168	N/A	N/A	SUPPORT RECIPIENT'S PROGRAM	600,000
EDUCATION THROUGH MUSIC - LOS ANGELES 2501 W BURBANK BLVD BURBANK, CA 91505	N/A	N/A	SUPPORT RECIPIENT'S PROGRAM	365,000
Total ► 3a				2,997,605

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
JOHN F KENNEDY CENTER FOR THE PERFORMING ARTS 2700 F STREET NW WASHINGTON, DC 20566	N/A	N/A	SUPPORT RECIPIENT'S PROGRAM	50,000
LOS ANGELES COUNTY ARTS COMMISSION 1055 WILSHIRE BLVD SUITE 800 LOS ANGELES, CA 90017	N/A	N/A	SUPPORT RECIPIENT'S PROGRAM	125,000
RESOUNDING JOY INC 10455 SORRENTO VALLEY ROAD SUITE 208 SAN DIEGO, CA 92121	N/A	N/A	SUPPORT RECIPIENT'S PROGRAM	60,000
Total ▶ 3a				2,997,605

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE MASON CITY FOUNDATION 308 S PENNSYLVANIA AVE MASON CITY, IA 50402	N/A	N/A	SUPPORT RECIPIENT'S PROGRAM	56,350
UCLA FOUNDATION 10920 WILSHIRE BLVD SUITE 900 LOS ANGELES, CA 90024	N/A	N/A	SUPPORT RECIPIENT'S PROGRAM	50,000
VISTA DEL MAR CHILD AND FAMILY SERVICES 3200 MOTOR AVENUE LOS ANGELES, CA 90034	N/A	N/A	SUPPORT RECIPIENT'S PROGRAM	55,000
Total ► 3a				2,997,605

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
TRANSPORT GROUP INC 520 8TH AVENUE 3RD FLOOR SUITE 305 NEW YORK, NY 10018	N/A	N/A	SUPPORT RECIPIENT'S PROGRAM	1,000
CITY OF MASON CITY 10 FIRST STREET NW MASON CITY, IA 50401	N/A	N/A	SUPPORT RECIPIENT'S PROGRAM	16,285
CALIFORNIA STATE UNIVERSITY NORTHRIDGE FOUNDATION 18111 NORDOFF STREET NORTHRIDGE, CA 91330	N/A	N/A	SUPPORT RECIPIENT'S PROGRAM	55,000
Total ▶ 3a				2,997,605

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CHILDREN'S HOSPITAL LOS ANGELES 4650 SUNSET BLVD MS 29 LOS ANGELES, CA 90027	N/A	N/A	SUPPORT RECIPIENT'S PROGRAM	94,000
MEMORIAL MEDICAL CENTER FOUNDATION 2801 ATLANTIC AVE LONG BEACH, CA 90803	N/A	N/A	SUPPORT RECIPIENT'S PROGRAM	52,920
SHARP HEALTHCARE FOUNDATION 8695 SPECTRUM CENTER BLVD SAN DIEGO, CA 92123	N/A	N/A	SUPPORT RECIPIENT'S PROGRAM	61,550
Total ▶ 3a				2,997,605

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
THE MR HOLLAND'S OPUS FOUNDATION 4375 TUJUNGA AVE SUITE 330 STUDIO CITY, CA 91604	N/A	N/A	SUPPORT RECIPIENT'S PROGRAM	50,000
LOS ANGELES PHILHARMONIC ASSOCIATION 151 S GRAND AVE LOS ANGELES, CA 90012	N/A	N/A	SUPPORT RECIPIENT'S PROGRAM	50,000
MUSIC MENDS MINDS INC 2355 WESTWOOD BLVD 514 LOS ANGELES, CA 90064	N/A	N/A	SUPPORT RECIPIENT'S PROGRAM	500
Total ► 3a				2,997,605

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
CITY OF HOPE1500 DUARTE RD DUARTE, CA 91010	N/A	N/A	SUPPORT RECIPIENT'S PROGRAM	500
COLBURN SCHOOL200 S GRAND AVE LOS ANGELES, CA 90012	N/A	N/A	SUPPORT RECIPIENT'S PROGRAM	25,000
WO SMITH MUSIC SCHOOL PO BOX 121348 NASHVILLE, TN 37212	N/A	N/A	SUPPORT RECIPIENT'S PROGRAM	500
Total ▶ 3a				2,997,605

TY 2018 Accounting Fees Schedule

Name: THE MEREDITH AND ROSEMARY WILLSON CHARIT
(AKA THE MUSIC MAN FOUNDATION)

EIN: 46-1015108

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING & BUSINESS MANAGEMENT	100,760	0		90,684
AUDIT FEES	8,500	0		8,500

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2018 Depreciation Schedule

Name: THE MEREDITH AND ROSEMARY WILLSON CHARIT
(AKA THE MUSIC MAN FOUNDATION)

EIN: 46- 1015108

Depreciation Schedule

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
COMPUTER	2018-07-01	1,734		SL	5 0000000000000	173	0		

TY 2018 Explanation of Non-Filing with Attorney General Statement

Name: THE MEREDITH AND ROSEMARY WILLSON CHARIT
(AKA THE MUSIC MAN FOUNDATION)

EIN: 46-1015108

Statement:

THIS NONPROFIT CORPORATION WAS FORMED UNDER DELAWARE LAW, BUT DOES NOT CONDUCT BUSINESS IN DELAWARE. DELAWARE DOES NOT REQUIRE NONPROFIT CORPORATIONS FORMED UNDER DELAWARE LAW TO REGISTER WITH ITS ATTORNEY GENERAL'S OFFICE OR FILE ANNUAL SEPARATE FINANCIAL REPORTS TO THE STATE.

TY 2018 Investments - Other Schedule

Name: THE MEREDITH AND ROSEMARY WILLSON CHARIT
(AKA THE MUSIC MAN FOUNDATION)

EIN: 46-1015108

Investments Other Schedule 2

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
WELLS FARGO ACCOUNT X0949	AT COST	48,904,195	52,514,189
WELLS FARGO ACCOUNT X9017	AT COST	2,403,144	2,226,646
CNS X3569	AT COST	1,391,666	1,390,919
CNS X199887	AT COST	281	281

**TY 2018 Land, Etc.
Schedule**

Name: THE MEREDITH AND ROSEMARY WILLSON CHARIT
(AKA THE MUSIC MAN FOUNDATION)

EIN: 46-1015108

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
COMPUTER	1,734	173	1,561	1,561

TY 2018 Legal Fees Schedule

Name: THE MEREDITH AND ROSEMARY WILLSON CHARIT
(AKA THE MUSIC MAN FOUNDATION)

EIN: 46-1015108

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	100,575	0		90,518

TY 2018 Other Assets Schedule

Name: THE MEREDITH AND ROSEMARY WILLSON CHARIT
(AKA THE MUSIC MAN FOUNDATION)

EIN: 46-1015108

Other Assets Schedule

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
INTELLECTUAL PROPERTY	11,120,000	11,120,000	11,120,000
GT 88	86,828	0	0
MEMORABILIA	500,000	500,000	500,000
MASON CITY PROPERTIES	404,825	404,825	404,825
SECURITY DEPOSIT		2,417	2,417

TY 2018 Other Expenses Schedule

Name: THE MEREDITH AND ROSEMARY WILLSON CHARIT
(AKA THE MUSIC MAN FOUNDATION)

EIN: 46-1015108

Other Expenses Schedule

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FILING FEES	630	0		630
INSURANCE	16,748	0		16,748
OFFICE EXPENSES	3,889	0		3,888
COMMISSIONS	930	0		930
INFORMATION TECHNOLOGY	6,564	0		6,564
DUES	1,345	0		1,345
PARKING	1,105	0		1,105

TY 2018 Other Income Schedule

Name: THE MEREDITH AND ROSEMARY WILLSON CHARIT
(AKA THE MUSIC MAN FOUNDATION)

EIN: 46-1015108

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
LICENSING - MUSIC ROYALTIES	1,957,493	1,957,493	1,957,493
GT 88	257,043	257,043	257,043

TY 2018 Other Professional Fees Schedule

Name: THE MEREDITH AND ROSEMARY WILLSON CHARIT
(AKA THE MUSIC MAN FOUNDATION)

EIN: 46-1015108

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING SERVICES	19,964	0		19,964
INVESTMENT ADVISOR FEES	424,517	424,517		0

TY 2018 Taxes Schedule

Name: THE MEREDITH AND ROSEMARY WILLSON CHARIT
(AKA THE MUSIC MAN FOUNDATION)

EIN: 46-1015108

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL	20,000	0		20,000
FOREIGN	3,728	0		3,728
STATE - CALIFORNIA	8,186	0		8,186
PAYROLL	11,595	0		11,595