FINANCIAL STATEMENTS
Together with Independent Auditors' Report
FEBRUARY 28, 2011 AND 2010



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INDEPENDENT AUDITORS' REPORT

To the Board of Directors of Music for All, Inc. and Affiliate:

We have audited the accompanying combined statements of financial position of Music for All, Inc. and Affiliate as of February 28, 2011 and 2010, and the related statements of activities, functional expenses, and cash flows for the years then ended. These financial statements are the responsibility of the Organizations' management. Our responsibility is to express an opinion on these financial statements based on our audits. The prior year summarized comparative information has been derived from the Organizations' 2010 financial statements and, in our report dated June 8, 2010; we expressed an unqualified opinion on those financial statements.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Music for All, Inc. and Affiliate as of February 28, 2011 and 2010, and the results of their operations and cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

The accompanying financial statements have been prepared assuming that the Organizations will continue as a going concern. As discussed in Note 12 to the financial statements, the Organizations have a net deficit in unrestricted and total net assets. This condition could raise substantial doubt about the Organizations' ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 12. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

Greenwalt CPAs, one.

COMBINED STATEMENTS OF FINANCIAL POSITION FEBRUARY 28, 2011 AND 2010

			<b>LIABILITIES AND</b>		
<u>ASSETS</u>	<u>2011</u>	<u>2010</u>	NET ASSETS (ACCUMULATED DEFICIT)	<u>2011</u>	<u>2010</u>
CURRENT ASSETS			CURRENT LIABILITIES		
Cash and cash equivalents	\$ 560,206	\$ 629,128	Accounts payable	\$ 19,966	\$ 115,674
Accounts receivable, net of allowance for doubtful			Accrued expenses	158,285	101,136
accounts of \$52,400 and \$40,400 in 2011 and 2010	896,870	663,940	Prepaid event income	1,991,065	1,711,445
Inventory	8,971	11,502			
Prepaid expenses	118,130	194,453	Total current liabilities	2,169,316	1,928,255
Total current assets	1,584,177	1,499,023	LONG-TERM LIABILITIES		
			Deferred trust liability	41,692	42,700
INVESTMENTS			Reserve for license fees	37,019	36,864
Marketable securities	136,879	116,377			
			Total long-term liabilities	78,711	79,564
PROPERTY AND EQUIPMENT					
Property and equipment	1,524,628	1,500,482	Total liabilities	2,248,027	2,007,819
Accumulated depreciation	(1,300,647)	(1,196,745)			
Net property and equipment	223,981	303,737	COMMITMENTS AND CONTINGENCY (Notes 10 and 11)		
OTHER ASSETS			NET ASSETS (ACCUMULATED DEFICIT)		
Trademark	20,000	20,000	Unrestricted	(486,297)	(340,222)
			Temporarily restricted	62,589	132,155
			Permanently restricted	140,718	139,385
			Total accumulated deficit	[282,990]	(68,682)
	\$ 1,965,037	\$ 1,939,137		\$ 1,965,037	\$ 1,939,137

COMBINED STATEMENT OF ACTIVITIES

FOR THE YEAR ENDED FEBRUARY 28, 2011

WITH SUMMARIZED COMPARATIVE INFORMATION FOR THE YEAR ENDED FEBRUARY 28, 2010

	<u>UNR</u>	<u>ESTRICTED</u>		MANENTLY STRICTED	2011 <u>TOTAL</u>		2010 <u>TOTAL</u>
REVENUE							
Event fees	\$	736,124	\$ -	\$ -	\$ 736,124	\$	777,627
Housing and meal fees		946,749	-	-	946,749		952,917
Ticket fees		1,755,040	-		1,755,040		1,798,789
Band fees		406,370	-	-	406,370		428,924
Relocation revenue		20,849	-	-	20,849		22,079
Merchandise sales		59,953	-	-	59,953		61,995
Program book sales		115,955	-	-	115,955		125,916
Photography commissions		71,797	-	-	71,797		70,001
Video commissions and fees		168,482	-	-	168,482		200,532
Merchandise commissions		196,612	-	-	196,612		191,315
Sponsorships		710,537	-	-	710,537		781,792
Contributions		57,275	292	1,333	58,900		73,374
In-kind contributions		257,766	-	-	257,766		242,199
Grants		41,735	-	-	41,735		47,685
Interest		1,172	-	-	1,172		3,401
Loss on disposal of assets		-	-	-	-		(22,505)
Realized and unrealized gain on investments		20,648	-	-	20,648		33,344
Miscellaneous		34,399	-	-	34,399		31,245
Net assets released from restrictions		69,858	 (69,858)	 	 -		
Total revenue		5,671,321	 [69,566]	 1,333	5,603,088		5,820,630
EXPENSES							
Program		4,931,234	-	-	4,931,234		4,837,418
Fundraising		291,170	-	-	291,170		318,379
General and administrative		594,992	 	 	 594,992		426,602
Total expenses		5,817,396	 	 	5,817,396		5,582,399
CHANGE IN NET ASSETS		(146,075)	[69,566]	1,333	(214,308)		238,231
NET ASSETS (ACCUMULATED DEFICIT), BEGINNING OF YEAR		(340,222)	132,155	 139,385	[68,682]	_	(306,913)
NET ASSETS (ACCUMULATED DEFICIT), END OF YEAR	\$	[486,297]	\$ 62,589	\$ 140,718	\$ (282,990)	\$	(68,682)

COMBINED STATEMENT OF FUNCTIONAL EXPENSES

FOR THE YEAR ENDED FEBRUARY 28, 2011

WITH SUMMARIZED COMPARATIVE INFORMATION FOR THE YEAR ENDED FEBRUARY 28, 2010

		ROGRAM (PENSES		DRAISING PENSES	ADMI	ERAL AND NISTRATIVE <u>PENSES</u>		2011 <u>TOTAL</u>		2010 <u>TOTAL</u>
EVENTS										
Awards and trophies	\$	109,498	\$	-	\$	-	\$	109,498	\$	116,441
Scholarships		-		-		9,213		9,213		6,000
Clinicians' and judges' fees		604,721		-		-		604,721		507,253
Copyright fees		106,989		-		-		106,989		90,804
Cost of merchandise sold		192,446		-		-		192,446		221,622
Equipment rental		88,419		-		-		88,419		85,210
Event promotion		65,347		16,404		17,439		99,190		124,116
Facility rental		620,077		-		-		620,077		608,310
Participants' housing and meals		898,710		-		-		898,710		936,040
Outside services		648,766		1,350		7,152		657,268		661,284
Other events expenses		213,117		1,233		1,662		216,012		152,916
Total events and activities		3,548,090		18,987		35,466		3,602,543		3,509,996
PERSONNEL RELATED										
Salaries and contract employees		717,353		234,558		176,966		1,128,877		1,182,252
Salaries - payroll taxes		46,697		9,459		11,674		67,830		77,915
403(b) contribution		11,574		1,631		2,893		16,098		-
Staff travel, housing and meals		5,684		290		2,382		8,356		12,118
Group insurance		45,474		5,438		11,368		62,280		75,406
Other personnel related expenses		6,639		1,300		1,660		9,599		10,140
Total personnel related		833,421		252,676		206,943		1,293,040		1,357,831
BUILDING AND FACILITY										
Depreciation and amortization		83,121		_		20,780		103,901		115,769
Rental - office building		192,951		_		48,204		241,155		241,155
Repairs and maintenance		16,349		_		3,985		20,334		22,083
Telephone and utilities		13,959		_		3,490		17,449		17,731
Total building and facility		306,380		-		76,459		382,839		396,738
OFFICE AND ADMINISTRATIVE										
Board of directors expense		3,052		-		763		3,815		8,287
Computer services and supplies		45,691		4,188		17,523		67,402		60,578
Business insurance		55,811		-		13,953		69,764		67,548
Interest		7,431		_		1,858		9,289		20,859
Franchise, sales, and income taxes		10,950		-		-		10,950		11,571
Other office and administrative		120,408		15,319		32,035		167,762		148,991
Non-recurring reorganization expenses						209,992		209,992		-
Total office and administrative		243,343		19,507		276,124		538,974		317,834
	¢		¢	291,170	¢	594,992	\$		\$	
	Ψ	4,931,234	Ψ	271,170	Ψ	J74,77Z	Ψ	5,817,396	Ψ	5,582,399

# DECREASE IN CASH AND CASH EQUIVALENTS

	<u>2011</u>	<u>2010</u>
CASH FLOWS FROM OPERATING ACTIVITIES  Cash received from program activities and contributors	\$ 5,357,184	\$ 5,551,700
Cash paid to suppliers and employees	(5,393,990)	(5,305,681)
Interest expense	(9,289)	(20,859)
Interest income	1,172	3,401
Net cash and cash equivalents provided by (used in) operating activities	[44,923]	228,561
CASH FLOWS FROM INVESTING ACTIVITIES		
Capital expenditures	(24,145)	(6,337)
Proceeds from sale of investments	102,850	53
Purchases of investments	(102,704)	
Net cash and cash equivalents used in investing activities	(23,999)	[6,284]
CASH FLOWS FROM FINANCING ACTIVITIES		
Net repayments on line of credit		(489,494)
Net cash and cash equivalents used in financing activities		[489,494]
DECREASE IN CASH AND CASH EQUIVALENTS	(68,922)	(267,217)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	629,128	896,345
CASH AND CASH EQUIVALENTS, END OF YEAR	\$ 560,206	\$ 629,128

# RECONCILIATION OF CHANGE IN NET ASSETS TO NET CASH AND CASH EQUIVALENTS PROVIDED BY (USED IN) OPERATING ACTIVITIES

		<u>2011</u>	<u>2010</u>
CHANGE IN NET ASSETS	\$	(214,308)	\$ 238,231
ADJUSTMENTS TO RECONCILE CHANGE IN NET ASSETS TO NET CASH AN CASH EQUIVALENTS PROVIDED BY (USED IN) OPERATING ACTIVITIES	D		
Depreciation and amortization		103,901	115,759
Loss on disposal of fixed assets		-	22,505
Realized and unrealized gain on investments		(20,648)	(33,344)
(Increase) decrease in operating assets:			
Accounts receivable		(232,930)	335,714
Inventory		2,531	(1,184)
Prepaid expenses		76,323	(116,123)
Increase (decrease) in operating liabilities:			
Accounts payable		(95,708)	49,207
Accrued expenses		57,149	(49,141)
Prepaid event income		279,620	(333,792)
Deferred trust liability		(1,008)	(939)
Reserve for license fees		155	1,668
Total adjustments		169,385	 (9,670)
NET CASH AND CASH EQUIVALENTS PROVIDED BY (USED IN) OPERATING ACTIVITIES	\$	[44,923]	\$ 228,561

# 1. NATURE OF ACTIVITIES AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

#### **GENERAL**

Music for All, Inc. (Music for All) is an Illinois not-for-profit corporation whose mission is to create, provide and expand positively life-changing experiences through music for all. The Organization is one of the largest and most influential national music education organizations in support of active music-making, combining programming at a national level with active and ongoing advocacy for the music education and the arts. The majority of the Organization's revenues come from program registrations and sponsorships.

The combined financial statements include the activities of Music for All Foundation (Foundation), an organization affiliated through common control, which awards grants and scholarships to further music education.

#### PRINCIPLES OF CONSOLIDATION AND COMBINATION

The accompanying financial statements include the accounts of Music for All and the Foundation (the Organizations). All significant transactions and balances between the Organizations have been eliminated.

#### BASIC ACCOUNTING POLICY

The accompanying financial statements have been prepared on the accrual basis of accounting. The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

#### SUMMARIZED COMPARATIVE INFORMATION

The financial statements include certain prior year summarized comparative information in total, but not by net asset class and functional expense class. Such information does not include sufficient detail to constitute a presentation in conformity with GAAP. Accordingly, such information should be read in conjunction with the Organizations' financial statements for the year ended February 28, 2010, from which the summarized information was derived.

#### Contributions

Contributions are recognized when the donor makes an unconditional promise to give to the Organizations and are recorded at their fair values as revenues and assets in the year a contributions acknowledgement is received. Contributions that are restricted by the donor are reported as increases in unrestricted net assets if the restrictions expire in the year in which the contributions are recognized. All other donor-restricted contributions are reported as increases in temporarily restricted net assets. When a restriction expires, temporarily restricted net assets are reclassified to unrestricted net assets.

# 1. NATURE OF ACTIVITIES AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

#### **NET ASSET CLASSIFICATIONS**

As required by Accounting Standards for the Presentation of Financial Statements of Not-For-Profit Organizations, the Organizations are required to report information regarding the changes in and total of each of the net asset classes, based upon donor restrictions, as applicable. Net assets are to be classified as unrestricted, temporarily restricted and permanently restricted.

The following classes of net assets are maintained:

#### **UNRESTRICTED NET ASSETS**

The unrestricted net asset class includes general and board designated assets and liabilities of the Organizations. The unrestricted net assets of the Organizations may be used at the discretion of management to support the Organizations' purposes and operations. The Board of Directors has designated a portion of the unrestricted assets to be used in the event of an emergency in the amount of \$93,655 at February 28, 2011.

#### TEMPORARILY RESTRICTED NET ASSETS

The temporarily restricted net asset class includes assets of the Foundation related to gifts with explicit donor-imposed restrictions that have not been met as to a specified purpose or to later periods of time or after specified dates. Donor designated promises to give that are due in future periods and are not permanently restricted are classified as temporarily restricted net assets. Temporarily restricted net assets are comprised of the following at February 28, 2011 and 2010:

	<u>2011</u>	<u>2010</u>
National Association of Uniform Manufacturers and Distributors	\$ 1,000	\$ 1,000
Mark Jolesch Scholarship	3,373	5,372
McLeroy Scholarship Fund	882	882
Camp Scholarship Fund	292	300
Summer Symposium	-	1,930
The Paynter Project	2,909	2,909
Mark Williams Fund	1,450	1,450
Summer Symposium – Music For All, Inc.	-	1,000
Lilly Endowment, Inc fundraising	2,683	67,312
Guitar Center, Inc.	 50,000	 50,000
	\$ 62,589	\$ 132,155

# 1. NATURE OF ACTIVITIES AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

# Permanently Restricted Net Assets

The permanently restricted net asset class includes assets of the Foundation for which the donor has stipulated that the contribution be maintained in perpetuity. Donor imposed restrictions limiting the use of the assets or its economic benefit neither expire with the passage of time nor can be removed by satisfying a specific purpose. Permanently restricted net assets are comprised of the following at February 28, 2011 and 2010:

	<u>2011</u>	<u>2010</u>
Honor Band Chair Endowment	\$ 50,750	\$ 50,750
L.J. Hancock Memorial Endowment	32,853	32,038
Sandy Feldstein Legacy Fund	35,432	34,914
Fred J Miller Scholarship Fund	21,000	21,000
Foundation Endowment	 683	 683
	\$ 140,718	\$ 139,385

#### CASH AND CASH EQUIVALENTS

For purposes of the statement of cash flows, the Organizations consider all highly liquid temporary cash investments purchased with a maturity of three months or less to be cash equivalents.

#### RECEIVABLES AND CREDIT POLICIES

Accounts receivable are stated at the amount billed. Account balances with invoices over 90 days past the due date are considered delinquent. In addition to management attempting collection on all accounts over 90 days, those accounts are placed on hold status until payment arrangements are made.

Payments of accounts receivable are allocated to the specific invoices identified on the remittance advice or, if unspecified, the participant is contacted to determine to which outstanding invoices to apply payment.

Management individually reviews all accounts receivable balances that exceed 90 days past due. Accounts are called on to notify past due amounts and establish payment plans. Receivable balances are not written off as bad debts until approved by the Board of Directors.

#### **INVENTORY**

Inventory, consisting of audio and video recordings, has been valued at the lower of cost or market on a first-in, first-out (FIFO) basis.

NOTES TO COMBINED FINANCIAL STATEMENTS FEBRUARY 28, 2011 AND 2010

# 1. NATURE OF ACTIVITIES AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

# PROPERTY AND EQUIPMENT

Property and equipment are recorded at cost and depreciation is computed using straight-line and accelerated methods over the estimated useful lives of the assets (5-10 years for furniture and equipment). Leasehold improvements are amortized over the term of the lease.

#### **OTHER ASSETS**

A trademark was acquired during the 2007 merger and was recorded at the previous entity's cost. The trademark is reviewed for impairment on an annual basis.

#### RESERVE FOR LICENSE FEES

The financial statements include a reserve liability for management's estimate of royalties and license fees due (or potentially due) on sales for the past three years on video tapes of special events sold to the general public, but not for tapes sold prior to the three year period. Provisions to the reserve are based on total audio/video sales during the year.

#### REVENUE RECOGNITION

Event fees and related revenue are recognized in the period in which the event occurs. Amounts collected in advance are recorded as prepaid event income. Sales and commissions are recognized when earned.

Donors' unconditional promises to give cash and other assets are required to be recognized as contribution revenue in the period the promises are made. Promises which are conditional or which are not supported by appropriate documentation are not recognized as contribution revenue until conditions have been satisfied or amounts have been received. Donations of material and supplies, including the use of a facility, are recorded as revenue (in-kind contributions) and applicable expense at their estimated fair value at the date of the donation.

#### IN-KIND CONTRIBUTIONS

During the years ended February 28, 2011 and 2010, contributed services, goods, and use of facilities were received by the Organizations. The fair market value of these services, goods and facilities of \$257,766 and \$242,199 (of which \$241,020 is rent for each year) for the years ended February 28, 2011 and 2010, has been reflected in the accompanying financial statements. Accordingly, these transactions have been treated as non-cash transactions and are properly excluded from the statement of cash flows.

NOTES TO COMBINED FINANCIAL STATEMENTS FEBRUARY 28, 2011 AND 2010

# 1. NATURE OF ACTIVITIES AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

#### **EXPENSE ALLOCATION**

Expenses have been classified as event expenses (program services), fundraising, and general and administrative expenses based on the actual direct expenditures and cost allocation based on estimates of time and usage by the Organizations' personnel and programs.

#### **ADVERTISING COSTS**

The Organizations incurred \$21,543 and \$15,702 in advertising expense for the years ended February 28, 2011 and 2010, respectively. These costs were expensed as incurred.

#### FAIR VALUE MEASUREMENTS

Accounting Standards for Fair Value Measurement define fair value as the exchange price that would be received for an asset or paid to transfer a liability (exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants at the measurement date. Those standards also establish a three-level fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value, giving highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements).

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the reporting entity has the ability to access at the measurement date. Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 3 inputs are unobservable inputs for the asset or liability.

Assets measured on a recurring basis at February 28, 2011 and 2010 are as follows:

# 1. NATURE OF ACTIVITIES AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

2011	Ę,	<u>ir Value</u>	P Ma Io	Quoted rices in Active rkets for Jentical Assets	Significant Other Observable Inputs (Level 2)		Signific Unobser Input <u>(Level</u>		
Mutual funds	<u> </u>	<u>III value</u>	<u>[T</u>	<u>-evel 1)</u>	<u>(Lev</u>	<u>et 2)</u>	<u>[Le</u>	<u>vei oj</u>	
Growth	\$	37,517	\$	37,517	\$	_	\$	_	
Value	Ψ	28,800	Ψ	28,800	Ψ	_	Ψ	_	
Blended		24,376		24,376		-		-	
Diversified		24,370		24,370		-		-	
emerging markets		2,530		2,530					
Fixed income		2,550		2,330		-		-	
		20.277		20.272					
Bond		38,344		38,343		-		-	
Bank loan		5,312		5,312			Φ.	-	
	\$	136,879	\$	136,879	\$		\$		
2010			Quoted Prices in Active Markets for Identical Assets		Significant Other Observable Inputs		Significant Unobservable Inputs		
	<u>Fa</u>	<u>ir Value</u>	<u>[[</u>	<u>-evel 1)</u>	(Lev	<u>el 2)</u>	<u>[Le</u>	<u>vel 3)</u>	
Mutual funds									
Growth	\$	32,684	\$	32,684	\$	-	\$	-	
Value		24,251		24,251		-		-	
Blended		17,370		17,370		-		-	
Fixed income									
Real estate		2,403		2,403		-		-	
Bond		36,979		36,979		-		-	

# 1. NATURE OF ACTIVITIES AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, CONTINUED

			P Ma Io	Quoted rices in Active rkets for Ientical Assets	Observable Inputs		Unobs	ificant ervable outs
	Fa	air Value	<u>(Level 1)</u>		(Lev	<u>el 2)</u>	<u>(Level 3)</u>	
Fixed income								
Money market	\$	1,053	\$	1,053	\$	-	\$	-
Common stock								
Financial institution		1,637		1,637		_		_
	\$	116,377	\$	116,377	\$		\$	_

Following is a description of the valuation methodologies used for assets measured at fair market value:

- Common stock Valued at the closing price reported in the active market.
- Mutual funds and fixed income Valued at the net asset value of shares held by the Organizations at yearend as quoted in the active market.

The valuation methodologies have not changed at February 28, 2011 or 2010.

#### SUBSEQUENT EVENTS

Subsequent events have been evaluated by Management through July 27, 2011, which is the date the financial statements were available to be issued.

# 2. ENDOWMENT FUNDS

The Organizations' endowment consists of donor permanently restricted contributions that were made to provide a source of income for scholarships. As required by Generally Accepted Accounting Principles (GAAP), net assets associated with endowment funds are classified and reported based on the existence or absence of donor-imposed restrictions.

#### INTERPRETATION OF RELEVANT LAW

The Board of Directors of the Organizations have interpreted the State Prudent Management of Institutional Funds Act (SPMIFA) as requiring the preservation of the purchasing power of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Organizations classify as permanently restricted net assets the original value of gifts donated to the permanent endowment. In accordance with SPMIFA, the Organizations consider the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

# 2. ENDOWMENT FUNDS, CONTINUED

- (1) The duration and preservation of the fund
- (2) The purposes of the Organizations and the donor-restricted endowment fund
- (3) General economic conditions
- (4) The possible effect of inflation and deflation
- (5) The expected total return from income and the appreciation of investments
- (6) Other resources of the Organizations
- (7) The investment policies of the Organizations.

Changes in Endowment Net Assets for the year ended February 28:

	<u>2011</u>	<u>2010</u>	
Endowment net assets, beginning of year	\$ 139,385	\$ 110,942	
Donations	1,333	7,443	
Transfer in	-	21,000	
Expenditures	 -	 -	
Endowment net assets, end of year	\$ 140,718	\$ 139,385	

#### RETURN OBJECTIVES AND RISK PARAMETERS

The Organizations have adopted investment policies for endowment assets that attempt to provide a predictable stream of funding to programs supported by the endowment while seeking to maintain the purchasing power of the endowment assets. Endowment assets include those assets of donor-restricted funds that the Organizations must hold in perpetuity.

# STRATEGIES EMPLOYED FOR ACHIEVING OBJECTIVES

To satisfy long-term rate-of-return objectives, the Organizations rely on a total return strategy administered by PNC Investments in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). PNC Investments targets a diversified asset allocation that places a greater emphasis on long-term growth and a reasonable return.

# SPENDING POLICY AND HOW THE INVESTMENT OBJECTIVES RELATE TO SPENDING POLICY

The Organizations have a policy whereby disbursements can be made up to 5% of the endowment's previous year fund balance for the Organizations' scholarships. This is consistent with the Organizations' objective to maintain the purchasing power of the endowment assets held in perpetuity or for a specified term as well as to provide additional real growth through investment return.

# 3. Investments

Consistent with Accounting Standards for Investments Held by Not-for-Profits, investments in equity securities with readily determinable fair values and all investments in debt securities are measured at fair value in the statements of financial position. Unrealized gains and losses are based on the differences between cost and fair value of each classification of security and are reported in the statement of activities. Fair market value is determined by quoted prices in the active market.

Cost and fair value of investments at February 28, 2011 and 2010 are as follows:

	2011			2010		
	Fair		2011	Fair	2010	
	<u>Value</u>		<u>Cost</u>	<u>Value</u>	<u>Cost</u>	
Marketable Securities	\$ 136,879	\$	119,470	\$ 116,377	\$ 100,569	

# 4. PROPERTY AND EQUIPMENT

Property and equipment at February 28, 2011 and 2010 is as follows:

	<u>2011</u>	<u>2010</u>
Leasehold improvements	\$ 763,638	\$ 763,638
Capitalized software	12,000	-
Furniture and equipment	 748,990	 736,844
	1,524,628	1,500,482
Accumulated depreciation	 (1,300,647)	(1,196,745)
	\$ 223,981	\$ 303,737

# 5. Prepaid Event Income

The Organizations record prepaid event income when funds are collected in advance for events. Once the event takes place, the funds are recognized as income. The prepaid account also includes sponsorship income that is contractually obligated to the Organizations. Income is recognized as the Organizations fulfill the contract requirements. Prepaid event income as of February 28, 2011 and 2010 was \$1,991,065 and \$1,711,445, respectively.

# 6. BANK LINE OF CREDIT

Music for All maintained a \$650,000 line of credit with a bank that expired in April 2011. The line of credit bore interest at the LIBOR rate plus 4.0% with a 5.0% minimum (5.0% at February 28, 2011). Music for All had no outstanding balance on the line of credit at February 28, 2011 and 2010, respectively. The line of credit was secured by Music for All's assets.

In April 2011, Music for All renewed its line of credit agreement. The new line of credit agreement allows for a \$620,000 line of credit which matures in April 2012. The new line of credit will bear interest at LIBOR plus 4.0%, with a minimum interest rate of 5.0% and is secured by Music For All's assets.

NOTES TO COMBINED FINANCIAL STATEMENTS FEBRUARY 28, 2011 AND 2010

# 7. DEFERRED TRUST LIABILITY

Music for All received a charitable gift annuity trust of \$75,000 during the year ended February 29, 2008. Under this trust agreement, Music for All is required to pay the donor \$4,125 annually, in quarterly installments. Music for All has recorded a deferred trust liability for the estimated value of these payments. The deferred trust liability was \$41,692 and \$42,700 at February 28, 2011 and February 28, 2010, respectively.

#### 8. Tax Status

Music for All is a non-profit corporation, exempt from income taxes under Section 501(c)(3) of the U.S. Internal Revenue Code and has been classified as an organization that is not a private foundation under Section 509(a) of the Internal Revenue Code.

Accounting Standards for Income Taxes provide detailed guidance for financial statement recognition, measurement, and disclosure of uncertain tax positions recognized in an enterprise's financial statements.

Music for All regularly evaluates its activities to determine that they are in compliance with its tax-exempt purposes. Currently, the Organization's management does not believe it is engaged in any activities that would generate unrelated business income or create an uncertain tax position. All tax periods prior to 2008 are no longer subject to examination.

# 9. EMPLOYEE BENEFIT PLAN

Music for All maintains a Section 403(b) salary reduction retirement plan. The plan covers essentially all salaried employees who have completed one year of service. The plan agreement provides for discretionary employer matching contributions. In August 2008, the match was suspended. However, beginning in March 2010, the discretionary match has been reinstated at an amount not to exceed 3% of the employee's annual salary. The matching contributions are subject to a six-year graded vesting schedule that provides 20% vesting after two years of service and 20% per year thereafter (100% vested after six years of service). Music for All's contributions for the years ended February 28, 2011 and February 28, 2010 totaled \$16,098 and \$0, respectively.

# 10. <u>LEASES</u>

Music for All has a lease with the Redevelopment Commission of the City of Indianapolis, Indiana (lessor) for office space. The lease expires June 2012. Music for All is responsible for paying the utilities and is required to comply with certain programmatic commitments to the City of Indianapolis. If Music for All does not comply, it must pay base rent at the rate of \$12 per square foot per year.

The lessor has certain rights to terminate the lease if it receives a certain offer by another tenant. Music for All may elect to match the offer and remain in the space or vacate the space and receive \$40,000 for each year remaining on the lease. The estimated fair market value of this lease is approximately \$20,000 per month. Accordingly, the annual fair market value of the lease is \$241,020, as noted in Note 1, which is recorded as an inkind contribution for the leased office space.

During the year ended February 28, 2011, Music for All extended its lease with the Redevelopment Commission with the City of Indianapolis, Indiana. The lease extends from July 2013 through June 2023. The straight-line payments are \$16,738 per month.

Music for All also leases office equipment under various operating leases expiring March 2013.

# 10. <u>Leases, Continued</u>

Future minimum lease payments required under these leases are as follows for the years ending February 28:

2012	\$ 16,488
2013	16,488
2014	150,388
2015	217,338
2016	214,590
Thereafter	 1,472,900
	\$ 2,088,192

Equipment rental expense for the years ended February 28, 2011 and 2010 for these leases amounted to \$16,380 and \$21,141, respectively. Music for All rents other equipment on a temporary basis for camps and other activities.

# 11. COMMITMENTS

Music for All has contracted with the Capital Improvement Board of Managers of Marion County, Indiana to host a regional competition and its Grand National competition at Lucas Oil Stadium annually through 2012. Both agreements have an exit clause, but require a percentage of the booking fee to be paid upon cancellation of the event. The regional competition will be held in Lucas Oil Stadium at a rate of \$230,812 for the three years, through November 2012. The Grand National competition held in Indianapolis will be held in Lucas Oil Stadium at a rate of \$973,086 for the three years, through November 2012.

Music for All has contracted with CopyCat Music Licensing of La Crosse, Wisconsin, to assist and obtain rights to use various copyrighted music for sponsored competitions, DVDs, audio downloads and CDs through September 30, 2013. CopyCat Music Licensing is to be paid \$66,000, \$69,025 and \$40,425 for each of the years ending February 28, 2012, February 29, 2013 and February 28, 2014.

# 12. Going Concern

As shown in the accompanying financial statements, the Organization had a decrease in net assets of approximately \$214,000 for the year ended February 28, 2011, and as of that date, the Organizations' current liabilities exceeded its current assets by approximately \$585,000 and the Organizations had a net deficit in their Unrestricted Net Assets and total Net Assets. While those factors create some uncertainty about the Organizations' ability to continue as a going concern, the Organizations continue to pursue and stay on plan to improve the financial position and eliminate their accumulated deficit. The budget for fiscal year 2012 shows an increase in net assets of approximately \$200,000.



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#### INDEPENDENT AUDITORS' REPORT ON SUPPLEMENTARY INFORMATION

To the Board of Directors of Music for All, Inc. and Affiliate

Our audits of the February 28, 2011 and 2010 combined financial statements were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. Our report on the basic financial statements appears on page one. The accompanying information shown in Exhibits I through VI is presented for the purpose of additional analysis and is not a required part of the basic financial statements. The combining information for the years ended February 28, 2011 and 2010 has not been subjected to the auditing procedures applied in the audit of basic financial statements.

Greenwalt CPAs, one.

July 27, 2011

ASSETS		USIC R ALL		C FOR ALL NDATION		NATIONS	2011 TOTAL	- -	2010 ΓΟΤΑL
CURRENT ASSETS									
Cash and cash equivalents	\$	550,755	\$	9,451	\$	-	\$ 560,206	\$	629,128
Accounts receivable, net of allowance for doubtful									
accounts of \$52,400 and \$40,400 in 2011 and 2010		896,696		174		-	896,870		663,940
Accounts receivable - related party		-		319		(319)	-		-
Inventory		8,971		-		-	8,971		11,502
Prepaid expenses		118,130	<u> </u>	-			 118,130		194,453
Total current assets	1	,574,552		9,944		(319)	 1,584,177		1,499,023
INVESTMENTS									
Marketable securities		_		136,879		_	136,879		116,377
				<u> </u>	-		 		
PROPERTY AND EQUIPMENT									
Property and equipment	1	,516,779		7,849		-	1,524,628		1,500,482
Accumulated depreciation and amortization	[1	,292,798)		(7,849)		_	 [1,300,647]		[1,196,745]
Net property and equipment		223,981					 223,981		303,737
OTHER ASSETS							00.000		00.000
Trademark		20,000					 20,000		20,000
	\$ 1	,818,533	\$	146,823	\$	(319)	\$ 1,965,037	\$	1,939,137
<u>LIABILITIES AND NET ASSETS</u>									
CURRENT LIABILITIES									
Accounts payable	\$	19,966	\$	_	\$	_	\$ 19,966	\$	115,674
Accounts payable - related party	·	300		19	,	(319)	_	Ċ	-
Accrued expenses		154,285		4,000		-	158,285		101,136
Prepaid event income	1	,991,065		-		_	1,991,065		1,711,445
Total current liabilities	2	,165,616		4,019		(319)	 2,169,316		1,928,255
LONG-TERM LIABILITIES									
Deferred trust liability		41,692		-		-	41,692		42,700
Reserve for license fees		37,019		-		-	37,019		36,864
Total long-term liabilities		78,711	<u> </u>			_	78,711		79,564
Total liabilities	2	,244,327		4,019		(319)	 2,248,027		2,007,819
NET ASSETS (ACCUMULATED DEFICIT)									
Unrestricted		(478,478)		(7,819)		_	(486,297)		(340,222)
Temporarily restricted		52,684		9,905		_	62,589		132,155
Permanently restricted		-		140,718		_	140,718		132,133
. Simulating restricted	-	(425,794)		142,804	-		 (282,990)		(68,682)
					-		 		
	\$ 1	,818,533	\$	146,823	\$	(319)	\$ 1,965,037	\$	1,939,137

COMBINING STATEMENT OF ACTIVITIES

FOR THE YEAR ENDED FEBRUARY 28, 2011

WITH SUMMARIZED COMPARATIVE INFORMATION FOR THE YEAR ENDED FEBRUARY 28, 2010

	UNRESTRICTED				PORARILY TRICTED	PERMANENTLY RESTRICTED		
	MUSIC FOR ALL	MUSIC FOR ALL FOUNDATION	TOTAL	MUSIC FOR ALL	MUSIC FOR ALL FOUNDATION	MUSIC FOR ALL FOUNDATION	2011 TOTAL	2010 <u>TOTAL</u>
REVENUE								
Event fees	\$ 736,124	\$ -	\$ 736,124	\$ -	\$ -	\$ -	\$ 736,124	\$ 777,627
Housing and meal fees	946,749	-	946,749	-	-	-	946,749	952,917
Ticket fees	1,755,040	-	1,755,040	-	-	-	1,755,040	1,798,789
Band fees	406,370	-	406,370	-	-	-	406,370	428,924
Relocation revenue	20,849	-	20,849	-	-	-	20,849	22,079
Merchandise sales	59,953	-	59,953	-	-	-	59,953	61,995
Program book sales	115,955	-	115,955	-	-	-	115,955	125,916
Photography commissions	71,797	-	71,797	-	-	-	71,797	70,001
Video commissions and fees	168,482	-	168,482	-	-	-	168,482	200,532
Merchandise commissions	196,612	-	196,612	-	-	-	196,612	191,315
Sponsorships	710,537	-	710,537	-	-	-	710,537	781,792
Contributions	56,774	501	57,275	-	292	1,333	58,900	73,374
In-kind contributions	257,766	-	257,766	-	-	-	257,766	242,199
Grants	41,735	-	41,735	-	-	-	41,735	47,685
Interest	1,170	2	1,172	-	-	-	1,172	3,401
Loss on disposal of assets	-	-	-	-	-	-	-	(22,505)
Realized and unrealized gain on investments	-	20,648	20,648	-	-	-	20,648	33,344
Miscellaneous	34,399	-	34,399	-	-	-	34,399	31,245
Net assets released from restrictions	65,628	4,230	69,858	(65,628)	[4,230]			
Total revenue	5,645,940	25,381	5,671,321	(65,628)	(3,938)	1,333	5,603,088	5,820,630
EXPENSES								
Program	4,931,234	9,213	4,940,447	-	-	-	4,940,447	4,837,418
Fundraising	291,170	-	291,170	-	-	-	291,170	318,379
General and administrative	584,082	1,697	585,779				585,779	426,602
Total expenses	5,806,486	10,910	5,817,396				5,817,396	5,582,399
CHANGE IN NET ASSETS	(160,546)	14,471	(146,075)	(65,628)	(3,938)	1,333	(214,308)	238,231
NET ASSETS (DEFICIT), BEGINNING OF PERIOD	(317,932)	(22,290)	(340,222)	118,312	13,843	139,385	(68,682)	(306,913)
NET ASSETS (DEFICIT), END OF PERIOD	\$ (478,478)	\$ (7,819)	\$ (486,297)	\$ 52,684	\$ 9,905	\$ 140,718	\$ (282,990)	\$ (68,682)

Exhibit II

COMBINING SCHEDULE OF FUNCTIONAL EXPENSES

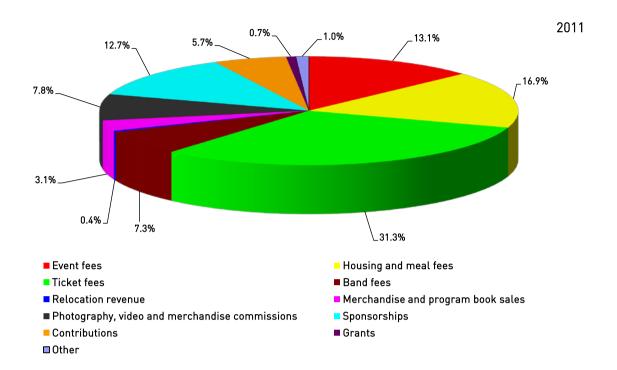
FOR THE YEAR ENDED FEBRUARY 28, 2011

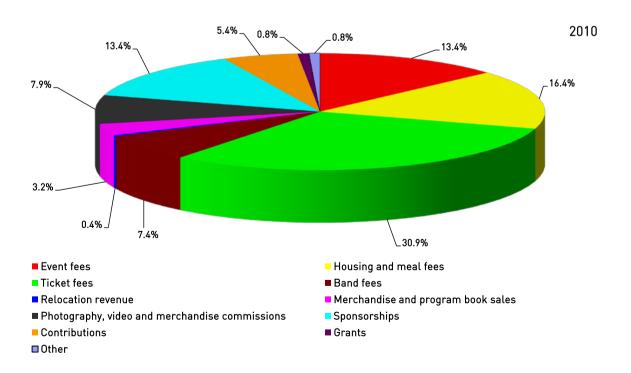
WITH SUMMARIZED COMPARATIVE INFORMATION FOR THE YEAR ENDED FEBRUARY 28, 2010

Exhibit III

			MUSIC	FOR ALL		MUSIC FOR ALL FOUNDATION		
	PF	ROGRAM	FUNDRAISING	GENERAL & ADMINISTRATIVE EXPENSES	TOTAL	FDN EXPENSES	2011 <u>TOTAL</u>	2010 TOTAL
EVENTS AND CONTESTS								
Awards and trophies	\$	109,498	\$ -	\$ -	\$ 109,498	\$ -	\$ 109,498	\$ 116,441
Scholarships		-	-	-	-	9,213	9,213	6,000
Clinicians and judges fees		604,721	=	=	604,721	=	604,721	507,253
Copyright fees		106,989	-	-	106,989	-	106,989	90,804
Cost of merchandise sold		192,446	-	-	192,446	-	192,446	221,622
Equipment rental		88,419	-	-	88,419	-	88,419	85,210
Event promotion		65,347	16,404	17,439	99,190	-	99,190	124,116
Facility rental		620,077	-	-	620,077	-	620,077	608,310
Participants' housing and meals		898,710	-	-	898,710	-	898,710	936,040
Outside services		648,766	1,350	5,619	655,735	1,533	657,268	661,284
Other events expenses		213,117	1,233	1,662	216,012		216,012	152,916
Total events and contests		3,548,090	18,987	24,720	3,591,797	10,746	3,602,543	3,509,996
PERSONNEL RELATED								
Salaries and contract employees		717,353	234,558	176,966	1,128,877	≘	1,128,877	1,182,252
Salaries - payroll taxes		46,697	9,459	11,674	67,830	≘	67,830	77,915
403(b) contribution		11,574	1,631	2,893	16,098	≘	16,098	≘
Staff travel, housing and meals		5,684	290	2,382	8,356	=	8,356	12,118
Group insurance		45,474	5,438	11,368	62,280	≘	62,280	75,406
Other personnel related expenses		6,639	1,300	1,660	9,599	<u> </u>	9,599	10,140
Total personnel related		833,421	252,676	206,943	1,293,040	=	1,293,040	1,357,831
BUILDING AND FACILITY								
Depreciation and amortization		83,121	=	20,780	103,901	=	103,901	115,769
Rental - office building		192,951	=	48,204	241,155	=	241,155	241,155
Repairs and maintenance		16,349	-	3,985	20,334	-	20,334	22,083
Telephone and utilities		13,959	-	3,490	17,449	-	17,449	17,731
Total building and facility		306,380	-	76,459	382,839		382,839	396,738
OFFICE AND ADMINISTRATIVE								
Board of directors expense		3,052	_	763	3,815	_	3,815	8,287
Computer services and supplies		45,691	4,188	17,523	67,402	_	67,402	60,578
Business insurance		55,811		13,953	69,764	_	69,764	67,548
Interest		7,431	_	1,858	9,289		9,289	20,859
Franchise, sales, and income taxes		10,950	_	1,000	10,950	_	10,950	
Other office and administrative		120,408	15,319	31,871	167,598	164	167,762	11,571 148,991
		120,408	15,319	·		164	•	148,991
Non-recurring reorganization expenses				209,992	209,992		209,992	
Total office and administrative		243,343	19,507	275,960	538,810	164	538,974	317,834
	\$	4,931,234	\$ 291,170	\$ 584,082	\$ 5,806,486	\$ 10,910	\$ 5,817,396	\$ 5,582,399

		201	1		2010			
	MUSIC	MUSIC FOR ALL		MUSIC	MUSIC FOR ALL			
	FOR ALL	FOUNDATION	ELIMINATIONS TO	TAL FOR ALL	FOUNDATION Eliminations	<u>TOTAL</u>		
REVENUE								
Event fees	\$ 736,124	\$ -	\$ - \$ 7	736,124 \$ 777,627	\$ - \$ -	\$ 777,627		
Housing and meal fees	946,749	-	- 9	946,749 952,917		952,917		
Ticket fees	1,755,040	-	- 1,7	755,040 1,798,789		1,798,789		
Band fees	406,370	-	- 4	406,370 428,924		428,924		
Relocation revenue	20,849	-	-	20,849 22,079		22,079		
Merchandise sales	59,953	-	-	59,953 61,995		61,995		
Program book sales	115,955	-	- 1	115,955 125,916		125,916		
Photography commissions	71,797	-	-	71,797 70,001		70,001		
Video commissions and fees	168,482	-	- 1	168,482 200,532		200,532		
Merchandise commissions	196,612	-	- 1	196,612 191,315		191,315		
Sponsorships	710,537	-	- 7	710,537 781,792		781,792		
Contributions	56,774	2,126	-	58,900 63,938	9,436 -	73,374		
In-kind contributions	257,766	-	- 2	257,766 242,199		242,199		
Grants	41,735	-	-	41,735 47,685		47,685		
Interest	1,170	2	-	1,172 3,386	15 -	3,401		
Loss on sale of assets	-	-	-	- (22,505)		(22,505)		
Realized and unrealized gain on investments	-	20,648	-	20,648 -	33,344 -	33,344		
Miscellaneous	34,399	<u> </u>	<del></del>	34,399 31,245	- <u> </u>	31,245		
Total revenue	5,580,312	22,776	5,6	5,777,835	42,795 -	5,820,630		
EXPENSES								
Program	4,931,234	9,213	- 4,9	940,447 4,837,418		4,837,418		
Fundraising	291,170	-	- 2	291,170 318,379		318,379		
General and administrative	584,082	1,697	<u> </u>	585,779 418,322	8,280 -	426,602		
Total expenses	5,806,486	10,910		5,574,119	8,280 -	5,582,399		
CHANGE IN NET ASSETS	(226,174)	11,866	- (2	214,308) 203,716	34,515 -	238,231		
NET ASSETS (ACCUMULATED DEFICIT), BEGINNING OF PERIOD	[199,620]	130,938		[68,682] [403,336]	96,423 -	(306,913)		
NET ASSETS (ACCUMULATED DEFICIT), END OF PERIOD	\$ (425,794)	\$ 142,804	\$ - \$ (2	282,990) \$ (199,620)	\$ 130,938 \$ -	\$ [68,682]		





2011

