OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
SECURITIES AND CHARITIES DIVISION

IN THE MATTER OF:	)	
	)	
	)	
MusiCares Foundation, Inc.	)	**Administrative Proceeding**
3402 Pico Blvd.	)	**Number: C-09-0106**
Santa Monica, CA 90405	)	
	)	
Respondent	)	

CONSENT AGREEMENT

I.

The Securities and Charities Division of the Mississippi Secretary of State's Office ("Division"), having the authority to administer and to provide for the enforcement of all provisions of the Mississippi Charitable Solicitations Act ("Act"), and Respondent do hereby enter into this Consent Agreement in resolution of the following allegations by the Division of violations of certain provisions of the Act:

1. Respondent is a "charitable organization" as defined in section 79-11-501(a)(1) (2001) of the Act;

2. Between June 30, 3008, and March 1, 2009, the Respondent solicited contributions from individuals in Mississippi;

3. Between June 30, 2008 and March 1, 2009, no effective registration statement of the Respondent was on file with the Division as required by the Act;

4. Therefore, Respondent solicited contributions from Mississippi residents during the period in question in violation of section 79-11-503(1) of the Act.

II.

Respondent, under the terms of this Consent Agreement and solely for the purpose of resolving the foregoing allegations, stipulates without a hearing to the matters set forth above in Paragraph I. Respondent consents to the issuance of this Consent Agreement and further consents to and agrees to the undertakings contained herein with no formal administrative hearing and determination of wrongdoing. Furthermore, the undersigned agent for Respondent acknowledges that he has been lawfully vested with the authority to enter into this Consent Agreement on behalf of Respondent.

III.

THEREFORE, in consideration of a final resolution of the matters set forth herein, the Division and Respondent hereby agree and stipulate as follows:

1. Respondent stipulates to the jurisdiction of the Division as to all matters contained herein under the authority of the Act and acknowledges that the issuance of this Consent Agreement is solely for the purpose of resolving the matters set forth herein.

2. The Division shall impose a penalty upon the Respondent in the amount of Seven Thousand Five Hundred Dollars ($7,500.00). Respondent shall remit payment to the Division, payable to the "Mississippi Secretary of State" upon execution of this Agreement.

3. This Consent Agreement is in resolution of the matters contained herein. As a result of this Consent Agreement, the matters contained herein cannot be used as a basis for action by the Division except in determining any penalty as may be imposed by the Division for any future violations of the Act committed by the Respondent and as set forth below.

4. Respondent agrees that it will comply with the provisions of the Act as currently in effect or as may be subsequently amended.

IV.

In the event Respondent fails or neglects to comply with any of the terms, stipulations or undertakings set forth in this Consent Agreement, the Division may, without notice to Respondent, unilaterally rescind this Agreement and institute any legal or administrative proceedings it deems appropriate including, but not limited to, proceedings to address the matters set forth herein.

C. DELBERT HOSEMANN, JR.
Secretary of State

By: _____
TANYA G. WEBBER
Asst. Secretary of State
Securities and Charities Division

Date: 4/28/09

MusiCares Foundation, Inc.

By: _____
Sign Name

Print Name: JUDY WONG

Title: Controller

Date: 2/11/10