

Return of Organization Exempt From Income Tax

2011

Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

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

A For the 2011 calendar year, or tax year beginning 7/01, **2011, and ending** 6/30, **2012**

B Check if applicable:	C	D Employer Identification Number
<input type="checkbox"/> Address change	SAN DIEGO OPERA ASSOCIATION 1200 THIRD AVE, 18TH FLOOR SAN DIEGO, CA 92101-4112	95-6044429
<input type="checkbox"/> Name change		E Telephone number
<input type="checkbox"/> Initial return		619-232-7636
<input type="checkbox"/> Terminated		G Gross receipts \$ 12,642,935.
<input type="checkbox"/> Amended return		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
<input type="checkbox"/> Application pending	F Name and address of principal officer: IAN CAMPBELL SAME AS C ABOVE	H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If 'No,' attach a list. (see instructions)
I Tax-exempt status	J Website: WWW.SDOPERA.COM	
<input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 501(c) () ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527	K Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶	
L Year of Formation: 1953		M State of legal domicile: CA

Part I Summary

1	Briefly describe the organization's mission or most significant activities: <u>TO PRODUCE AND PRESENT OPERA & OTHER VOCAL ARTS IN SAN DIEGO & OTHER COMMUNITIES, TO CREATE SETS & COSTUMES FOR THE THEATRE ARTS & TO PROMOTE GREATER INTEREST IN MUSIC, DRAMA & ALLIED ARTS THROUGH EDUCATION, LECTURE, TELEVISION & RADIO PROGRAMS.</u>		
2	Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
3	Number of voting members of the governing body (Part VI, line 1a)	3	47
4	Number of independent voting members of the governing body (Part VI, line 1b)	4	47
5	Total number of individuals employed in calendar year 2011 (Part V, line 2a)	5	406
6	Total number of volunteers (estimate if necessary)	6	261
7a	Total unrelated business revenue from Part VIII, column (C), line 12	7a	-5,684.
7b	Net unrelated business taxable income from Form 990-T, line 34	7b	-5,684.
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	6,935,179.	5,453,055.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	5,581,949.	6,311,713.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	807,985.	488,771.
	12 Total revenue — add lines 8 through 11 (must equal Part VIII, column (A), line 12)	-92,833.	-175,875.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	13,232,280.	12,077,664.
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	8,369,630.	7,278,922.
	16a Professional fundraising fees (Part IX, column (A), line 11e)		
	b Total fundraising expenses (Part IX, column (D), line 25) ▶ 1,863,281.		
17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24e)	7,196,126.	8,038,383.	
18 Total expenses. Add lines 13-17 (must equal Part IX, column (A), line 25)	15,565,756.	15,317,305.	
19 Revenue less expenses. Subtract line 18 from line 12	-2,333,476.	-3,239,641.	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	24,827,061.	20,456,551.
	22 Net assets or fund balances. Subtract line 21 from line 20	4,564,765.	4,033,082.
		20,262,296.	16,423,469.

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here	Signature of officer	Date	
	STACY KELLNER ROSENBERG	EXECUTIVE VP	
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date
	JULIE A. FIRL	JULIE A. FIRL	
	Firm's name ▶ LEAF & COLE, LLP	Firm's EIN ▶ 95-2076568	Check <input checked="" type="checkbox"/> if self-employed
Firm's address ▶ 2810 CAMINO DEL RIO SOUTH, SUITE 200	Phone no. 619.294.7200	PTIN P00085551	
	SAN DIEGO, CA 92108-3820		

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III [X]

1 Briefly describe the organization's mission:

SEE SCHEDULE O

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? [] Yes [X] No

If 'Yes,' describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? [] Yes [X] No

If 'Yes,' describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code: []) (Expenses \$ 10,867,407. including grants of \$ []) (Revenue \$ 6,311,713.)

IN 2012, SAN DIEGO OPERA PRODUCED FOUR PRODUCTIONS AND SIXTEEN PERFORMANCES THROUGHOUT THE FOUR-MONTH SEASON (JANUARY - APRIL) ALONG WITH A SPECIAL CONCERT EVENT IN SAN DIEGO'S DOWNTOWN CIVIC THEATRE. OPERAS ARE PRODUCED AND STAGED COMPLETELY BY SAN DIEGO OPERA AND FEATURE INTERNATIONALLY RENOWNED ARTISTS. THE CHORUS AND STAGE CREW ARE DRAWN FROM THE LOCAL COMMUNITY, AND SAN DIEGO SYMPHONY IS CONTRACTED AS THE ORCHESTRA. SAN DIEGO OPERA HAS A SCENIC STUDIO THAT BUILDS SETS AND COSTUMES FOR MANY OF ITS PRODUCTIONS AND FOR THEATRICAL ARTS ORGANIZATIONS AND COMMERCIAL TRADE SHOWS AROUND THE COUNTRY. AS PART OF ITS MISSION TO MAKE OPERA ACCESSIBLE TO ALL, SAN DIEGO OPERA OFFERS EXTENSIVE OPERA EDUCATION AND OUTREACH PROGRAMS, WHICH SERVE ADULTS AND SCHOOL CHILDREN IN SAN DIEGO COUNTY AND NORTHERN MEXICO, WITH A SPECIAL EMPHASIS ON DISADVANTAGED CHILDREN.

4b (Code: []) (Expenses \$ [] including grants of \$ []) (Revenue \$ [])

4c (Code: []) (Expenses \$ [] including grants of \$ []) (Revenue \$ [])

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

(Expenses \$ [] including grants of \$ []) (Revenue \$ [])

4e Total program service expenses ▶ 10,867,407.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If 'Yes,' complete Schedule A.</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If 'Yes,' complete Schedule C, Part I.</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If 'Yes,' complete Schedule C, Part II.</i>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If 'Yes,' complete Schedule C, Part III.</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If 'Yes,' complete Schedule D, Part I.</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? <i>If 'Yes,' complete Schedule D, Part II.</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If 'Yes,' complete Schedule D, Part III.</i>		X
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If 'Yes,' complete Schedule D, Part IV.</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If 'Yes,' complete Schedule D, Part V.</i>	X	
11 If the organization's answer to any of the following questions is 'Yes', then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings and equipment in Part X, line 10? <i>If 'Yes,' complete Schedule D, Part VI.</i>	X	
b Did the organization report an amount for investments— other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If 'Yes,' complete Schedule D, Part VII.</i>	X	
c Did the organization report an amount for investments— program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If 'Yes,' complete Schedule D, Part VIII.</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If 'Yes,' complete Schedule D, Part IX.</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If 'Yes,' complete Schedule D, Part X.</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If 'Yes,' complete Schedule D, Part X.</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If 'Yes,' complete Schedule D, Parts XI, XII, and XIII.</i>	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional.</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If 'Yes,' complete Schedule E.</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If 'Yes,' complete Schedule F, Parts I and IV.</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If 'Yes,' complete Schedule F, Parts II and IV.</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If 'Yes,' complete Schedule F, Parts III and IV.</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If 'Yes,' complete Schedule G, Part I (see instructions).</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If 'Yes,' complete Schedule G, Part II.</i>	X	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If 'Yes,' complete Schedule G, Part III.</i>		X
20a Did the organization operate one or more hospital facilities? <i>If 'Yes,' complete Schedule H.</i>		X
b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If 'Yes,' complete Schedule I, Parts I and II.</i>		X
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If 'Yes,' complete Schedule I, Parts I and III.</i>		X
23 Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If 'Yes,' complete Schedule J.</i>	X	
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, and that was issued after December 31, 2002? <i>If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25.</i>		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If 'Yes,' complete Schedule L, Part I.</i>		X
25b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If 'Yes,' complete Schedule L, Part I.</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If 'Yes,' complete Schedule L, Part II.</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If 'Yes,' complete Schedule L, Part III.</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
28a A current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV.</i>		X
28b A family member of a current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV.</i>		X
28c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If 'Yes,' complete Schedule L, Part IV.</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M.</i>	X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If 'Yes,' complete Schedule M.</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I.</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If 'Yes,' complete Schedule N, Part II.</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If 'Yes,' complete Schedule R, Part I.</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1.</i>		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
35b Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If 'Yes,' complete Schedule R, Part V, line 2.</i>		X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If 'Yes,' complete Schedule R, Part V, line 2.</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If 'Yes,' complete Schedule R, Part VI.</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O.	X	

BAA

Form 990 (2011)

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V.

		Yes	No
1 a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.		
1 b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable		
1 c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
2 a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.		
2 b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?	X	
Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)			
3 a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
3 b	If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O.		
4 a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
4 b	If 'Yes,' enter the name of the foreign country: ▶ _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5 a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5 b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5 c	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?		
6 a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
6 b	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7 Organizations that may receive deductible contributions under section 170(c).			
7 a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	X	
7 b	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?	X	
7 c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
7 d	If 'Yes,' indicate the number of Forms 8282 filed during the year.		
7 e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
7 f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
7 g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7 h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9 Sponsoring organizations maintaining donor advised funds.			
9 a	Did the organization make any taxable distributions under section 4966?		
9 b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10 Section 501(c)(7) organizations. Enter:			
10 a	Initiation fees and capital contributions included on Part VIII, line 12.		
10 b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11 Section 501(c)(12) organizations. Enter:			
11 a	Gross income from members or shareholders.		
11 b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)		
12 a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12 b	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year.		
13 Section 501(c)(29) qualified nonprofit health insurance issuers.			
13 a	Is the organization licensed to issue qualified health plans in more than one state?		
Note. See the instructions for additional information the organization must report on Schedule O.			
13 b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		
13 c	Enter the amount of reserves on hand		
14 a	Did the organization receive any payments for indoor tanning services during the tax year?		X
14 b	If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O.		

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

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1 a	Enter the number of voting members of the governing body at the end of the tax year. 1 a 47 If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
b	Enter the number of voting members included in line 1a, above, who are independent. 1 b 47		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee? SEE SCHEDULE O	X	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed? SEE SCH. O	X	
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders? SEE SCHEDULE O	X	
7 a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body? SEE SCHEDULE O	X	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a	The governing body?	X	
b	Each committee with authority to act on behalf of the governing body?	X	
9	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O.		X

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

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

Section C. Disclosure

- 17** List the states with which a copy of this Form 990 is required to be filed ▶ CA
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
 Own website Another's website Upon request
- 19** Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year. **SEE SCHEDULE O**
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization:
 ▶ MICHAEL LOWRY 1200 THIRD AVE, 18TH FLOOR SAN DIEGO CA 92101-4112 619-232-7636

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

Check if Schedule O contains a response to any question in this Part VII. X

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1 a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of 'key employee.'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

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

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
SEE SCHEDULE O										
(1) ELIZABETH AGUIAR DIRECTOR	1	X					0.	0.	0.	
(2) RAFFAELLA BELANICH DIRECTOR	1	X					0.	0.	0.	
(3) HARRY COOPER DIRECTOR	1	X					0.	0.	0.	
(4) KAREN COHN PRESIDENT	1	X		X			0.	0.	0.	
(5) MARSHA A. CHANDLER, PH. DIRECTOR	1	X					0.	0.	0.	
(6) OLIVIA FARRELL DIRECTOR	1	X					0.	0.	0.	
(7) LEE CLARK DIRECTOR	1	X					0.	0.	0.	
(8) ESTHER J. BURNHAM LIFE DIRECTOR	1	X					0.	0.	0.	
(9) JOHN F. IPPOLITO DIRECTOR	1	X					0.	0.	0.	
(10) ANN IRWIN DIRECTOR	1	X					0.	0.	0.	
(11) HARRY F. HIXSON, JR DIRECTOR	1	X					0.	0.	0.	
(12) JENNIFER GREENFIELD VICE PRESIDENT	1	X					0.	0.	0.	
(13) COURTNEY ANN COYLE, ESQ DIRECTOR	1	X					0.	0.	0.	
(14) TERESA FISCHLOWITZ DIRECTOR	1	X					0.	0.	0.	

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

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Sch O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) LYNDA KERR DIRECTOR	1	X					0.	0.	0.	
(16) BAMBOS I. CHARALAMBOUS DIRECTOR	1	X					0.	0.	0.	
(17) ALEX LUKIANOV DIRECTOR	1	X					0.	0.	0.	
(18) DAVID KLEINFELD VICE PRESIDENT	1	X					0.	0.	0.	
(19) ROBERT B. HORSMAN VICE PRESIDENT	1	X					0.	0.	0.	
(20) LUIS A. NUNEZ DIRECTOR	1	X					0.	0.	0.	
(21) JEANNE JONES DIRECTOR	1	X					0.	0.	0.	
(22) MARY KEOUGH LYMAN DIRECTOR	1	X					0.	0.	0.	
(23) MARGARET JACKSON DIRECTOR	1	X					0.	0.	0.	
(24) COLETTE CARSON ROYSTON DIRECTOR	1	X					0.	0.	0.	
(25) MARY E. LYONS, PH.D. DIRECTOR	1	X					0.	0.	0.	
1 b Sub-total							0.	0.	0.	
c Total from continuation sheets to Part VII, Section A							1,637,494.	0.	75,024.	
d Total (add lines 1b and 1c)							1,637,494.	0.	75,024.	
2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization ▶ 13										

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If 'Yes,' complete Schedule J for such individual.</i>	3 X	
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If 'Yes' complete Schedule J for such individual.</i>	4 X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If 'Yes,' complete Schedule J for such person.</i>	5	X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ▶ 0		

Department of the Treasury
Internal Revenue Service

Name of the Organization: **SAN DIEGO OPERA ASSOCIATION**
Employer Identification number: **95-6044429**

Part VII Continuation: Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
MOSES URBANO DIRECTOR	1	X					0.	0.	0.	
TIM RAFALOVICH DIRECTOR	1	X					0.	0.	0.	
STACY KELLNER ROSENBERG EXECUTIVE VP	1	X		X			0.	0.	0.	
SARAH B. MARSH-REBELO DIRECTOR	1	X					0.	0.	0.	
FRANCES R. MARSHALL SECRETARY	1	X		X			0.	0.	0.	
KAREN SEDGWICK-TYLER VP FINANCE	1	X		X			0.	0.	0.	
JEFFREY LIPINSKY DIRECTOR	1	X					0.	0.	0.	
SHERYL WHITE VICE PRESIDENT	1	X					0.	0.	0.	
JEREMIAH B. ROBINS DIRECTOR	1	X					0.	0.	0.	
TERESA NORTON DIRECTOR	1	X					0.	0.	0.	
DANITZA VILLANUEVA DIRECTOR	1	X					0.	0.	0.	
LORI WALTON DIRECTOR	1	X					0.	0.	0.	
ELLEN SCRIPPS DIRECTOR	1	X					0.	0.	0.	
IRIS LYNN STRAUSS LIFE DIRECTOR	1	X					0.	0.	0.	
CHERYL A. FISHER, ESQ DIRECTOR	1	X					0.	0.	0.	
CLAIRE REISS VICE PRESIDENT	1	X					0.	0.	0.	
M. FAYE WILSON LIFE DIRECTOR	1	X					0.	0.	0.	
TOM MELODY DIRECTOR	1	X					0.	0.	0.	
TONY THORNLEY DIRECTOR	1	X					0.	0.	0.	
JAMES A. MERRITT, M.D. DIRECTOR	1	X					0.	0.	0.	
ANNE OTTERSON DIRECTOR	1	X					0.	0.	0.	

Department of the Treasury
Internal Revenue Service

Name of the Organization
SAN DIEGO OPERA ASSOCIATION

Employer Identification number
95-6044429

Part VII Continuation: Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
HARRY B. SUH DIRECTOR	1	X					0.	0.	0.	
JOE WATKINS DIRECTOR	1	X					0.	0.	0.	
MICHAEL LOWRY CFO	40			X			80,574.	0.	4,195.	
IAN CAMPBELL ART. & GEN DIR	40			X			488,875.	0.	19,146.	
CHRISTINA LAZICH SR. DIR-DEVELOPMT	40					X	121,969.	0.	8,391.	
NICOLAS REVELES DIR OF EDUC & OUT	40					X	116,547.	0.	8,382.	
RISE WALTER SR DIR-AUDIENCE DE	40					X	143,082.	0.	8,382.	
ANN CAMPBELL EXEC DIR-DEV & MKT	40					X	273,954.	0.	8,391.	
KEITH FISHER EXEC. DIR - ADMIN	40					X	181,921.	0.	8,391.	
JOHN SLEEPER DIRECTOR OF FINANCE	0					X	125,396.	0.	6,253.	
ELIZABETH WOOD DIRECTOR OF FINANCE	0					X	105,176.	0.	3,493.	

Part VIII Statement of Revenue

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS	1 a Federated campaigns	1 a					
	b Membership dues	1 b					
	c Fundraising events	1 c 428,550.					
	d Related organizations	1 d					
	e Government grants (contributions)	1 e 601,708.					
	f All other contributions, gifts, grants, and similar amounts not included above	1 f 4,422,797.					
	g Noncash contributions included in lns 1a-1f: \$	152,338.					
	h Total. Add lines 1a-1f		5,453,055.				
PROGRAM SERVICE REVENUE	Business Code						
	2 a INTL SEASON TICKET SALES	711190	5,609,143.	5,609,143.			
	b SHOP PRODUCTION/THEATER	711190	505,992.	505,992.			
	c RENTAL SETS TO THEATERS	711190	164,176.	164,176.			
	d HANDLING FEES, MISC	711190	32,402.	32,402.			
	e						
	f All other program service revenue						
g Total. Add lines 2a-2f		6,311,713.					
OTHER REVENUE	3 Investment income (including dividends, interest and other similar amounts)		488,771.	279,437.		209,334.	
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	(ii) Personal				
		b Less: rental expenses					
		c Rental income or (loss)					
		d Net rental income or (loss)					
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
		b Less: cost or other basis and sales expenses					
		c Gain or (loss)					
		d Net gain or (loss)					
	8 a Gross income from fundraising events (not including \$ 428,550. of contributions reported on line 1c). See Part IV, line 18	a 84,661.					
		b Less: direct expenses	b 278,140.				
		c Net income or (loss) from fundraising events		-193,479.			-193,479.
	9 a Gross income from gaming activities. See Part IV, line 19	a					
		b Less: direct expenses	b				
		c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	a 281,447.						
	b Less: cost of goods sold	b 287,131.					
	c Net income or (loss) from sales of inventory		-5,684.		-5,684.		
Miscellaneous Revenue		Business Code					
11 a MISCELLANEOUS	711190	23,288.	23,288.				
b							
c							
d All other revenue							
e Total. Add lines 11a-11d		23,288.					
12 Total revenue. See instructions		12,077,664.	6,614,438.	-5,684.	15,855.		

Part IX Statement of Functional Expenses

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

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

Check if Schedule O contains a response to any question in this Part IX.

Do not include amounts reported on lines 6a, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22.				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.				
4 Benefits paid to or for members.				
5 Compensation of current officers, directors, trustees, and key employees.	690,677.	258,744.	431,933.	0.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).	0.	0.	0.	0.
7 Other salaries and wages.	5,313,470.	2,914,388.	1,147,805.	1,251,277.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions).	338,686.	194,785.	45,603.	98,298.
9 Other employee benefits.	497,126.	294,566.	110,907.	91,653.
10 Payroll taxes.	438,963.	265,150.	93,043.	80,770.
11 Fees for services (non-employees):				
a Management				
b Legal	8,835.		8,835.	
c Accounting	26,000.		26,000.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17.				
f Investment management fees				
g Other	2,996,668.	2,930,553.	65,786.	329.
12 Advertising and promotion.	814,451.	617,241.		197,210.
13 Office expenses.	143,008.	55,766.	54,889.	32,353.
14 Information technology.	160,663.		160,663.	
15 Royalties.				
16 Occupancy.	711,507.	448,326.	181,390.	81,791.
17 Travel.	378,731.	320,030.	51,252.	7,449.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19 Conferences, conventions, and meetings.	25,596.	7,447.	14,249.	3,900.
20 Interest.				
21 Payments to affiliates.				
22 Depreciation, depletion, and amortization.	178,032.	98,532.	83,249.	-3,749.
23 Insurance.	77,278.		77,278.	
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a OTHER EXPENSES	1,107,602.	1,073,867.	33,735.	
b THEATRE FACILITY FEES	551,380.	551,380.		
c RENTAL SETS & SET BUILDING	501,502.	501,502.		
d STUDENT TICKET VOUCHERS	269,730.	269,730.		
e All other expenses	87,400.	65,400.		22,000.
25 Total functional expenses. Add lines 1 through 24e.	15,317,305.	10,867,407.	2,586,617.	1,863,281.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720).				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year	
ASSETS	1	Cash — non-interest-bearing	2,076,272.	1	1,726,927.
	2	Savings and temporary cash investments	76,436.	2	107,680.
	3	Pledges and grants receivable, net	6,734,888.	3	4,706,543.
	4	Accounts receivable, net	980,281.	4	874,887.
	5	Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6	Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7	Notes and loans receivable, net		7	
	8	Inventories for sale or use	93,370.	8	92,868.
	9	Prepaid expenses and deferred charges	507,833.	9	347,124.
	10a	Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 4,224,347.		
	b	Less: accumulated depreciation	10b 2,973,211.	10c	1,251,136.
	11	Investments — publicly traded securities	7,172,045.	11	5,759,819.
	12	Investments — other securities. See Part IV, line 11	5,733,807.	12	5,219,279.
	13	Investments — program-related. See Part IV, line 11		13	
	14	Intangible assets		14	
	15	Other assets. See Part IV, line 11	304,259.	15	370,288.
16	Total assets. Add lines 1 through 15 (must equal line 34)	24,827,061.	16	20,456,551.	
LIABILITIES	17	Accounts payable and accrued expenses	677,672.	17	326,557.
	18	Grants payable		18	
	19	Deferred revenue	3,128,728.	19	2,913,776.
	20	Tax-exempt bond liabilities		20	
	21	Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22	Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23	Secured mortgages and notes payable to unrelated third parties		23	
	24	Unsecured notes and loans payable to unrelated third parties		24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	758,365.	25	792,749.
	26	Total liabilities. Add lines 17 through 25	4,564,765.	26	4,033,082.
NET ASSETS OR FUND BALANCES	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29 and lines 33 and 34.				
	27	Unrestricted net assets	1,266,774.	27	1,268,841.
	28	Temporarily restricted net assets	12,851,131.	28	9,395,210.
	29	Permanently restricted net assets	6,144,391.	29	5,759,418.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds		30	
	31	Paid-in or capital surplus, or land, building, or equipment fund		31	
	32	Retained earnings, endowment, accumulated income, or other funds		32	
33	Total net assets or fund balances.	20,262,296.	33	16,423,469.	
34	Total liabilities and net assets/fund balances.	24,827,061.	34	20,456,551.	

BAA

Form 990 (2011)

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI.

1	Total revenue (must equal Part VIII, column (A), line 12)	1	12,077,664.
2	Total expenses (must equal Part IX, column (A), line 25)	2	15,317,305.
3	Revenue less expenses. Subtract line 2 from line 1	3	-3,239,641.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	20,262,296.
5	Other changes in net assets or fund balances (explain in Schedule O). SEE SCHEDULE O	5	-599,186.
6	Net assets or fund balances at end of year. Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	6	16,423,469.

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII.

		Yes	No
1	Accounting method used to prepare the Form 990: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?		X
2b	Were the organization's financial statements audited by an independent accountant?	X	
2c	If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.	X	
d	If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both: <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
3b	If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

BAA

Form 990 (2011)

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization SAN DIEGO OPERA ASSOCIATION	Employer identification number 95-6044429
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Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

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

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

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		
(ii) A family member of a person described in (i) above?		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1-9 above or IRC section (see instructions))	(iv) Is the organization in column (i) listed in your governing document?		(v) Did you notify the organization in column (i) of your support?		(vi) Is the organization in column (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any 'unusual grants'.)	9,690,501.	9,569,007.	7,965,959.	6,935,179.	5,453,055.	39,613,701.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						0.
3 The value of services or facilities furnished by a governmental unit to the organization without charge.						0.
4 Total. Add lines 1 through 3.	9,690,501.	9,569,007.	7,965,959.	6,935,179.	5,453,055.	39,613,701.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						2,644,339.
6 Public support. Subtract line 5 from line 4.						36,969,362.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
7 Amounts from line 4.	9,690,501.	9,569,007.	7,965,959.	6,935,179.	5,453,055.	39,613,701.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.	453,815.	327,122.	280,879.	807,985.	488,771.	2,358,572.
9 Net income from unrelated business activities, whether or not the business is regularly carried on.						0.
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.) SEE PART IV.	2,440.	20,985.	493,058.	4,782.	11,560.	532,825.
11 Total support. Add lines 7 through 10.						42,505,098.
12 Gross receipts from related activities, etc (see instructions).					12	32,984,042.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here .						<input type="checkbox"/>

Section C. Computation of Public Support Percentage

14 Public support percentage for 2011 (line 6, column (f) divided by line 11, column (f)).	14	86.98 %
15 Public support percentage from 2010 Schedule A, Part II, line 14.	15	89.83 %
16a 33-1/3% support test – 2011. If the organization did not check the box on line 13, and the line 14 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization.	<input checked="" type="checkbox"/>	
b 33-1/3% support test – 2010. If the organization did not check a box on line 13 or 16a, and line 15 is 33-1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization.	<input type="checkbox"/>	
17a 10%-facts-and-circumstances test – 2011. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization.	<input type="checkbox"/>	
b 10%-facts-and-circumstances test – 2010. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the 'facts-and-circumstances' test, check this box and stop here. Explain in Part IV how the organization meets the 'facts-and-circumstances' test. The organization qualifies as a publicly supported organization.	<input type="checkbox"/>	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions.	<input type="checkbox"/>	

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

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

Section A. Public Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
1 Gifts, grants, contributions and membership fees received. (Do not include any 'unusual grants'.)						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose.						
3 Gross receipts from activities that are not an unrelated trade or business under section 513.						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf.						
5 The value of services or facilities furnished by a governmental unit to the organization without charge.						
6 Total. Add lines 1 through 5.						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons.						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year.						
c Add lines 7a and 7b.						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal yr beginning in) ▶	(a) 2007	(b) 2008	(c) 2009	(d) 2010	(e) 2011	(f) Total
9 Amounts from line 6.						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources.						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975.						
c Add lines 10a and 10b.						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on.						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lns 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2011 (line 8, column (f) divided by line 13, column (f)).	15	%
16 Public support percentage from 2010 Schedule A, Part III, line 15.	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2011 (line 10c, column (f) divided by line 13, column (f)).	17	%
18 Investment income percentage from 2010 Schedule A, Part III, line 17.	18	%

19a 33-1/3% support tests – 2011. If the organization did not check the box on line 14, and line 15 is more than 33-1/3%, and line 17 is not more than 33-1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization.

b 33-1/3% support tests – 2010. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33-1/3%, and line 18 is not more than 33-1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization.

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

5/14/13

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PART II, LINE 10 - OTHER INCOME

<u>NATURE AND SOURCE</u>	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>	<u>2007</u>
OTHER INCOME	11,560.	4,782.	493,058.	20,985.	2,440.
TOTAL	<u>\$ 11,560.</u>	<u>\$ 4,782.</u>	<u>\$ 493,058.</u>	<u>\$ 20,985.</u>	<u>\$ 2,440.</u>

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF

OMB No. 1545-0047

2011

Name of the organization

SAN DIEGO OPERA ASSOCIATION

Employer identification number

95-6044429

Organization type (check one):

Filers of:

Form 990 or 990-EZ

Section:

501(c)(3) (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc, purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc, purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc, contributions of \$5,000 or more during the year. ▶ \$ _____

Caution: An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

**SCHEDULE D
(Form 990)**

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ **Complete if the organization answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

OMB No. 1545-0047

2011

Open to Public Inspection

Name of the organization

Employer identification number

SAN DIEGO OPERA ASSOCIATION

95-6044429

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

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

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

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

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

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

	Held at the End of the Tax Year
a Total number of conservation easements.....	2a
b Total acreage restricted by conservation easements.....	2b
c Number of conservation easements on a certified historic structure included in (a).....	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register.....	2d

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

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

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

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

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

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

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

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

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

1 a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items:

(i) Revenues included in Form 990, Part VIII, line 1..... ▶ \$ _____

(ii) Assets included in Form 990, Part X..... ▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items:

a Revenues included in Form 990, Part VIII, line 1..... ▶ \$ _____

b Assets included in Form 990, Part X..... ▶ \$ _____

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

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

- a Public exhibition
- b Scholarly research
- c Preservation for future generations
- d Loan or exchange programs
- e Other _____

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

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered 'Yes' to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1 a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No

b If 'Yes,' explain the arrangement in Part XIV and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2 a Did the organization include an amount on Form 990, Part X, line 21? Yes No

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

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1 a Beginning of year balance	6,144,391.	7,192,650.	6,934,463.	8,541,345.	
b Contributions	37,266.	42,309.	46,899.	209,789.	
c Net investment earnings, gains, and losses	-142,802.	1,383,238.	211,288.	-1,374,626.	
d Grants or scholarships					
e Other expenditures for facilities and programs	279,437.	2,473,806.		-442,045.	
f Administrative expenses					
g End of year balance	5,759,418.	6,144,391.	7,192,650.	6,934,463.	

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

- a Board designated or quasi-endowment _____ %
- b Permanent endowment 100.00 %
- c Temporarily restricted endowment _____ %

The percentages in lines 2a, 2b, and 2c should equal 100%.

3 a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

	Yes	No
(i) unrelated organizations	X	
(ii) related organizations		X
b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?		

4 Describe in Part XIV the intended uses of the organization's endowment funds. SEE PART XIV

Part VI Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1 a Land		78,025.		78,025.
b Buildings		200,000.	200,000.	0.
c Leasehold improvements		1,421,112.	655,429.	765,683.
d Equipment		1,857,836.	1,576,085.	281,751.
e Other		667,374.	541,697.	125,677.
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				1,251,136.

Part VII Investments – Other Securities. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other POOLED INCOME FUND	316,972.	END OF YEAR MARKET VALUE
(A) CHARITABLE GIFT ANNUITIES	288,984.	END OF YEAR MARKET VALUE
(B) SAN DIEGO OPERA ENDOWMENT TRUST	2,707,480.	END OF YEAR MARKET VALUE
(C) SAN DIEGO FOUNDATION FUND	1,234,437.	END OF YEAR MARKET VALUE
(D) JEWISH COMMUNITY FOUNDATION FUND	21,416.	END OF YEAR MARKET VALUE
(E) CHARITABLE REMAINDER UNITRUSTS	649,990.	END OF YEAR MARKET VALUE
(F)		
(G)		
(H)		
(I)		
Total. (Column (b) must equal Form 990 Part X, column (B) line 12.)	5,219,279.	

Part VIII Investments – Program Related. See Form 990, Part X, line 13. N/A

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
Total. (Column (b) must equal Form 990, Part X, column (B) line 13.)		

Part IX Other Assets. See Form 990, Part X, line 15. N/A

(a) Description	(b) Book value
(1)	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, column (B), line 15.)	

Part X Other Liabilities. See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DEFICIENCY IN CGA	319,677.
(3) DEFINED CONTRIB POST RETIREMENT	370,288.
(4) POOLED INCOME FUND LIABILITY	102,784.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, column (B) line 25.)	792,749.

2 FIN 48 (ASC 740) Footnote. In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). **SEE PART XIV**

Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements	
1 Total revenue (Form 990, Part VIII, column (A), line 12)	12,077,664.
2 Total expenses (Form 990, Part IX, column (A), line 25)	15,317,305.
3 Excess or (deficit) for the year. Subtract line 2 from line 1	-3,239,641.
4 Net unrealized gains (losses) on investments	-599,186.
5 Donated services and use of facilities	
6 Investment expenses	
7 Prior period adjustments	
8 Other (Describe in Part XIV.)	
9 Total adjustments (net). Add lines 4 through 8	-599,186.
10 Excess or (deficit) for the year per audited financial statements. Combine lines 3 and 9	-3,838,827.

Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return	
1 Total revenue, gains, and other support per audited financial statements	1 10,984,114.
2 Amounts included on line 1 but not on Form 990, Part VIII, line 12:	
a Net unrealized gains on investments	2a
b Donated services and use of facilities	2b 276,868.
c Recoveries of prior year grants	2c
d Other (Describe in Part XIV.)	2d
e Add lines 2a through 2d	2e 276,868.
3 Subtract line 2e from line 1	3 10,707,246.
4 Amounts included on Form 990, Part VIII, line 12, but not on line 1:	
a Investment expenses not included on Form 990, Part VIII, line 7b	4a
b Other (Describe in Part XIV.) SEE PART XIV	4b 1,370,418.
c Add lines 4a and 4b	4c 1,370,418.
5 Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5 12,077,664.

Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return	
1 Total expenses and losses per audited financial statements	1 14,822,941.
2 Amounts included on line 1 but not on Form 990, Part IX, line 25:	
a Donated services and use of facilities	2a 276,868.
b Prior year adjustments	2b
c Other losses	2c
d Other (Describe in Part XIV.)	2d
e Add lines 2a through 2d	2e 276,868.
3 Subtract line 2e from line 1	3 14,546,073.
4 Amounts included on Form 990, Part IX, line 25, but not on line 1:	
a Investment expenses not included on Form 990, Part VIII, line 7b	4a
b Other (Describe in Part XIV.) SEE PART XIV	4b 771,232.
c Add lines 4a and 4b	4c 771,232.
5 Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5 15,317,305.

Part XIV Supplemental Information

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

PART V, LINE 4 - INTENDED USES OF ENDOWMENT FUND

THE INTENDED USE OF THE SAN DIEGO OPERA'S ENDOWMENT FUNDS IS TO PROVIDE GENERAL SUPPORT.

PART X - FIN 48 FOOTNOTE

SAN DIEGO OPERA IS A PUBLIC CHARITY AND IS EXEMPT FROM INCOME TAXES UNDER SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND SECTION 23701(D) OF THE CALIFORNIA REVENUE AND TAXATION CODE EXCEPT ON NET INCOME DERIVED FROM UNRELATED BUSINESS ACTIVITIES. SAN DIEGO OPERA'S UNRELATED BUSINESS ACTIVITY DID NOT GENERATE TAXABLE

Part XIV Supplemental Information (continued)

PART X - FIN 48 FOOTNOTE (CONTINUED)

INCOME AND NO TAX LIABILITY HAS BEEN RECORDED AT JUNE 30, 2012 AND 2011. SAN DIEGO OPERA BELIEVES THAT IT HAS APPROPRIATE SUPPORT FOR ANY TAX POSITIONS TAKEN, AND AS SUCH, DOES NOT HAVE ANY UNCERTAIN TAX POSITIONS THAT ARE MATERIAL TO THE FINANCIAL STATEMENTS. SAN DIEGO OPERA IS NOT A PRIVATE FOUNDATION.

SAN DIEGO OPERA'S RETURN OF ORGANIZATION EXEMPT FROM INCOME TAX AND EXEMPT ORGANIZATION BUSINESS INCOME TAX RETURNS FOR TAX FOR THE YEARS ENDED JUNE 30, 2012, 2011, 2010 AND 2009 ARE SUBJECT TO EXAMINATION BY INTERNAL REVENUE SERVICE AND STATE TAXING AUTHORITIES, GENERALLY THE THREE TO FOUR YEARS AFTER THE RETURNS WERE FILED.

5/14/13

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SCHEDULE D, PART XII, LINE 4B**OTHER REVENUE INCLUDED ON FORM 990 BUT NOT INCLUDED IN F/S**

NET UNREALIZED LOSS ON INVESTMENTS	\$	599,186.
RENTAL SETS & SET BUILDING EXPENSES.....		501,502.
STUDENT TICKET VOUCHERS.....		269,730.
TOTAL	\$	<u>1,370,418.</u>

SCHEDULE D, PART XIII, LINE 4B**OTHER EXPENSES INCLUDED ON FORM 990 BUT NOT INCLUDED IN F/S**

RENTAL SETS & SET BUILDING EXPENSES.....	\$	501,502.
STUDENT TICKET VOUCHERS.....		269,730.
TOTAL	\$	<u>771,232.</u>

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

Department of the Treasury
Internal Revenue Service

**Supplemental Information Regarding
Fundraising or Gaming Activities**

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

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Name of the organization
SAN DIEGO OPERA ASSOCIATION

Employer identification number
95-6044429

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

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- | | | | |
|-----------------------------------|----------------------------------|-----------------------------------|---------------------------------------|
| a <input type="checkbox"/> | Mail solicitations | e <input type="checkbox"/> | Solicitation of non-government grants |
| b <input type="checkbox"/> | Internet and email solicitations | f <input type="checkbox"/> | Solicitation of government grants |
| c <input type="checkbox"/> | Phone solicitations | g <input type="checkbox"/> | Special fundraising events |
| d <input type="checkbox"/> | In-person solicitations | | |

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? **Yes** **No**

b If 'Yes,' list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

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

Total 0.

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

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

REVENUE		(a) Event #1 OPENING NIGHT (event type)	(b) Event #2 FUNDRAISING CO (event type)	(c) Other events 3 (total number)	(d) Total events (add column (a) through column (c))	
	1	Gross receipts	452,640.	39,691.	20,880.	513,211.
2	Less: Charitable contributions	422,840.		5,710.	428,550.	
3	Gross income (line 1 minus line 2)	29,800.	39,691.	15,170.	84,661.	
DIRECT EXPENSES	4	Cash prizes				
	5	Noncash prizes				
	6	Rent/facility costs				
	7	Food and beverages	60,118.	77,420.	19,377.	156,915.
	8	Entertainment	12,000.			12,000.
	9	Other direct expenses	75,546.	25,073.	8,606.	109,225.
	10	Direct expense summary. Add lines 4 through 9 in column (d)				278,140.
11	Net income summary. Combine line 3, column (d), and line 10				-193,479.	

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

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

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

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

b If 'No,' explain: _____

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

b If 'Yes,' explain: _____

11 Does the organization operate gaming activities with nonmembers? Yes No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? Yes No

13 Indicate the percentage of gaming activity operated in:

a The organization's facility	13a	%
b An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records:

Name ▶ _____

Address ▶ _____

15a Does the organization have a contact with a third party from whom the organization receives gaming revenue? Yes No

b If 'Yes,' enter the amount of gaming revenue received by the organization ▶ \$_____ and the amount of gaming revenue retained by the third party ▶ \$_____.

c If 'Yes,' enter name and address of the third party:

Name ▶ _____

Address ▶ _____

16 Gaming manager information:

Name ▶ _____

Gaming manager compensation ▶ \$_____

Description of services provided ▶ _____

Director/officer Employee Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? Yes No

b Enter the amount of distributions required under state law to be distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$_____

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

**SCHEDULE J
(Form 990)**

Compensation Information

OMB No. 1545-0047

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

2011

Department of the Treasury
Internal Revenue Service

▶ **Complete if the organization answered 'Yes' to Form 990, Part IV, line 23.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Open to Public Inspection

Name of the organization

Employer identification number

SAN DIEGO OPERA ASSOCIATION

95-6044429

Part I Questions Regarding Compensation

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

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

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

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

3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.

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

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

- a** Receive a severance payment or change-of-control payment? **4a** X
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan? **4b** X
- c** Participate in, or receive payment from, an equity-based compensation arrangement? **4c** X
- If 'Yes' to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

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

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

- a** The organization? **5a** X
- b** Any related organization? **5b** X
- If 'Yes' to line 5a or 5b, describe in Part III.

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

- a** The organization? **6a** X
- b** Any related organization? **6b** X
- If 'Yes' to line 6a or 6b, describe in Part III.

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

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

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2011

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable columns (D) and (E) amounts for that individual.

(A) Name		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus and incentive compensation	(iii) Other reportable compensation				
1 IAN CAMPBELL	(i)	488,875.	0.	0.	0.	19,146.	508,021.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
2 RISE WALTER	(i)	143,082.	0.	0.	0.	8,382.	151,464.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
3 ANN CAMPBELL	(i)	273,954.	0.	0.	0.	8,391.	282,345.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
4 KEITH FISHER	(i)	181,921.	0.	0.	0.	8,391.	190,312.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
5 JOHN SLEEPER	(i)	125,396.	0.	0.	0.	6,253.	131,649.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
6 ELIZABETH WOOD	(i)	105,176.	0.	0.	0.	3,493.	108,669.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
7	(i)							
	(ii)							
8	(i)							
	(ii)							
9	(i)							
	(ii)							
10	(i)							
	(ii)							
11	(i)							
	(ii)							
12	(i)							
	(ii)							
13	(i)							
	(ii)							
14	(i)							
	(ii)							
15	(i)							
	(ii)							
16	(i)							
	(ii)							

Part III Supplemental Information

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, for Part II. Also complete this part for any additional information.

PART 1, LINE 1A - RELEVANT INFORMATION REGARDING COMPENSATION BENEFITS

WAGES ARE GROSSED UP TO INCLUDE THE TAX IMPLICATIONS OF NON-CASH BENEFITS PROVIDED TO CERTAIN EMPLOYEES.

**SCHEDULE M
(Form 990)**

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶ **Complete if the organizations answered 'Yes'**
on Form 990, Part IV, lines 29 or 30.

▶ **Attach to Form 990.**

OMB No. 1545-0047

2011

**Open To Public
Inspection**

Name of the organization

SAN DIEGO OPERA ASSOCIATION

Employer identification number

95-6044429

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art – Works of art				
2 Art – Historical treasures				
3 Art – Fractional interests				
4 Books and publications				
5 Clothing and household goods	X		20,832.	FMV
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities – Publicly traded				
10 Securities – Closely held stock				
11 Securities – Partnership, LLC, or trust interests				
12 Securities – Miscellaneous				
13 Qualified conservation contribution – Historic structures				
14 Qualified conservation contribution – Other				
15 Real estate – Residential				
16 Real estate – Commercial				
17 Real estate – Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (_____)				
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

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

29

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

	Yes	No
30a		X
31		X
32a		X
33		

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

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

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

b If 'Yes,' describe in Part II.

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

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) 2011

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No. 1545-0047

2011

**Open to Public
Inspection**

Department of the Treasury
Internal Revenue Service

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

Name of the organization

SAN DIEGO OPERA ASSOCIATION

Employer identification number

95-6044429

FORM 990, PART III, LINE 1 - ORGANIZATION MISSION

THE ORGANIZATION'S PRIMARY EXEMPT PURPOSE IS TO PRODUCE AND PRESENT OPERA AND OTHER VOCAL ARTS IN SAN DIEGO AND OTHER COMMUNITIES, TO OPERATE FACILITIES TO CREATE SETS AND COSTUMES FOR THE THEATRE ARTS AND TO ENRICH COMMUNITY LIFE BY PROMOTING A GREATER INTEREST IN MUSIC, DRAMA AND ALLIED ARTS THROUGH EDUCATION PROGRAMS, LECTURES, TELEVISION, RADIO PROGRAMS AND OTHER RESOURCES THAT MAY BE DEEMED APPROPRIATE.

FORM 990, PART VI, LINE 2 - BUSINESS OR FAMILY RELATIONSHIP OF OFFICERS, DIRECTORS, ETC.

IAN CAMPBELL (WHO SERVES AS GENERAL DIRECTOR AND ARTISTIC DIRECTOR, CEO) AND ANN CAMPBELL (WHO SERVES AS EXECUTIVE DIRECTOR - DEVELOPMENT AND MARKETING) HAVE A FAMILY RELATIONSHIP.

FORM 990, PART VI, LINE 4 - SIGNIFICANT CHANGES TO ORGANIZATIONAL DOCUMENTS

THE BOARD OF DIRECTORS APPROVED CHANGING THE DEFINITION OF A QUORUM FROM 75 MEMBERS TO 10 MEMBERS. ADVANCE NOTICE OF MEETINGS IS STILL REQUIRED. THE BOARD OF DIRECTORS ALSO APPROVED AN INCREASE TO THE MAXIMUM NUMBER OF ALLOWABLE DIRECTORS FROM 48 TO 100.

FORM 990, PART VI, LINE 6 - EXPLANATION OF CLASSES OF MEMBERS OR SHAREHOLDER

DONATIONS OF \$50 OR MORE QUALIFIES A DONOR FOR MEMBERSHIP WITH THE ORGANIZATION.

FORM 990, PART VI, LINE 7A - HOW MEMBERS OR SHAREHOLDERS ELECT GOVERNING BODY

MEMBERS VOTE FOR OFFICERS AND DIRECTORS PER THE ORGANIZATION BYLAWS.

FORM 990, PART VI, LINE 11B - FORM 990 REVIEW PROCESS

SAN DIEGO OPERA ASSOCIATION'S PROCESS TO REVIEW THE FORM 990 IS AS FOLLOWS:

A. AFTER PREPARATION OF THE FORM 990 BY THE DIRECTOR OF FINANCE AND THE AUDIT FIRM, A DRAFT IS DISTRIBUTED TO THE AUDIT COMMITTEE FOR REVIEW AND INPUT. THE AUDIT COMMITTEE, SELECTED BY THE NOMINATING COMMITTEE OF THE BOARD AND ELECTED EACH YEAR

Name of the organization

SAN DIEGO OPERA ASSOCIATION

Employer identification number

95-6044429

FORM 990, PART VI, LINE 11B - FORM 990 REVIEW PROCESS (CONTINUED)

BY THE MEMBERSHIP, IS COMPRISED OF INDIVIDUALS WHOSE BUSINESS AND PROFESSIONAL BACKGROUNDS BRING APPROPRIATE EXPERTISE TO THIS PROCESS. THE ASSOCIATION'S VICE PRESIDENT OF FINANCE IS ALSO A NON-VOTING MEMBER OF THE AUDIT COMMITTEE.

B. ONCE THE FORM 990 HAS BEEN REVIEWED AND APPROVED BY THE AUDIT COMMITTEE, THE FORM 990 IS THEN DISTRIBUTED ELECTRONICALLY TO EACH MEMBER OF THE ASSOCIATION'S EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS FOR THEIR INDIVIDUAL REVIEW AND INPUT. SHOULD ANY REVISIONS BE NECESSARY, THE FORM 990 THEN GOES BACK TO THE AUDIT COMMITTEE FOR FINAL REVIEW AND APPROVAL BEFORE COMING BACK TO THE EXECUTIVE COMMITTEE.

C. THE FINAL AUDIT COMMITTEE APPROVED VERSION IS SENT IN ADVANCE TO THE EXECUTIVE COMMITTEE AND PRESENTED BY THE VICE PRESIDENT OF FINANCE FOR ANY FURTHER DISCUSSION. IT IS THEN PUT FORTH FOR APPROVAL BY A QUORUM OF THE EXECUTIVE COMMITTEE.

D. ONCE FORMAL EXECUTIVE COMMITTEE APPROVAL OF THE FORM 990 IS ACHIEVED, THE VICE PRESIDENT OF FINANCE THEN INSTRUCTS THE DIRECTOR OF FINANCE TO FILE THE FORM 990 WITH THE IRS.

FORM 990, PART VI, LINE 12C - EXPLANATION OF MONITORING AND ENFORCEMENT OF CONFLICTS

THE BOARD HAS A BOARD GOVERNANCE POLICY WHICH IS REVIEWED, ACTED UPON AND REVISED AS NECESSARY. BOARD MEMBERS ARE PROHIBITED FROM SERVING ON THE BOARD OF COMPETING ORGANIZATIONS. WHENEVER THERE IS A POTENTIAL CONFLICT OF INTEREST THE MATTER IS REVIEWED BY THE EXECUTIVE COMMITTEE, IF NEEDED.

FORM 990, PART VI, LINE 15B - COMPENSATION REVIEW & APPROVAL PROCESS FOR OFFICERS & KEY EMPLOYEE

THERE IS A COMPENSATION REVIEW COMMITTEE OF THE BOARD THAT REVIEWS AND APPROVES ALL COMPENSATION AND BENEFITS FOR DEPARTMENT HEADS INCLUDING KEY EMPLOYEES. THE COMMITTEE USES PERFORMANCE EVALUATION DATA AS WELL AS EXTERNALLY GENERATED

Name of the organization

Employer identification number

SAN DIEGO OPERA ASSOCIATION

95-6044429

FORM 990, PART VI, LINE 15B - COMPENSATION REVIEW & APPROVAL PROCESS FOR OFFICERS & KEY EMPLOYEE

COMPENSATION DATA FROM COMPARABLE ORGANIZATIONS.

FORM 990, PART VI, LINE 19 - OTHER ORGANIZATION DOCUMENTS PUBLICLY AVAILABLE

SAN DIEGO OPERA ASSOCIATION REPORTS ON ITS AUDITED FINANCIAL STATEMENTS AT THE ANNUAL MEMBERS MEETING AND MAKES THE REPORTS AVAILABLE UPON REQUEST. THE PRIOR THREE YEARS OF FORM 990'S ARE MADE AVAILABLE UPON REQUEST. THEY ARE ALSO AVAILABLE ON LINE AT WWW.GUIDESTAR.ORG.

GOVERNING DOCUMENTS ARE AVAILABLE ON REQUEST.

FORM 990, PART VII - COMPENSATION EXPLANATION

JOHN SLEEPER

SEVERANCE PAY

ELIZABETH WOOD

SEVERANCE PAY

**FORM 990, PART XI, LINE 5
OTHER CHANGES IN NET ASSETS OR FUND BALANCES**

NET UNREALIZED GAINS OR LOSSES ON INVESTMENTS.....	\$	-599,186.
TOTAL	\$	<u>-599,186.</u>