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

2008

Department of the Treasury
Internal Revenue Service

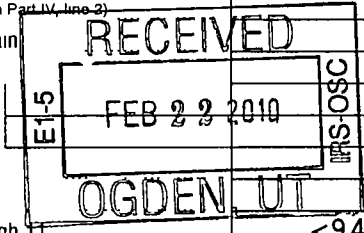
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2008, or tax year beginning, **JUL 1, 2008** and ending **JUN 30, 2009**

G Check all that apply: Initial return Final return Amended return Address change Name change

Use the IRS label Otherwise, print or type. See Specific Instructions	Name of foundation OPERA HOUSE FUND, INC.		A Employer identification number 51-0180177
	C/O DOUG DEAN		
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	
	106 W. VINE STREET	600	B Telephone number (859) 255-2341
	City or town, state, and ZIP code LEXINGTON, KY 40507		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,583,403.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
	(Part I, column (d) must be on cash basis.)		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	28,350.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	7,295.	7,295.		STATEMENT 2
	4 Dividends and interest from securities	99,658.	99,658.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<230,201.>			STATEMENT 1
	b Gross sales price for all assets on line 6a	578,888.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11	<94,898.>	106,953.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	12,335.	6,168.		6,167.
	c Other professional fees STMT 5	26,184.	26,184.		0.
	17 Interest				
	18 Taxes STMT 6	968.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	515.	257.		258.
	24 Total operating and administrative expenses. Add lines 13 through 23	40,002.	32,609.		6,425.
	25 Contributions, gifts, grants paid	1,641,840.			1,656,960.
26 Total expenses and disbursements. Add lines 24 and 25	1,681,842.	32,609.		1,663,385.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	<1,776,740.>				
b Net investment income (if negative, enter -0-)		74,344.			
c Adjusted net income (if negative, enter -0-)			N/A		



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		491.	1,418.	1,418.	
	2	Savings and temporary cash investments		1,446,403.	164,103.	164,103.	
	3	Accounts receivable ▶	4,977.		4,977.	4,977.	
		Less: allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶		505,833.			
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable ▶					
		Less: allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U.S. and state government obligations					
	b	Investments - corporate stock	STMT 8		5,789,559.	4,401,490.	4,401,490.
	c	Investments - corporate bonds					
11	Investments - land, buildings, and equipment basis ▶						
	Less: accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other						
14	Land, buildings, and equipment: basis ▶						
	Less: accumulated depreciation ▶						
15	Other assets (describe ▶)	STATEMENT 9		64,669.	11,415.	11,415.	
16	Total assets (to be completed by all filers)			7,806,955.	4,583,403.	4,583,403.	
Liabilities	17	Accounts payable and accrued expenses		5,305.	3,291.		
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶)			89,124.	0.	
23	Total liabilities (add lines 17 through 22)			94,429.	3,291.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted		6,341,961.	4,574,541.		
	25	Temporarily restricted		1,370,565.	5,571.		
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>						
	and complete lines 27 through 31.						
27	Capital stock, trust principal, or current funds						
28	Paid-in or capital surplus, or land, bldg., and equipment fund						
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances			7,712,526.	4,580,112.		
31	Total liabilities and net assets/fund balances			7,806,955.	4,583,403.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	7,712,526.
2	Enter amount from Part I, line 27a	2	<1,776,740.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5,935,786.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON SECURITIES	5	1,355,674.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,580,112.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
b SEE ATTACHED STATEMENT	P	VARIOUS	VARIOUS
c 99 CENTS ONLY STORES SECURITIES LITIGATION			
d PROCEEDS	P	VARIOUS	VARIOUS
e CASH IN LIEU	P	VARIOUS	VARIOUS

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 133,879.		178,180.	<44,301.>
b 443,997.		630,909.	<186,912.>
c			
d 981.			981.
e 31.			31.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<44,301.>
b			<186,912.>
c			
d			981.
e			31.

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	<230,201.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	269,758.	7,860,961.	.034316
2006	311,167.	7,935,469.	.039212
2005	389,256.	7,057,999.	.055151
2004	221,001.	6,959,258.	.031756
2003	206,330.	6,426,553.	.032106

2 Total of line 1, column (d)	2	.192541
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.038508
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	5,365,544.
5 Multiply line 4 by line 3	5	206,616.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	743.
7 Add lines 5 and 6	7	207,359.
8 Enter qualifying distributions from Part XII, line 4	8	1,663,385.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	743.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	743.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	743.
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	3,814.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	3,814.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	3,071.
11	Enter the amount of line 10 to be: Credited to 2009 estimated tax <input type="checkbox"/> 3,071. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>DEAN, DORTON & FORD, PSC</u> Telephone no. ► <u>(859) 255-2341</u> Located at ► <u>106 WEST VINE STREET, SUITE 600, LEXINGTON, KY</u> ZIP+4 ► <u>40507</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► <u>15</u> <u>N/A</u>			

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b	X

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

5a During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?
Organizations relying on a current notice regarding disaster assistance check here

5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **SEE STATEMENT 11** Yes No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?
If you answered "Yes" to 6a, also file Form 8870. Yes No

6b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **N/A**

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10				
		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SUBSIDIES TO PERFORMING ARTS GROUPS USING THE LEXINGTON OPERA HOUSE. THIRTEEN ORGANIZATIONS SUBSIDIZED.	246,256.
2 SUPPORT FOR CAPITAL IMPROVEMENTS TO THE OPERA HOUSE IN LEXINGTON, KY	1,395,584.
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	0.
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,783,339.
b	Average of monthly cash balances	1b	663,914.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	5,447,253.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,447,253.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	81,709.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,365,544.
6	Minimum investment return. Enter 5% of line 5	6	268,277.

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

1	Minimum investment return from Part X, line 6	1	268,277.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	743.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	743.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	267,534.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	267,534.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	267,534.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,663,385.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,663,385.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	743.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,662,642.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				267,534.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005	44,056.			
d From 2006				
e From 2007				
f Total of lines 3a through e	44,056.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 1,663,385.				
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				267,534.
e Remaining amount distributed out of corpus	1,395,851.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	1,439,907.			
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	1,439,907.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005	44,056.			
c Excess from 2006				
d Excess from 2007				
e Excess from 2008	1,395,851.			

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling ▶

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

	Tax year				(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

NONE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

N/A

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

c Any submission deadlines:

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

OPERA HOUSE FUND, INC.

Form 990-PF (2008)

C/O DOUG DEAN

51-0180177 Page 11

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<p>a <i>Paid during the year</i></p> <p>SEE ATTACHED SCHEDULE</p>				1641840.
Total				▶ 3a 1641840.
<p>b <i>Approved for future payment</i></p> <p>NONE</p>				
Total				▶ 3b 0.

Schedule B

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

Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, 990-EZ, and 990-PF.

OMB No 1545-0047

2008

Name of the organization

OPERA HOUSE FUND, INC.
C/O DOUG DEAN

Employer identification number

51-0180177

Organization type(check one):

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (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 organizations 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 Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/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 Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1 Complete Parts I and II
- For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests 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 Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate 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. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization
OPERA HOUSE FUND, INC.
C/O DOUG DEAN

Employer identification number
51-0180177

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	STOLL KEENON OGDEN PLLC 300 WEST VINE ST. STE 2100 LEXINGTON, KY 40507	\$ <u>10,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	CENTRAL BANK & TRUST CO. PO BOX 1360 LEXINGTON, KY 40588	\$ <u>10,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
SEE ATTACHED STATEMENT	133,879.	178,180.	0.	PURCHASED	VARIOUS	VARIOUS
						<44,301.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
SEE ATTACHED STATEMENT	443,997.	630,909.	0.	PURCHASED	VARIOUS	VARIOUS
						<186,912.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED (E) DEPREC.	DATE ACQUIRED (F) GAIN OR LOSS	DATE SOLD
99 CENTS ONLY STORES SECURITIES LITIGATION PROCEEDS	981.	0.	0.	PURCHASED	VARIOUS	VARIOUS
						981.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CASH IN LIEU			PURCHASED	VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
31.	0.	0.	0.	31.	
CAPITAL GAINS DIVIDENDS FROM PART IV					0.
TOTAL TO FORM 990-PF, PART I, LINE 6A					<230,201.>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
DB. ALEX BROWN	7,295.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	7,295.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DB. ALEX BROWN	99,658.	0.	99,658.
TOTAL TO FM 990-PF, PART I, LN 4	99,658.	0.	99,658.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	12,335.	6,168.		6,167.
TO FORM 990-PF, PG 1, LN 16B	12,335.	6,168.		6,167.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT FEES	26,184.	26,184.			0.
TO FORM 990-PF, PG 1, LN 16C	26,184.	26,184.			0.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
EXCISE TAX	968.	0.			0.
TO FORM 990-PF, PG 1, LN 18	968.	0.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
SUPPLIES	311.	155.			156.
BANK FEES	200.	100.			100.
FILING FEES	4.	2.			2.
TO FORM 990-PF, PG 1, LN 23	515.	257.			258.

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE		
INVESTMENT SECURITIES	4,401,490.	4,401,490.		
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,401,490.	4,401,490.		

FORM 990-PF	OTHER ASSETS		STATEMENT	9
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE	
ACCRUED DIVIDENDS	8,288.	7,035.	7,035.	
ACCRUED INTEREST	0.	1,309.	1,309.	
STOCK SALES PROCEEDS DUE	56,381.	0.	0.	
PREPAID TAXES	0.	3,071.	3,071.	
TO FORM 990-PF, PART II, LINE 15	64,669.	11,415.	11,415.	

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILLIAM T. YOUNG, JR. 2225 YOUNG DRIVE LEXINGTON, KY 40502	PRESIDENT 0.00	0.	0.	0.
LINDA CAREY 1616 TATES CREEK ROAD LEXINGTON, KY 40502	V.P./SECRETARY 0.00	0.	0.	0.
ROBERT SLONE 2320 WOODHILL DRIVE LEXINGTON, KY 40512	DIRECTOR 0.00	0.	0.	0.
BOB WARREN 2225 YOUNG DRIVE LEXINGTON, KY 40502	DIRECTOR 0.00	0.	0.	0.
DOUG DEAN 106 W. VINE STREET LEXINGTON, KY 40507	TREASURER 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

EXPENDITURE RESPONSIBILITY STATEMENT
PART VII-B, LINE 5C

STATEMENT 11

GRANTEE'S NAME

LEXINGTON CENTER CORPORATION

GRANTEE'S ADDRESS

430 WEST VINE ST
LEXINGTON, KY 40507

<u>GRANT AMOUNT</u>	<u>DATE OF GRANT</u>	<u>AMOUNT EXPENDED</u>	<u>VERIFICATION DATE</u>
1,395,584.	04/24/09	1,395,584.	04/24/09

PURPOSE OF GRANT

RENOVATION OF THE LEXINGTON OPERA HOUSE FACILITIES.

DATES OF REPORTS BY GRANTEE

LATEST REPORT 4/24/09

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

LEXINGTON CENTER CORPORATION SUBMITTED DETAILED REPORTS AS WELL AS COPIES OF INVOICES DETAILING THE EXPENDITURES MADE IN THE OPERA HOUSE RENOVATION PROJECT. AS OF 4/24/09, ALL GRANT FUNDS WERE EXPENDED IN ACCORDANCE WITH THE ORIGINAL INTENT OF THE GRANT.

OPERA HOUSE FUND, INC.
FORM 990 - PF
EIN: 51-0180177
JUNE 30, 2009

Part XV, 3(a) and 3(b):

Name and Address *	Recipient Individual	Foundation Status of Recipient	Purpose of Contribution	Amount
Lexington Children's Theatre	N/A	Public	Rent & other subsidy	\$ 2,466
Lexington Ballet Company	N/A	Public	Rent & other subsidy	45,320
Ballet Theatre of Kentucky	N/A	Public	Rent & other subsidy	31,188
Friends of the Art School	N/A	Public	Rent & other subsidy	47,927
Kentuckians Barbershop Chorus	N/A	Public	Rent & other subsidy	581
Woodsongs, Inc	N/A	Public	Rent & other subsidy	8,651
LFUCG Parks & Rec	N/A	Public	Rent & other subsidy	11,447
Central KY Youth Orchestra	N/A	Public	Rent & other subsidy	6,427
UK Opera Theatre-School of Music	N/A	Public	Rent & other subsidy	65,000
Lexington Singers	N/A	Public	Rent & other subsidy	10,517
Paragon Music Theatre	N/A	Public	Rent & other subsidy	16,238
African American Forum	N/A	Public	Rent & other subsidy	3,580
Central KY Concert Band	N/A	Public	Rent & other subsidy	1,892
Lexington Center Corporation	N/A	501(c)(4)	Capital Improvements to Opera House Facility	1,395,584
Broadway/Variety Live Reimbursement of Contributions				<u>(4,977)</u>
Contribution per books - accrual basis (Part I, Line 25, Col. A)				1,641,840
Plus: Subsidies payable at 6/30/08				-
Less: Subsidies payable at 6/30/09				-
Plus Broadway/Variety Live Reimbursement Payable @ 06/30/08				10,143
Less: Broadway/Variety Live Reimbursement Payable @ 06/30/09				-
Plus: Broadway/Variety Live Reimbursement Receivable @ 06/30/09				4,977
Less: Broadway/Variety Live Reimbursement Receivable @ 06/30/08				<u>-</u>
Contribution paid - cash basis (Part I, Line 25, Col. D)				<u>\$ 1,656,960</u>

* The address of all recipients is Lexington, Kentucky.

E S. Barr & Company
 REALIZED GAINS AND LOSSES
 LEXINGTON OPERA HOUSE
 5xf-344082
 From 07-01-08 Through 06-30-09

Open Date	Close Date	Quantity	Security	Cost Basis	Proceeds	Gain Or Loss		
						Short Term	Long Term	
3/6/2007	7/11/2008	1000	ANNALY CAPITAL MANAGEMENT INC	13,858 40	15,149 91		1,291 51	
5/17/2000	7/11/2008	750	COMCAST CORPORATION NEW SPL CLASS A	15,593 75	13,874 92		(1,718 83)	
2/20/2002	7/11/2008	500	COMCAST CORPORATION NEW SPL CLASS A	9,981 00	9,249 95		(731 05)	
1/29/2007	7/11/2008	500	SEACOAST BANKING CORP. OF FLORIDA	11,765 00	4,180 97		(7,584 03)	
9/16/2005	7/24/2008	500	ANNALY CAPITAL MANAGEMENT INC	6,625 00	7,768 55		1,143 55	
3/6/2007	7/24/2008	500	ANNALY CAPITAL MANAGEMENT INC	6,929 20	7,768 56		839 36	
2/20/2002	7/24/2008	1000	COMCAST CORPORATION NEW SPL CLASS A	19,962 00	19,391 69		(570 31)	
5/30/2002	7/24/2008	1500	COMCAST CORPORATION NEW SPL CLASS A	28,263 00	29,087 53		824 53	
8/17/2004	7/24/2008	1500	COMCAST CORPORATION NEW SPL CLASS A	27,210 00	29,087 54		1,877 54	
8/19/1996	7/24/2008	2000	CORUS BANKSHARES INC	14,813 10	8,117 75		(6,695 35)	
2/27/2008	7/24/2008	200	GOLDMAN SACHS GROUP INC	35,402 00	36,835 39	1,433 39		
8/19/1996	9/26/2008	2000	CORUS BANKSHARES INC	14,813 10	7,908 55		(6,904 55)	
8/2/1996	10/14/2008	1000	WELLS FARGO & CO	11,406.55	33,213 31		21,806 76	
8/19/1996	10/30/2008	2500	CORUS BANKSHARES INC	18,516 37	5,128 72		(13,387 65)	
8/19/1996	10/31/2008	1500	CORUS BANKSHARES INC	11,109 82	3,085 33		(8,024 49)	
8/30/1999	10/31/2008	2000	CORUS BANKSHARES INC	14,562 50	4,113 77		(10,448 73)	
11/26/2007	11/3/2008	1000	CITY NATIONAL CORP	61,605 00	52,220 30	(9,384 70)		
8/2/1996	11/3/2008	1000	WELLS FARGO & CO	11,406 55	33,961 40		22,554 85	
8/30/1999	11/19/2008	1500	CORUS BANKSHARES INC	10,921 87	2,557 93		(8,363 94)	
8/30/1999	2/2/2009	2500	CORUS BANKSHARES INC	18,203 12	1,550 74		(16,652 38)	
2/9/2000	2/3/2009	2000	CORUS BANKSHARES INC	12,602 50	780 59		(11,821 91)	
2/9/2000	2/4/2009	1500	CORUS BANKSHARES INC	9,451 87	513 14		(8,938 73)	
2/1/2000	2/19/2009	1200	CORUS BANKSHARES INC	7,518 00	285 48		(7,232 52)	
2/1/2000	2/19/2009	1800	CORUS BANKSHARES INC	11,248 87	428 21		(10,820 66)	
2/9/2000	2/19/2009	500	CORUS BANKSHARES INC	3,150 62	118 95		(3,031 67)	
2/1/2000	2/20/2009	1000	CORUS BANKSHARES INC	6,249 37	213 49		(6,035 88)	
3/12/2009	3/12/2009	0 04	VORNADO REALTY TRST	1 17	1 19	0 02		
9/8/1999	3/16/2009	500	GAMCO INVESTORS INC	7,943 20	15,695 91		7,752 71	
5/17/2006	3/16/2009	1000	WALGREEN CO	40,009 70	24,046.66		(15,963 04)	
9/8/1999	3/26/2009	500	GAMCO INVESTORS INC	7,943 20	16,670 90		8,727 70	
1/31/2003	3/26/2009	1000	MGM MIRAGE	13,004.75	2,873 28		(10,131 47)	
7/11/2008	3/26/2009	500	MGM MIRAGE	12,599 75	1,436 64	(11,163 11)		
7/24/2008	3/26/2009	500	WHOLE FOODS MARKET, INC	11,485.65	8,790 95	(2,694 70)		
6/9/2008	5/5/2009	400	WYNN RESORTS LTD	36,662 20	19,340 30	(17,321 90)		
6/11/2008	5/5/2009	100	WYNN RESORTS LTD	8,908 85	4,835 07	(4,073 78)		
6/11/1999	6/2/2009	400	GAMCO INVESTORS INC	6,132 00	21,599 60		15,467 60	
2/6/2008	6/2/2009	1000	GENERAL ELECTRIC CO	34,243 70	13,682 04		(20,561 66)	
2/19/1997	6/2/2009	1000	ESTEE LAUDER COMPANIES INC CL A	23,540 00	34,429 11		10,889 11	
4/21/1997	6/2/2009	500	ESTEE LAUDER COMPANIES INC CL A	11,020.00	17,214 56		6,194 56	
7/24/2008	6/2/2009	500	WHOLE FOODS MARKET, INC.	11,485 65	10,389 73	(1,095 92)		
6/12/2009	6/12/2009	0 62	VORNADO REALTY TRST	29 83	29 83	-		
1/23/2008	6/19/2009	2000	GENERAL ELECTRIC CO	68,180 00	24,099 38		(44,080.62)	
2/6/2008	6/19/2009	3000	GENERAL ELECTRIC CO	102,731.10	36,149 06		(66,582.04)	
TOTAL SHORT TERM GAINS							1,433 41	99,369 78
TOTAL SHORT TERM LOSSES							(45,734 11)	(286,281 51)
						<u>809,089 31</u>	<u>577,876 88</u>	<u>(44,300 70)</u> <u>(186,911 73)</u>
TOTAL REALIZED GAIN/LOSS								(231,212 43)
TOTAL SHORT TERM				178,180.10	133,879 40	(44,300 70)		
TOTAL LONG TERM				630,909 21	443,997 48		(186,911 73)	

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

Type or print	Name of Exempt Organization OPERA HOUSE FUND, INC. C/O DOUG DEAN	Employer identification number 51-0180177
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P O box, see instructions. 106 W. VINE STREET, NO. 600	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions LEXINGTON, KY 40507	

Check type of return to be filed (file a separate application for each return)

- | | | |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

DEAN, DORTON & FORD, PSC

- The books are in the care of ▶ **106 WEST VINE STREET, SUITE 600, LEXINGTON, KY - 40507**
Telephone No ▶ **(859) 255-2341** FAX No ▶ _____
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ▶ If it is for part of the group, check this box ▶ and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ calendar year _____ or
▶ tax year beginning **JUL 1, 2008**, and ending **JUN 30, 2009**

2 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	3,814.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	3,814.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions