EXTENDED TO FEBRUARY 16, 2016

Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

▶ Information about Form 990-PF and its separate instructions is at *www.irs.gov/form990pf.*

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning JUL 1, 2014 **, and ending** JUN 30, 2015

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

A Employer identification number
51-0180177

Number and street (or P O box number if mail is not delivered to street address): 106 W. VINE STREET
Room/suite: 600

B Telephone number: (859) 255-2341

City or town, state or province, country, and ZIP or foreign postal code
LEXINGTON, KY 40507

C If exemption application is pending check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 7,753,488.

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) ________ *(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 ▶ ☐

Part I Analysis of Revenue and Expenses

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

			(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	4,150.		N/A	
	2	Check ▶ ☒ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	13,982.	13,982.		STATEMENT 1
	4	Dividends and interest from securities	125,292.	125,292.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	362,502.			
	b	Gross sales price for all assets on line 6a 843,560.				
	7	Capital gain net income (from Part IV, line 2)		362,502.		
	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	565.	565.		STATEMENT 3
	12	**Total** Add lines 1 through 11	506,491.	502,341.		
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	13,495.	6,748.		6,747.
	c	Other professional fees STMT 5	38,854.	38,854.		0.
	17	Interest				
	18	Taxes STMT 6	9,356.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 7	428.	289.		139.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	62,133.	45,891.		6,886.
	25	Contributions, gifts, grants paid	274,648.			215,387.
	26	**Total expenses and disbursements.** Add lines 24 and 25	336,781.	45,891.		222,273.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	169,710.			
	b	**Net investment income** (if negative, enter -0-)		456,450.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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C/O DOUG DEAN 51-0180177 Page 2

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	9,314.	11,742.	11,742.
	2	Savings and temporary cash investments	126,008.	310,238.	310,238.
	3	Accounts receivable ▶			
		Less. allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less. allowance for doubtful accounts ▶			
	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	3,951.		
	10a	Investments - U S. and state government obligations			
	b	Investments - corporate stock STMT 8	7,738,411.	7,424,516.	7,424,516.
	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)	52,593.	6,992.	6,992.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	7,930,277.	7,753,488.	7,753,488.
Liabilities	17	Accounts payable and accrued expenses	1,033.	14,868.	
	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 ▶ EXCISE TAX PAYABLE)	0.	3,456.	
	23	**Total liabilities** (add lines 17 through 22)	1,033.	18,324.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31**			
	24	Unrestricted	7,920,473.	7,728,993.	
	25	Temporarily restricted	8,771.	6,171.	
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	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**	7,929,244.	7,735,164.	
	31	**Total liabilities and net assets/fund balances**	7,930,277.	7,753,488.	

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	7,929,244.
2	Enter amount from Part I, line 27a	2	169,710.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	8,098,954.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON SECURITIES	5	363,790.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,735,164.

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	THE BLACKSTONE GROUP LP K-1	P	VARIOUS	VARIOUS
b	THE BLACKSTONE GROUP LP K-1	P	VARIOUS	VARIOUS
c	DEUTSCHE BANK SECURITIES - SEE ATTACHED			
d	STATEMENT	P	VARIOUS	VARIOUS
e				

	(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	6.			6.
b	1,337.			1,337.
c				
d	842,217.		481,058.	361,159.
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				6.
b				1,337.
c				
d				361,159.
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	362,502.
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 the 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))
2013	410,980.	7,351,439.	.055905
2012	592,281.	6,505,038.	.091050
2011	318,795.	5,986,426.	.053253
2010	301,183.	5,899,563.	.051052
2009	265,244.	5,254,472.	.050480

2	**Total** of line 1, column (d)	2	.301740
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	.060348
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	7,793,492.
5	Multiply line 4 by line 3	5	470,322.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,565.
7	Add lines 5 and 6	7	474,887.
8	Enter qualifying distributions from Part XII, line 4	8	222,273.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____________ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	9,129.
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	9,129.
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	9,129.
6	Credits/Payments.				
a	2014 estimated tax payments and 2013 overpayment credited to 2014	6a	5,676.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	8,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	13,676.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	2.
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	4,545.
11	Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶		4,545. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ KY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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 make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ DEAN DORTON ALLEN FORD PLLC Telephone no. ▶ (859) 255-2341

Located at ▶ 106 W VINE ST STE 600, LEXINGTON, KY ZIP+4 ▶ 40507

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Yes	No
16 At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		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? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?	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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ Yes ☒ 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.) N/A	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? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2014 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 2014.)* N/A	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 2014?	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 4945(d)(4)(A)? (see instructions) ☒ Yes ☐ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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? **6b** No: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? 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. FOURTEEN ORGANIZATIONS SUBSIDIZED.	274,648.
2	
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	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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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	7,743,835.
b	Average of monthly cash balances	1b	168,340.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	7,912,175.
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	7,912,175.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	118,683.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,793,492.
6	**Minimum investment return** Enter 5% of line 5	6	389,675.

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	389,675.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	9,129.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	9,129.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	380,546.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	380,546.
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	380,546.

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	222,273.
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	222,273.
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	0.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	222,273.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7					380,546.
2 Undistributed income, if any, as of the end of 2014					
a Enter amount for 2013 only				0.	
b Total for prior years: ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2014:					
a From 2009	5,002.				
b From 2010	8,878.				
c From 2011	23,669.				
d From 2012	277,305.				
e From 2013	49,274.				
f **Total** of lines 3a through e		364,128.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $	222,273.				
a Applied to 2013, 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 2014 distributable amount					222,273.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)		158,273.			158,273.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		205,855.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)		0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2015** Subtract lines 7 and 8 from line 6a		205,855.			
10 Analysis of line 9:					
a Excess from 2010					
b Excess from 2011					
c Excess from 2012	156,581.				
d Excess from 2013	49,274.				
e Excess from 2014					

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 2014, 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	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
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 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).)

WILLIAM T. YOUNG, JR.

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 or e-mail address of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient 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
a *Paid during the year*				
SEE ATTACHED SCHEDULE				274,648.
-				-
Total			▶ 3a	274,648.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2014)

423611
11-24-14

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	13,982.	
4 Dividends and interest from securities			14	125,292.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	565.	
8 Gain or (loss) from sales of assets other than inventory			18	362,502.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		502,341.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 502,341.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)	X	
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (**b**) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (**d**) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
A1	3,200.	LEXINGTON CENTER CORPORATION	SEE STATEMENT 12

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Douglas Dean 2/15/16 Treasurer

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
DOUGLAS DEAN	Douglas Dean	2/15/16		P00167070

Firm's name ▶ DEAN DORTON ALLEN FORD, PLLC

Firm's EIN ▶ 27-3858252

Firm's address ▶ 106 W. VINE STREET, SUITE 600
LEXINGTON, KY 40507

Phone no. (859)255-2341

Form **990-PF** (2014)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
DB. ALEX BROWN	13,982.	13,982.	
TOTAL TO PART I, LINE 3	13,982.	13,982.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
DB. ALEX BROWN	125,292.	0.	125,292.	125,292.	
TO PART I, LINE 4	125,292.	0.	125,292.	125,292.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
THE BLACKSTONE GROUP LP K-1	565.	565.	
TOTAL TO FORM 990-PF, PART I, LINE 11	565.	565.	

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	13,495.	6,748.		6,747.
TO FORM 990-PF, PG 1, LN 16B	13,495.	6,748.		6,747.

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	38,854.	38,854.		0.
TO FORM 990-PF, PG 1, LN 16C	38,854.	38,854.		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	9,356.	0.		0.
TO FORM 990-PF, PG 1, LN 18	9,356.	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
OTHER INVESTMENT EXPENSE	150.	150.		0.
BANK FEES	25.	12.		13.
SUPPLIES	223.	112.		111.
MISCELLANEOUS	30.	15.		15.
TO FORM 990-PF, PG 1, LN 23	428.	289.		139.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
INVESTMENT SECURITIES	7,424,516.	7,424,516.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,424,516.	7,424,516.

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED DIVIDENDS	3,085.	2,910.	2,910.
ACCRUED INTEREST	4,082.	4,082.	4,082.
SUBSIDY RECEIVABLE	45,426.	0.	0.
TO FORM 990-PF, PART II, LINE 15	52,593.	6,992.	6,992.

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. 106 W. VINE STREET LEXINGTON, KY 40507	PRESIDENT & DIRECTOR 1.00	0.	0.	0.
LINDA CAREY 106 W. VINE STREET LEXINGTON, KY 40507	VICE PRESIDENT & DIRECTOR 0.20	0.	0.	0.
DOUG DEAN 106 W. VINE STREET LEXINGTON, KY 40507	SECRETARY/TREASURER & DIRE 1.00	0.	0.	0.
W JAMES HOST 106 W. VINE STREET LEXINGTON, KY 40507	DIRECTOR 0.20	0.	0.	0.
CHRISTOPHER YOUNG 106 W. VINE STREET LEXINGTON, KY 40507	DIRECTOR 0.20	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF EXPENDITURE RESPONSIBILITY STATEMENT STATEMENT 11
PART VII-B, LINE 5C

GRANTEE'S NAME

LEXINGTON CENTER CORPORATION

GRANTEE'S ADDRESS

430 WEST VINE ST
LEXINGTON, KY 40507

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED	VERIFICATION DATE
3,200.	10/13/14	3,200.	02/11/16

PURPOSE OF GRANT

$2800 FOR RESTORATION OF THE STEINWAY GRAND PIANO AND $400 FOR CAPITAL IMPROVEMENTS

DATES OF REPORTS BY GRANTEE

02/11/2016

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

LEXINGTON CENTER CORPORATION SUBMITTED A REPORT DESCRIBING THE USE OF THE FUNDS. FUNDS WERE USED AS INTENDED BY THE LEXINGTON OPERA HOUSE FUND.

990-PF INVOLVEMENT WITH NONCHARITABLE ORGANIZATIONS STATEMENT 12
PART XVII, LINE 1, COLUMN (D)

NAME OF NONCHARITABLE EXEMPT ORGANIZATION

LEXINGTON CENTER CORPORATION

DESCRIPTION OF TRANSFERS, TRANSACTIONS, AND SHARING ARRANGEMENTS

GRANT TO LCC A 501(C)(4) ORGANIZATION SPECIFICALLY FOR THE OPERA HOUSE FACILITY.

E. S. Barr & Co.

REALIZED GAINS AND LOSSES

LEXINGTON OPERA HOUSE

5xf-344082

From 07-01-14 Through 06-30-15

						Gain Or Loss	
Open Date	**Close Date**	**Quantity**	**Security**	**Cost Basis**	**Proceeds**	**Short Term**	**Long Term**
04-09-2010	09-05-2014	1.000 00	ANNALY CAP MGMT INC	17,300 00	11,731 44		-5,568 56
02-08-2013	09-05-2014	1,500 00	ANNALY CAP MGMT INC	22,125 00	17,597 15		-4,527 85
12-07-2009	09-05-2014	1,000 00	PENN NATL GAMING CORP	6,396 99	11,380 84		4,983 85
12-28-2009	09-05-2014	1,000 00	PENN NATL GAMING CORP	6,274 59	11,380 85		5,106 26
09-16-2005	09-15-2014	1.000 00	ANNALY CAP MGMT INC	13,250 00	11,303 25		-1,946 75
09-17-2008	09-15-2014	1,000 00	ANNALY CAP MGMT INC	13,211 20	11,303 24		-1,907 96
06-02-2009	09-15-2014	1,000 00	ANNALY CAP MGMT INC	14,454 00	11,303 25		-3,150 75
10-12-2009	09-15-2014	2,000 00	PENN NATL GAMING CORP	11,938 99	22,731 49		10,792 50
12-28-2009	09-15-2014	500 00	PENN NATL GAMING CORP	3,137 30	5,682 87		2,545 57
03-31-2006	10-15-2014	1,000 00	ANNALY CAP MGMT INC	12,169 90	11,171 75		-998 15
09-17-2008	10-15-2014	1,000 00	ANNALY CAP MGMT INC	13,211 20	11,171 75		-2,039 45
06-24-2013	10-15-2014	1,500 00	ANNALY CAP MGMT INC	18,594 60	16,757 63		-1,836 97
03-16-2009	10-15-2014	500 00	PEPSICO INC	24,710 00	45,567 54		20,857 54
10-21-2005	11-06-2014	500 00	ANNALY CAP MGMT INC	5,954 80	5,634 67		-320 13
03-31-2006	11-06-2014	500 00	ANNALY CAP MGMT INC	6.084 95	5.634 67		-450 28
07-31-2013	11-06-2014	2,500 00	ANNALY CAP MGMT INC	30,108 00	28.173 38		-1,934 62
04-01-2003	12-12-2014	350 00	AFFILIATED MANAGERS GRP	9,615 67	68,736 98		59,121 31
05-24-2012	12-12-2014	1,000 00	TIFFANY & CO NEW	57 054 30	104,868 18		47,813 88
09-21-2005	12-12-2014	1,000 00	WAL-MART STORES INC	42,900 00	84,181 53		41,281 53
04-28-2008	02-03-2015	100 00	CITY NATIONAL CORP	4,797 94	8.848 59		4,050 65
04-17-2003	02-03-2015	500 00	CITY NATIONAL CORP	19,855 10	44,242 97		24,387 87
10-08-2001	02-03-2015	500 00	CITY NATIONAL CORP	19,027 45	44.242 98		25,215 53
10-05-2001	02-03-2015	150 00	CITY NATIONAL CORP	5,703 51	13,272 89		7,569 38
11-23-2007	02-12-2015	70 50	URBAN EDGE PROPERTIES	1.214 11	1,691 28		477 17
11-26-2007	02-12-2015	500 00	URBAN EDGE PROPERTIES	8,437 39	11,994 93		3.557 54
01-09-2008	02-12-2015	500 00	URBAN EDGE PROPERTIES	7,542 29	11,994 93		4,452 64
03-12-2009	02-12-2015	25 00	URBAN EDGE PROPERTIES	152 29	599 75		447 46
06-12-2009	02-12-2015	16 50	URBAN EDGE PROPERTIES	150 73	395 83		245 10
09-16-2009	02-12-2015	7 50	URBAN EDGE PROPERTIES	77 30	179 92		102 62
12-15-2009	02-12-2015	5 50	URBAN EDGE PROPERTIES	71 83	131 95		60 12
05-04-2015	05-04-2015	0 55	GOOGLE INC CL C	305 63	305 63	0 00	
10-05-2001	06-05-2015	850 00	CITY NATIONAL CORP	32,319 89	78,579 01		46,259 12
09-04-2009	06-05-2015	1,000 00	CITY NATIONAL CORP	37,818 60	92,445 90		54,627 30
09-22-2011	06-05-2015	400 00	CITY NATIONAL CORP	15,092 44	36,978 36		21,885 92
TOTAL GAINS						0 00	385,840 86
TOTAL LOSSES						0 00	-24,681 47
				481,057.99	**842,217.38**	**0.00**	**361,159.39**

TOTAL REALIZED GAIN/LOSS 361,159 39
NO CAPITAL GAINS DISTRIBUTIONS

Prime broker

OPERA HOUSE FUND, INC.
FORM 990 - PF
EIN: 51-0180177
JUNE 30, 2015

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

Name and Address *	Recipient Individual	Foundation Status of Recipient	Purpose of Contribution	Amount
Ballet Theatre of Kentucky	N/A	Public	Rent & other subsidy	35,000
Bluegrass Opera	N/A	Public	Rent & other subsidy	15,950
Bluegrass Youth Ballet	N/A	Public	Rent & other subsidy	8,645
Central KY Concert Band	N/A	Public	Rent & other subsidy	1,926
Friends of the Arts School	N/A	Public	Rent & other subsidy	40,000
Kentuckians Chorus	N/A	Public	Rent & other subsidy	2,368
Kentucky Chinese American Assoc	N/A	Public	Rent & other subsidy	4,171
Lexington Ballet Company	N/A	Public	Rent & other subsidy	40,000
Lexington Children's Theatre	N/A	Public	Rent & other subsidy	31,157
Lexington Philharmonic Society	N/A	Public	Rent & other subsidy	30,784
Lexington Theatre Co	N/A	Public	Rent & other subsidy	4,594
LFUCG Parks & Rec	N/A	Public	Rent & other subsidy	9,352
UK Opera Theatre	N/A	Public	Rent & other subsidy	47,500
Lexington Center Corporation	N/A	501(c)(4)	Capital Improvements to Opera House Facility	3,200
Broadway/Variety Live Underwriting of Contributions				

Contribution per books - accrual basis (Part I, Line 25, Col A)	274,648
Plus Subsidies payable at 6/30/14	1,033
Less Subsidies payable at 6/30/15	(14,868)
Less Broadway Live Reimbursement Payable @ 06/30/15	-
Plus Broadway Live Reimbursement Receivable @ 06/30/15	-
Less Broadway Live Reimbursement Receivable @ 06/30/14	(45,426)
Contribution paid - cash basis (Part I, Line 25, Col D)	$ 215,387

* The address of all recipients is Lexington, Kentucky