

TAX RETURN FILING INSTRUCTIONS

FORM 990

FOR THE YEAR ENDING

June 30, 2013

Prepared for	The Minnesota Opera 620 North First Street Minneapolis, MN 55401
Prepared by	Eide Bailly LLP 800 Nicollet Mall, Ste. 1300 Minneapolis, MN 55402-7033
Amount due or refund	Not applicable
Make check payable to	Not applicable
Mail tax return and check (if applicable) to	Not applicable
Return must be mailed on or before	Not applicable
Special Instructions	This return has qualified for electronic filing. After you have reviewed the return for completeness and accuracy, please sign, date and return Form 8879-EO to our office. We will transmit the return electronically to the IRS and no further action is required. Return Form 8879-EO to us by May 15, 2014.

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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

A For the 2012 calendar year, or tax year beginning JUL 1, 2012 and ending JUN 30, 2013

Header section containing organization name (THE MINNESOTA OPERA), EIN (41-0946789), address (620 NORTH FIRST STREET, MINNEAPOLIS, MN 55401), principal officer (KEVIN RAMACH), website (WWW.MNOPERA.ORG), and form of organization (Corporation).

Part I Summary

Summary table with columns for Revenue, Expenses, and Net Assets or Fund Balances. Rows include mission statement (TO PRODUCE OPERA AND OPERA EDUCATION AT THE HIGHEST ARTISTIC LEVEL), revenue (Total: 9,102,424), expenses (Total: 10,632,030), and net assets (Total: 24,473,563).

Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete.

Signature block containing officer signature (KEVIN RAMACH), preparer name (DEB NELSON, CPA), date (03/17/14), and firm information (EIDE BAILLY LLP).

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

Part III Statement of Program Service Accomplishments

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

1 Briefly describe the organization's mission: THE MINNESOTA OPERA COMBINES A CULTURE OF CREATIVITY AND FISCAL RESPONSIBILITY TO PRODUCE OPERA AND OPERA EDUCATION PROGRAMS THAT EXPAND THE ART FORM, NURTURE ARTISTS, ENRICH AUDIENCES AND CONTRIBUTE TO THE VITALITY OF THE COMMUNITY.

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

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

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses.

4a (Code:) (Expenses \$ 7,335,980. including grants of \$) (Revenue \$ 3,105,265.) MINNESOTA OPERA, CURRENTLY COMPLETING ITS 50TH ANNIVERSARY SEASON, IS REGARDED AS ONE OF THE OPERA INDUSTRY'S MOST AMBITIOUS COMPANIES, OFFERING FIVE FULLY STAGED OPERAS OF BOTH STANDARD REPERTOIRE AS WELL AS NEWLY CREATED WORKS. MINNESOTA OPERA HAS BEEN A RESIDENT COMPANY OF THE ORDWAY CENTER FOR THE PERFORMING ARTS SINCE 1985. MINNESOTA OPERA REGULARLY RECEIVES NATIONAL AND INTERNATIONAL ACCLAIM AS A PRODUCER AND CREATOR OF OPERA, AND THIS SEASON, ITS COMMISSION OF DOUBT RECEIVED NATIONAL ATTENTION.

MINNESOTA OPERA'S 2012-13 SEASON INCLUDED NABUCCO (VERDI), ANNA BOLENA (DONIZETTI), THE WORLD PREMIERE OF DOUBT (CUOMO), HAMLET (THOMAS) AND TURANDOT (PUCCINI). MINNESOTA OPERA PRODUCTIONS FEATURED WORLD RENOWNED

4b (Code:) (Expenses \$ 310,683. including grants of \$) (Revenue \$ 124,266.) MINNESOTA OPERA'S EDUCATION AND OUTREACH EFFORTS REACHED OVER 19,000 ADULTS AND 9,000 YOUTH INCLUDING ADULT EDUCATION CLASSES, COOPERATION! - AN IN-SCHOOL RESIDENCY PROGRAM THAT PLACES TEACHING ARTISTS AND RESIDENT ARTISTS INTO SCHOOLS, SPOTLIGHT PARTNERSHIP - A SPECIALIZED IN-SCHOOL RESIDENCY PROGRAM FOR AT-RISK YOUTHS, DAY AT THE OPERA - AUDITION MASTER CLASSES WHICH PROVIDES OPPORTUNITIES FOR HIGH SCHOOL STUDENTS TO WORK WITH MEMBERS OF THE OPERA STAFF AND GUEST ARTISTS, PROJECT OPERA - CONSISTS OF THREE GROUPS, RAGAZZI (GRADES 4-8), GIOVANI (GRADES 9-12) AND THE APPRENTICE PROGRAM (GRADE 12), SUMMER OPERA CAMP -A WEEK-LONG VOCAL TRAINING PROGRAM FOR TEENS, CHILDREN'S CHORUS SUMMER OPERA CAMP - A THREE-DAY LONG DAY CAMP FOR CHILDREN AGES 7-12, IMAGINEOPERA.ORG - AN EDUCATION SPECIFIC WEBSITE THAT PROVIDES

4c (Code:) (Expenses \$ 304,080. including grants of \$) (Revenue \$ 7,000.) MINNESOTA OPERA'S RESIDENT ARTIST PROGRAM PROVIDED TEN YOUNG PROFESSIONALS AT THE INITIAL STAGES OF THEIR CAREERS WITH NINE MONTHS OF PROFESSIONAL DEVELOPMENT, INCLUDING VOCAL TRAINING AND COACHING, STAGE TIME, CLASSES AND CAREER COUNSELING. THIS PROGRAM INCLUDES BOTH PERFORMERS AND OTHER PRACTITIONERS OF THE ART FORM. IN ADDITION TO APPEARING IN MINNESOTA OPERA'S PRODUCTIONS, THESE ARTISTS WERE AN INTEGRAL PART OF THE COMPANY'S OUTREACH AND EDUCATION EFFORTS, SERVING AS OPERATIC AMBASSADORS THROUGHOUT THE COMMUNITY BOTH IN SCHOOLS AND AT SPECIAL EVENTS.

4d Other program services (Describe in Schedule O.) (Expenses \$ 710,997. including grants of \$) (Revenue \$ 274,738.)

4e Total program service expenses 8,661,740.

Part IV Checklist of Required Schedules

Table with 3 columns: Question ID, Question Text, Yes, No. Rows include questions 1 through 20b regarding organizational requirements and financial reporting.

Part IV Checklist of Required Schedules (continued)

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

Note. All Form 990 filers are required to complete Schedule O

Part V Statements Regarding Other IRS Filings and Tax Compliance

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

Main form area containing questions 1a through 14b with input fields and Yes/No columns.

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

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

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a (34), 1b (33), 2 (X), 3 (X), 4 (X), 5 (X), 6 (X), 7a (X), 7b (X), 8a (X), 8b (X), 9 (X).

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

Table with 3 columns: Question, Yes, No. Rows include: 10a (X), 10b, 11a (X), 11b, 12a (X), 12b (X), 12c (X), 13 (X), 14 (X), 15a (X), 15b (X), 16a (X), 16b.

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed MN
18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: JEFF COUTURE - 612-342-9551 620 NORTH FIRST STREET, MINNEAPOLIS, MN 55401

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

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

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

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

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

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

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

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) RACHELLE CHASE BOARD CHAIR	2.50	X		X				0.	0.	0.
(2) JAMES JOHNSON BOARD VICE CHAIR	2.50	X		X				0.	0.	0.
(3) ROBERT LEE BOARD SECRETARY	2.50	X		X				0.	0.	0.
(4) PATRICIA JOHNSON BOARD TREASURER	2.50	X		X				0.	0.	0.
(5) PATRICIA BEITHON BOARD MEMBER	2.50	X						0.	0.	0.
(6) WENDEY BENNETT BOARD MEMBER	2.50	X						0.	0.	0.
(7) SHARI BOEHNEN BOARD MEMBER	2.50	X						0.	0.	0.
(8) JANE CONFER BOARD MEMBER	2.50	X						0.	0.	0.
(9) JODI DEHLI BOARD MEMBER	2.50	X						0.	0.	0.
(10) SARA DONALDSON BOARD MEMBER	2.50	X						0.	0.	0.
(11) SIDNEY EMERY BOARD MEMBER	2.50	X						0.	0.	0.
(12) BIANCA FINE BOARD MEMBER	2.50	X						0.	0.	0.
(13) SHARON HAWKINS BOARD MEMBER	2.50	X						0.	0.	0.
(14) RUTH HUSS BOARD MEMBER	2.50	X						0.	0.	0.
(15) HEINZ HUTTER BOARD MEMBER	2.50	X						0.	0.	0.
(16) CHRISTINE LARSEN BOARD MEMBER	2.50	X						0.	0.	0.
(17) LYNNE E. LOONEY BOARD MEMBER	2.50	X						0.	0.	0.

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

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) STEVE MAHON BOARD MEMBER	2.50	X						0.	0.	0.
(19) DAVID MELINE BOARD MEMBER	2.50	X						0.	0.	0.
(20) LENI MOORE BOARD MEMBER	2.50	X						0.	0.	0.
(21) ALBIN NELSON BOARD MEMBER	2.50	X						0.	0.	0.
(22) LUIS PAGAN-CARLO BOARD MEMBER	2.50	X						0.	0.	0.
(23) JOSE PERIS BOARD MEMBER	2.50	X						0.	0.	0.
(24) ELIZABETH REDLEAF BOARD MEMBER	2.50	X						0.	0.	0.
(25) CONSTANCE REMELE BOARD MEMBER	2.50	X						0.	0.	0.
(26) DON ROMANAGGI BOARD MEMBER	2.50	X						0.	0.	0.
1b Sub-total								0.	0.	0.
c Total from continuation sheets to Part VII, Section A								492,559.	0.	72,526.
d Total (add lines 1b and 1c)								492,559.	0.	72,526.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **3**

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

Section B. Independent Contractors

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

(A) Name and business address	(B) Description of services	(C) Compensation
MOVING PICTURES INC. 5605 DALRYMPLE RD, EDINA, MN 55424	HD FILM	214,586.
MICHAEL CHRISTIE 1776 JAMES AVE S, MINNEAPOLIS, MN 55403	CONDUCTING	152,600.
STAR TRIBUNE PO BOX 1255, MINNEAPOLIS, MN 55440	ADVERTISING	133,632.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **3**

SEE PART VII, SECTION A CONTINUATION SHEETS

Part VIII Statement of Revenue

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

		(A)	(B)	(C)	(D)	
		Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1 a Federated campaigns	1a				
	b Membership dues	1b				
	c Fundraising events	1c	316,549.			
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	4,431,623.			
	g Noncash contributions included in lines 1a-1f: \$		329,434.			
	h Total. Add lines 1a-1f		4,748,172.			
	Program Service Revenue	2 a OPERA SEASON/ADMISSIONS	Business Code 711190	2,805,265.	2,805,265.	
b CO-PRODUCTION INCOME		711190	300,000.	300,000.		
c MISCELLANEOUS		711190	138,036.	138,036.		
d OUTREACH AND EDUCATION		711190	124,266.	124,266.		
e RENTAL INCOME		711190	108,905.	108,905.		
f All other program service revenue						
g Total. Add lines 2a-2f			3,476,472.			
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts)		481,343.	-6,168.	487,511.	
	4 Income from investment of tax-exempt bond proceeds					
	5 Royalties					
	6 a Gross rents	(i) Real	34,797.			
		(ii) Personal	0.			
		b Less: rental expenses				
		c Rental income or (loss)	34,797.			
	d Net rental income or (loss)		34,797.	34,797.		
	7 a Gross amount from sales of assets other than inventory	(i) Securities	3,084,920.			
		(ii) Other				
		b Less: cost or other basis and sales expenses	2,858,147.			
		c Gain or (loss)	226,773.			
	d Net gain or (loss)		226,773.		226,773.	
	8 a Gross income from fundraising events (not including \$ 316,549. of contributions reported on line 1c). See Part IV, line 18	a	281,825.			
		b Less: direct expenses	146,958.			
c Net income or (loss) from fundraising events			134,867.		134,867.	
9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less: direct expenses					
	c Net income or (loss) from gaming activities					
10 a Gross sales of inventory, less returns and allowances	a					
	b Less: cost of goods sold					
	c Net income or (loss) from sales of inventory					
Miscellaneous Revenue		Business Code				
11 a						
	b					
	c					
	d All other revenue					
	e Total. Add lines 11a-11d					
12 Total revenue. See instructions.		9,102,424.	3,511,269.	-6,168.	849,151.	

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

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

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States. See Part IV, line 21				
2 Grants and other assistance to individuals in the United States. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	225,720.	14,062.	162,442.	49,216.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	94,626.		94,626.	
7 Other salaries and wages	3,025,481.	2,411,630.	354,421.	259,430.
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	60,803.	59,844.	921.	38.
9 Other employee benefits	288,755.	231,724.	39,691.	17,340.
10 Payroll taxes	336,645.	251,541.	57,123.	27,981.
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting	49,193.		49,193.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees				
g Other. (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch O.)	364,045.	177,466.	142,096.	44,483.
12 Advertising and promotion	442,085.	442,085.		
13 Office expenses	552,314.	371,188.	126,721.	54,405.
14 Information technology	5,897.		5,897.	
15 Royalties	197,197.	197,197.		
16 Occupancy	228,048.	145,342.	82,706.	
17 Travel	287,711.	264,213.	13,029.	10,469.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	14,235.	9,960.	3,412.	863.
20 Interest	44,020.		44,020.	
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	238,159.	28,068.	210,091.	
23 Insurance	52,071.		52,071.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a FEEES FOR PRODUCTION SER	3,162,023.	3,123,206.	525.	38,292.
b THEATER RENTAL	680,972.	680,972.		
c PRODUCTION MATERIALS	676,227.	676,227.		
d ALLOCATION TO PREPAID E	-347,796.	-318,344.	-7,751.	-21,701.
e All other expenses	-46,401.	-104,641.	57,613.	627.
25 Total functional expenses. Add lines 1 through 24e	10,632,030.	8,661,740.	1,488,847.	481,443.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here if following SOP 98-2 (ASC 958-720)

Part X Balance Sheet

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

		(A) Beginning of year		(B) End of year	
Assets	1 Cash - non-interest-bearing	1,243,646.	1	374,467.	
	2 Savings and temporary cash investments		2		
	3 Pledges and grants receivable, net	3,282,521.	3	3,042,142.	
	4 Accounts receivable, net	238,362.	4	321,478.	
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5		
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6		
	7 Notes and loans receivable, net		7		
	8 Inventories for sale or use		8		
	9 Prepaid expenses and deferred charges	1,125,780.	9	649,487.	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 6,493,727.			
	b Less: accumulated depreciation	10b 3,339,718.	3,315,915.	10c	3,154,009.
	11 Investments - publicly traded securities	36,209.	11	14,752.	
	12 Investments - other securities. See Part IV, line 11	10,824,836.	12	11,854,658.	
	13 Investments - program-related. See Part IV, line 11		13		
	14 Intangible assets		14		
	15 Other assets. See Part IV, line 11	7,311,369.	15	7,888,886.	
16 Total assets. Add lines 1 through 15 (must equal line 34)	27,378,638.	16	27,299,879.		
Liabilities	17 Accounts payable and accrued expenses	206,149.	17	190,174.	
	18 Grants payable		18		
	19 Deferred revenue	1,879,065.	19	1,816,160.	
	20 Tax-exempt bond liabilities		20		
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21		
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22		
	23 Secured mortgages and notes payable to unrelated third parties	909,397.	23	819,982.	
	24 Unsecured notes and loans payable to unrelated third parties		24		
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D		25		
	26 Total liabilities. Add lines 17 through 25	2,994,611.	26	2,826,316.	
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.				
	27 Unrestricted net assets	1,235,103.	27	1,559,111.	
	28 Temporarily restricted net assets	4,350,920.	28	3,513,297.	
	29 Permanently restricted net assets	18,798,004.	29	19,401,155.	
	Organizations that do not follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 30 through 34.				
	30 Capital stock or trust principal, or current funds		30		
	31 Paid-in or capital surplus, or land, building, or equipment fund		31		
	32 Retained earnings, endowment, accumulated income, or other funds		32		
	33 Total net assets or fund balances	24,384,027.	33	24,473,563.	
34 Total liabilities and net assets/fund balances	27,378,638.	34	27,299,879.		

Part XI Reconciliation of Net Assets

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

1	Total revenue (must equal Part VIII, column (A), line 12)	1	9,102,424.
2	Total expenses (must equal Part IX, column (A), line 25)	2	10,632,030.
3	Revenue less expenses. Subtract line 2 from line 1	3	-1,529,606.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	24,384,027.
5	Net unrealized gains (losses) on investments	5	1,075,278.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	543,864.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	24,473,563.

Part XII Financial Statements and Reporting

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

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

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

THE MINNESOTA OPERA

Employer identification number

41-0946789

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

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

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

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

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

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

Schedule A (Form 990 or 990-EZ) 2012

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	5636306.	5527134.	5046307.	5223739.	4748172.	26181658.
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3	5636306.	5527134.	5046307.	5223739.	4748172.	26181658.
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						4379586.
6 Public support. Subtract line 5 from line 4.						21802072.

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	5636306.	5527134.	5046307.	5223739.	4748172.	26181658.
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	524,910.	546,302.	551,164.	559,511.	522,308.	2704195.
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						28885853.
12 Gross receipts from related activities, etc. (see instructions)					12	17,049,571.
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here	<input type="checkbox"/>					

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))	14	75.48	%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	75.63	%
16a 33 1/3% support test - 2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input checked="" type="checkbox"/>		
b 33 1/3% support test - 2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
17a 10% -facts-and-circumstances test - 2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
b 10% -facts-and-circumstances test - 2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	<input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	<input type="checkbox"/>		

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

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						

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

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

b 33 1/3% support tests - 2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

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

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No. 1545-0047

2012

Name of the organization

THE MINNESOTA OPERA

Employer identification number

41-0946789

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

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

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

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

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

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

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

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization THE MINNESOTA OPERA	Employer identification number 41-0946789
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	<u>ANGUS WURTELE</u> <u>2970 GALE ROAD</u> <u>WAYZATA, MN 55391</u>	\$ <u>515,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	<u>JULIA DAYTON</u> <u>1719 W FRANKLIN AVE</u> <u>MINNEAPOLIS, MN 55405</u>	\$ <u>130,000.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	<u>MINNESOTA STATE ARTS BOARD</u> <u>400 SIBLEY ST #200</u> <u>ST PAUL, MN 55101-1949</u>	\$ <u>464,789.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	<u>TARGET</u> <u>1000 NICOLLET MALL TPS02688</u> <u>MINNEAPOLIS, MN 55403</u>	\$ <u>172,500.</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.)

Name of organization THE MINNESOTA OPERA	Employer identification number 41-0946789
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Part II Noncash Property (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____
		\$ _____	_____

Name of organization THE MINNESOTA OPERA	Employer identification number 41-0946789
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once.) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ **Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.**

▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

THE MINNESOTA OPERA

Employer identification number

41-0946789

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

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

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

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

Preservation of land for public use (e.g., recreation or education) Preservation of an historically important land area

Protection of natural habitat Preservation of a certified historic structure

Preservation of open space

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

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

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

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

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?

Yes No

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

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

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?

Yes No

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

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

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

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

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

(i) Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

(ii) Assets included in Form 990, Part X

▶ \$ _____

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

a Revenues included in Form 990, Part VIII, line 1

▶ \$ _____

b Assets included in Form 990, Part X

▶ \$ _____

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

- 3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):
- a Public exhibition
 - b Scholarly research
 - c Preservation for future generations
 - d Loan or exchange programs
 - e Other _____
- 4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.
- 5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? Yes No

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

- 1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? Yes No
- b If "Yes," explain the arrangement in Part XIII and complete the following table:
- | | Amount |
|---------------------------------|-----------|
| c Beginning balance | 1c |
| d Additions during the year | 1d |
| e Distributions during the year | 1e |
| f Ending balance | 1f |
- 2a Did the organization include an amount on Form 990, Part X, line 21? Yes No
- b If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

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

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance	18,998,004.	19,707,591.	18,260,285.	17,988,652.	20,456,669.
b Contributions	59,287.	23,614.	657,406.	14,125.	34,730.
c Net investment earnings, gains, and losses	543,864.	-733,201.	789,900.	1,259,873.	-1,443,815.
d Grants or scholarships					
e Other expenditures for facilities and programs				1,002,365.	1,058,932.
f Administrative expenses					
g End of year balance	19,601,155.	18,998,004.	19,707,591.	18,260,285.	17,988,652.

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

- a Board designated or quasi-endowment 1.00 %
 - b Permanent endowment 99.00 %
 - c Temporarily restricted endowment _____ %
- The percentages in lines 2a, 2b, and 2c should equal 100%.

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

- (i) unrelated organizations _____
- (ii) related organizations _____

	Yes	No
3a(i)		X
3a(ii)	X	
3b	X	

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? _____

4 Describe in Part XIII the intended uses of the organization's endowment funds.

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

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		1,110,000.		1,110,000.
b Buildings		4,040,672.	2,120,051.	1,920,621.
c Leasehold improvements				
d Equipment		1,343,055.	1,219,667.	123,388.
e Other				
Total. Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				3,154,009.

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

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) THE MINNESOTA OPERA		
(B) ENDOWMENT	11,784,464.	END-OF-YEAR MARKET VALUE
(C) DLJ VENTURE PARTNERSHIP		
(D) II	70,194.	END-OF-YEAR MARKET VALUE
(E)		
(F)		
(G)		
(H)		
(I)		
Total. (Col. (b) must equal Form 990, Part X, col. (B) line 12.)	11,854,658.	

Part VIII Investments - Program Related. See Form 990, Part X, line 13.

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

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

(a) Description	(b) Book value
(1) BENEFICIAL INTEREST IN PERPETUAL TRUSTS	7,815,185.
(2) PHILLIPS CHARITABLE REMAINDER TRUST	73,701.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 15.)	7,888,886.

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

1. (a) Description of liability	(b) Book value
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
Total. (Column (b) must equal Form 990, Part X, col. (B) line 25.)	

2. FIN 48 (ASC 740) Footnote. In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return

1	Total revenue, gains, and other support per audited financial statements	1	8,762,665.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:		
a	Net unrealized gains on investments	2a	1,075,278.
b	Donated services and use of facilities	2b	55,567.
c	Recoveries of prior year grants	2c	
d	Other (Describe in Part XIII.)	2d	-31,575.
e	Add lines 2a through 2d	2e	1,099,270.
3	Subtract line 2e from line 1	3	7,663,395.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	1,439,029.
c	Add lines 4a and 4b	4c	1,439,029.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5	9,102,424.

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return

1	Total expenses and losses per audited financial statements	1	10,656,022.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:		
a	Donated services and use of facilities	2a	55,567.
b	Prior year adjustments	2b	
c	Other losses	2c	
d	Other (Describe in Part XIII.)	2d	
e	Add lines 2a through 2d	2e	55,567.
3	Subtract line 2e from line 1	3	10,600,455.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:		
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	
b	Other (Describe in Part XIII.)	4b	31,575.
c	Add lines 4a and 4b	4c	31,575.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5	10,632,030.

Part XIII Supplemental Information

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

PART V, LINE 4: MOST ENDOWMENT FUNDS ARE HELD TO SUPPORT GENERAL

PURPOSES AND PROGRAMMING OF THE MINNESOTA OPERA AS DESCRIBED IN THE

MISSION STATEMENT. SOME ADDITIONAL ENDOWMENTS ARE HELD TO SUPPORT THE

OPERA FACILITIES.

PART X, LINE 2: MINNESOTA OPERA IS EXEMPT FROM INCOME TAXES AS A

NONPROFIT ORGANIZATION UNDER THE APPLICABLE FEDERAL AND MINNESOTA INCOME

TAX REGULATIONS.

Part XIII Supplemental Information (continued)

MINNESOTA OPERA UNDERGOES AN ANNUAL ANALYSIS OF ITS VARIOUS TAX POSITIONS, ASSESSING THE LIKELIHOOD OF THOSE POSITIONS BEING UPHELD UPON EXAMINATION WITH RELEVANT TAX AUTHORITIES. AS OF JUNE 30, 2013, NO AMOUNTS WERE RECORDED AS A RESULT OF THIS ANALYSIS.

MINNESOTA OPERA WILL RECOGNIZE FUTURE ACCRUED INTEREST AND PENALTIES RELATED TO UNRECOGNIZED TAX BENEFITS IN INCOME TAX EXPENSE IF INCURRED. MINNESOTA OPERA IS NO LONGER SUBJECT TO FEDERAL TAX EXAMINATIONS BY TAX AUTHORITIES FOR YEARS BEFORE 2009 AND STATE EXAMINATIONS FOR YEARS BEFORE 2009.

PART XI, LINE 2D - OTHER ADJUSTMENTS:

EXPENSES RECORDED IN REVENUE ON FINANCIAL STATEMENTS	-31,575.
--	----------

PART XI, LINE 4B - OTHER ADJUSTMENTS:

CONTRIBUTIONS RECORDED IN FUND BALANCE FOR FINANCIAL STATEMENTS	59,287.
---	---------

INVESTMENT LOSS RECORDED IN FUND BALANCE FOR FINANCIAL STATEMENTS	1,379,742.
---	------------

TOTAL TO SCHEDULE D, PART XI, LINE 4B	1,439,029.
---------------------------------------	------------

PART XII, LINE 4B - OTHER ADJUSTMENTS:

EXPENSES RECORDED IN REVENUE ON FINANCIAL STATEMENTS	31,575.
--	---------

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

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		GALA	LEVAIN	1	(add col. (a) through col. (c))
		(event type)	(event type)	(total number)	
Revenue	1 Gross receipts	519,285.	50,350.	28,739.	598,374.
	2 Less: Contributions	275,314.	30,550.	10,685.	316,549.
	3 Gross income (line 1 minus line 2)	243,971.	19,800.	18,054.	281,825.
Direct Expenses	4 Cash prizes				
	5 Noncash prizes		19,550.	9,459.	29,009.
	6 Rent/facility costs	3,500.			3,500.
	7 Food and beverages	40,500.	18,800.	10,521.	69,821.
	8 Entertainment	26,376.	81.	1,171.	27,628.
	9 Other direct expenses	10,012.	1,623.	5,365.	17,000.
	10 Direct expense summary. Add lines 4 through 9 in column (d)				(146,958)
	11 Net income summary. Combine line 3, column (d), and line 10				134,867.

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

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

9 Enter the state(s) in which the organization operates gaming activities: _____
a Is the organization licensed to operate gaming activities in each of these states? Yes No
b If "No," explain: _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? Yes No
b If "Yes," explain: _____

**SCHEDULE J
(Form 990)**

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 23.

▶ Attach to Form 990. ▶ See separate instructions.

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization

THE MINNESOTA OPERA

Employer identification number

41-0946789

Part I Questions Regarding Compensation

	Yes	No								
<p>1a Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.</p> <table border="0"> <tr> <td><input type="checkbox"/> First-class or charter travel</td> <td><input type="checkbox"/> Housing allowance or residence for personal use</td> </tr> <tr> <td><input type="checkbox"/> Travel for companions</td> <td><input type="checkbox"/> Payments for business use of personal residence</td> </tr> <tr> <td><input type="checkbox"/> Tax indemnification and gross-up payments</td> <td><input checked="" type="checkbox"/> Health or social club dues or initiation fees</td> </tr> <tr> <td><input type="checkbox"/> Discretionary spending account</td> <td><input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)</td> </tr> </table>	<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use	<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence	<input type="checkbox"/> Tax indemnification and gross-up payments	<input checked="" type="checkbox"/> Health or social club dues or initiation fees	<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)		
<input type="checkbox"/> First-class or charter travel	<input type="checkbox"/> Housing allowance or residence for personal use									
<input type="checkbox"/> Travel for companions	<input type="checkbox"/> Payments for business use of personal residence									
<input type="checkbox"/> Tax indemnification and gross-up payments	<input checked="" type="checkbox"/> Health or social club dues or initiation fees									
<input type="checkbox"/> Discretionary spending account	<input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef)									
<p>b If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain</p>	X									
<p>2 Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?</p>	X									
<p>3 Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.</p> <table border="0"> <tr> <td><input checked="" type="checkbox"/> Compensation committee</td> <td><input checked="" type="checkbox"/> Written employment contract</td> </tr> <tr> <td><input checked="" type="checkbox"/> Independent compensation consultant</td> <td><input checked="" type="checkbox"/> Compensation survey or study</td> </tr> <tr> <td><input type="checkbox"/> Form 990 of other organizations</td> <td><input checked="" type="checkbox"/> Approval by the board or compensation committee</td> </tr> </table>	<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract	<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study	<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee				
<input checked="" type="checkbox"/> Compensation committee	<input checked="" type="checkbox"/> Written employment contract									
<input checked="" type="checkbox"/> Independent compensation consultant	<input checked="" type="checkbox"/> Compensation survey or study									
<input type="checkbox"/> Form 990 of other organizations	<input checked="" type="checkbox"/> Approval by the board or compensation committee									
<p>4 During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization:</p> <p>a Receive a severance payment or change-of-control payment?</p> <p>b Participate in, or receive payment from, a supplemental nonqualified retirement plan?</p> <p>c Participate in, or receive payment from, an equity-based compensation arrangement?</p> <p>If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.</p>	X									
<p>5a The organization?</p>		X								
<p>5b Any related organization?</p> <p>If "Yes" to line 5a or 5b, describe in Part III.</p>		X								
<p>6 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:</p> <p>a The organization?</p> <p>b Any related organization?</p> <p>If "Yes" to line 6a or 6b, describe in Part III.</p>		X								
<p>6a The organization?</p>		X								
<p>6b Any related organization?</p>		X								
<p>7 For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III</p>		X								
<p>8 Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III</p>		X								
<p>9 If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?</p>										

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

Schedule J (Form 990) 2012

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

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

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

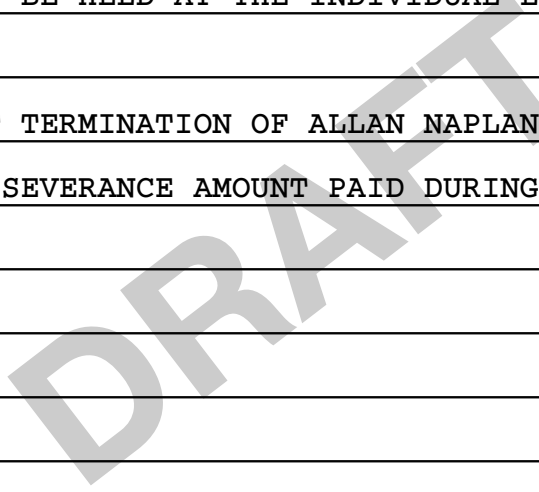
(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) ALLAN NAPLAN FORMER PRESIDENT & GENERAL DIRECTOR	(i)	52,989.	0.	133,672.	0.	16,840.	203,501.	0.
	(ii)	0.	0.	0.	0.	0.	0.	0.
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
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	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							
	(i)							
	(ii)							

Part III Supplemental Information

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

PART I, LINE 1A: THE ORGANIZATION PAYS SOCIAL CLUB DUES FOR THE PRESIDENT; THIS IS CONSIDERED A BUSINESS EXPENSE AS THE ORGANIZATION REQUIRES THE PRESIDENT TO BE ACTIVE AT THE SOCIAL CLUB. THE ORGANIZATION IS NOT ALLOWED A MEMBERSHIP; THUS IT MUST BE HELD AT THE INDIVIDUAL LEVEL.

PART I, LINE 4A: DURING THE EMPLOYMENT TERMINATION OF ALLAN NAPLAN, A SEVERANCE AGREEMENT WAS ARRANGED. THE SEVERANCE AMOUNT PAID DURING THE FISCAL YEAR WAS \$203,501.



**SCHEDULE M
(Form 990)**

Noncash Contributions

OMB No. 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

Name of the organization **THE MINNESOTA OPERA** Employer identification number **41-0946789**

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art - Works of art				
2 Art - Historical treasures				
3 Art - Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities - Publicly traded	X	24	268,484.	HI-LO AVG TRANSFER D
10 Securities - Closely held stock				
11 Securities - Partnership, LLC, or trust interests				
12 Securities - Miscellaneous				
13 Qualified conservation contribution - Historic structures				
14 Qualified conservation contribution - Other				
15 Real estate - Residential				
16 Real estate - Commercial				
17 Real estate - Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (SILENT AUCTION)	X	38	29,009.	BID PRICE
26 Other ▶ (FUNDRAISING E)	X	10	25,693.	FMV
27 Other ▶ (MISCELLANEOUS)	X	3	6,248.	FMV
28 Other ▶ ()				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement **29** **0**

	Yes	No
30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?		X
32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II.		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990. Schedule M (Form 990) (2012)

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

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

OMB No. 1545-0047

2012

Open to Public
Inspection

Name of the organization

THE MINNESOTA OPERA

Employer identification number

41-0946789

FORM 990, PART III, LINE 4A, PROGRAM SERVICE ACCOMPLISHMENTS:

ARTISTS SHOWCASED IN PRODUCTIONS WHICH WERE CONDUCTED, DIRECTED AND

DESIGNED BY ACCLAIMED PROFESSIONALS OF THE FIELD. ALONG WITH

DISTINGUISHED GUEST ARTISTS, MINNESOTA OPERA'S PRODUCTIONS ALSO

FEATURED THE COMPANY'S OWN PROFESSIONAL CHORUS AND ORCHESTRA. DURING

THE FISCAL YEAR 2013 SEASON, THE OPERA PRODUCED 28 PERFORMANCES FOR THE

ENTERTAINMENT AND ENRICHMENT OF OVER 43,000 PATRONS. THE COMPANY SAW AN

11-YEAR HIGH IN SUBSCRIBERS.

FORM 990, PART III, LINE 4B, PROGRAM SERVICE ACCOMPLISHMENTS:

RESOURCES FOR TEACHERS AND STUDENTS TO LEARN ABOUT THE ART FORM,

STUDENT MATINEES - OPEN FINAL DRESS REHEARSALS WITH AN INVITED AUDIENCE

OF PRIMARILY HIGH SCHOOL STUDENTS, OPERA INSIGHTS - A PRE-PERFORMANCE

LECTURE OPEN TO TICKET HOLDERS ONE HOUR BEFORE EACH PERFORMANCE, AND

BEHIND THE CURTAIN - 90-MIN EVENING CLASSES DESIGNED TO GIVE TICKET

HOLDERS AN IN-DEPTH LOOK AT EACH OPERA IN THE SEASON.

FORM 990, PART III, LINE 4D, OTHER PROGRAM SERVICES:

MINNESOTA OPERA CONTINUED OUR SUCCESSFUL TEMPO PROGRAM, A MEMBERSHIP

PROGRAM FOR PEOPLE IN THEIR TWENTIES AND THIRTIES, AS AN INITIATIVE TO

CULTIVATE THE NEXT GENERATION OF OPERA GOERS. MINNESOTA OPERA ALSO

PROVIDES RENTALS OF SETS AND COSTUMES TO OTHER OPERA COMPANIES

THROUGHOUT THE COUNTRY. THE MINNESOTA OPERA ALSO EMBARKED ON A HIGH

DEFINITION VIDEO RECORDING OF DOUBT FOR RELEASE AT LATER DATE. AS A

CELEBRATORY CONCLUSION TO ITS 50TH ANNIVERSARY SEASON AND IN

APPRECIATION FOR ITS COMMUNITY'S STRONG SUPPORT, MINNESOTA OPERA

Name of the organization

THE MINNESOTA OPERA

Employer identification number

41-0946789

PRESENTED THREE FREE CONCERT PERFORMANCES OF PUCCINI'S LA BOHEME TO THE COMMUNITY. MORE THAN 10,000 PEOPLE ATTENDED THESE EVENTS IN ST. PAUL, MINNEAPOLIS AND FARIBAULT.

EXPENSES \$ 710,997. INCLUDING GRANTS OF \$ 0. REVENUE \$ 274,738.

FORM 990, PART VI, SECTION A, LINE 8B: THE ORGANIZATION HAS NO COMMITTEES WITH AUTHORITY TO ACT ON BEHALF OF THE BOARD.

FORM 990, PART VI, SECTION B, LINE 11: THE RETURN IS REVIEWED BY THE ORGANIZATION'S FINANCE DIRECTOR AND TREASURER, THEN PRESENTED TO THE FINANCE COMMITTEE FOR REVIEW. THE RETURN IS THEN MADE AVAILABLE TO THE BOARD OF DIRECTORS PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C: EACH OFFICER, DIRECTOR, AND KEY EMPLOYEE IS REQUIRED TO FILL OUT AN ANNUAL CONFLICT OF INTEREST FORM. THE FORMS ARE REVIEWED INITIALLY BY THE EXECUTIVE ASSISTANT. ANY CONFLICTS ARE REVIEWED BY THE GOVERNANCE AND NOMINATING COMMITTEE. A PERSON WITH A CONFLICT IS RESTRICTED FROM VOTING ON RELATED MATTERS.

FORM 990, PART VI, SECTION B, LINE 15A: A PRELIMINARY SALARY WAS SET ON THE BASIS OF THE SAME PERCENTAGE INCREASE THAT WAS GIVEN TO ALL EMPLOYEES. THIS FIGURE WAS GIVEN TO THE EXECUTIVE COMMITTEE WHICH APPROVED THE SALARY. THE BASE SALARY WAS SET FOR AN INTERIM PRESIDENT BASED ON THE OPERA AMERICA HUMAN RESOURCES SURVEY. THIS BASE SALARY WAS NOT REVISED WHEN THE APPOINTMENT BECAME PERMANENT.

FORM 990, PART VI, SECTION C, LINE 19: THE ORGANIZATION'S GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS ARE

Name of the organization

THE MINNESOTA OPERA

Employer identification number

41-0946789

AVAILABLE TO THE PUBLIC UPON REQUEST. THE FORM 990 IS ALSO AVAILABLE ON GUIDESTAR.ORG.

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

CHANGE IN VALUE OF BENEFICIAL INTEREST IN PERPETUAL TRUSTS 543,864.

DRAFT

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.
▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization **THE MINNESOTA OPERA** Employer identification number **41-0946789**

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" to Form 990, Part IV, line 33.)

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
OAKLEAF ENDOWMENT TRUST FOR MN OPERA - 41-6429970, 1800 IDS CENTER, MINNEAPOLIS, MN 55402	INVESTING	MINNESOTA	501(C)(3)	LINE 11A, I	THE MINNESOTA OPERA	X	

Part III Identification of Related Organizations Taxable as a Partnership (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportion- ate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	

Part IV Identification of Related Organizations Taxable as a Corporation or Trust (Complete if the organization answered "Yes" to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership	(i) Section 512(b)(13) controlled entity?	
								Yes	No
SIDNEY M. PHILLIPS MINNESOTA OPERA CHARITABLE REMAINDER TRUST - 41-6370497, 5120 FRANCE AVE S, #104, MINNEAPOLIS, MN	INVESTING	MN	N/A	TRUST	17,196.	73,701.	100%		X

Part V Transactions With Related Organizations (Complete if the organization answered "Yes" to Form 990, Part IV, line 34, 35b, or 36.)

Note. Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)		X
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)		X
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)		X
o Sharing of paid employees with related organization(s)		X
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses		X
r Other transfer of cash or property to related organization(s)		X
s Other transfer of cash or property from related organization(s)	X	

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of other organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
(1) OAKLEAF ENDOWMENT TRUST FOR MN OPERA	S	403,344.	CASH VALUE
(2)			
(3)			
(4)			
(5)			
(6)			

Part VII Supplemental Information

Complete this part to provide additional information for responses to questions on Schedule R (see instructions).

PART IV, IDENTIFICATION OF RELATED ORGANIZATIONS TAXABLE AS CORP OR TRUST:

NAME, ADDRESS, AND EIN OF RELATED ORGANIZATION:

SIDNEY M. PHILLIPS MINNESOTA OPERA CHARITABLE REMAINDER

TRUST

EIN: 41-6370497

5120 FRANCE AVE S, #104

MINNEAPOLIS, MN 55410

DRAFT

TAX RETURN FILING INSTRUCTIONS

FORM 990-T

FOR THE YEAR ENDING

June 30, 2013

Prepared for	The Minnesota Opera 620 North First Street Minneapolis, MN 55401
Prepared by	Eide Bailly LLP 800 Nicollet Mall, Ste. 1300 Minneapolis, MN 55402-7033
Amount due or refund	No amount is due.
Make check payable to	No amount is due.
Mail tax return and check (if applicable) to	Department of the Treasury Internal Revenue Service Center Ogden, UT 84201-0027
Return must be mailed on or before	May 15, 2014
Special Instructions	The return should be signed and dated.

Exempt Organization Business Income Tax Return

(and proxy tax under section 6033(e))

2012

Department of the Treasury
Internal Revenue Service

For calendar year 2012 or other tax year beginning **JUL 1, 2012** and ending **JUN 30, 2013**

Open to Public Inspection for
501(c)(3) Organizations Only

A <input type="checkbox"/> Check box if address changed	B Exempt under section <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 408(e) <input type="checkbox"/> 220(e) <input type="checkbox"/> 408A <input type="checkbox"/> 530(a) <input type="checkbox"/> 529(a)	Print or Type Name of organization (<input type="checkbox"/> Check box if name changed and see instructions.) THE MINNESOTA OPERA Number, street, and room or suite no. If a P.O. box, see instructions. 620 NORTH FIRST STREET City or town, state, and ZIP code MINNEAPOLIS, MN 55401	D Employer identification number (Employees' trust, see instructions.) 41-0946789 E Unrelated business activity codes (See instructions.) 900000
C Book value of all assets at end of year 27,299,879.		F Group exemption number (see instructions) ▶ G Check organization type <input checked="" type="checkbox"/> 501(c) corporation <input type="checkbox"/> 501(c) trust <input type="checkbox"/> 401(a) trust <input type="checkbox"/> Other trust	

H Describe the organization's primary unrelated business activity. **▶ SEE STATEMENT 1**

I During the tax year, was the corporation a subsidiary in an affiliated group or a parent-subsidiary controlled group? Yes No
 If "Yes," enter the name and identifying number of the parent corporation. **▶**

J The books are in care of **▶ JEFF COUTURE** Telephone number **▶ 612-342-9551**

Part I Unrelated Trade or Business Income	(A) Income	(B) Expenses	(C) Net
1 a Gross receipts or sales			
b Less returns and allowances c Balance ▶	1c		
2 Cost of goods sold (Schedule A, line 7)	2		
3 Gross profit. Subtract line 2 from line 1c	3		
4 a Capital gain net income (attach Schedule D)	4a		
b Net gain (loss) (Form 4797, Part II, line 17) (attach Form 4797)	4b		
c Capital loss deduction for trusts	4c		
5 Income (loss) from partnerships and S corporations (attach statement)	5	STMT 3	-6,168.
6 Rent income (Schedule C)	6		
7 Unrelated debt-financed income (Schedule E)	7		
8 Interest, annuities, royalties, and rents from controlled organizations (Sch. F)	8		
9 Investment income of a section 501(c)(7), (9), or (17) organization (Schedule G)	9		
10 Exploited exempt activity income (Schedule I)	10		
11 Advertising income (Schedule J)	11		
12 Other income (see instructions; attach statement)	12		
13 Total. Combine lines 3 through 12	13		-6,168.

Part II Deductions Not Taken Elsewhere (see instructions for limitations on deductions)
 (except for contributions, deductions must be directly connected with the unrelated business income)

14 Compensation of officers, directors, and trustees (Schedule K)	14		
15 Salaries and wages	15		
16 Repairs and maintenance	16		
17 Bad debts	17		
18 Interest (attach statement)	18		
19 Taxes and licenses	19		437.
20 Charitable contributions (see instructions for limitation rules)	20	SEE STATEMENT 5	0.
21 Depreciation (attach Form 4562)	21		
22 Less depreciation claimed on Schedule A and elsewhere on return	22a		22b
23 Depletion	23		
24 Contributions to deferred compensation plans	24		
25 Employee benefit programs	25		
26 Excess exempt expenses (Schedule I)	26		
27 Excess readership costs (Schedule J)	27		
28 Other deductions (attach statement)	28		
29 Total deductions. Add lines 14 through 28	29		437.
30 Unrelated business taxable income before net operating loss deduction. Subtract line 29 from line 13	30		-6,605.
31 Net operating loss deduction (limited to the amount on line 30)	31	SEE STATEMENT 4	
32 Unrelated business taxable income before specific deduction. Subtract line 31 from line 30	32		-6,605.
33 Specific deduction (generally \$1,000, but see instructions for exceptions)	33		1,000.
34 Unrelated business taxable income. Subtract line 33 from line 32. If line 33 is greater than line 32, enter the smaller of zero or line 32	34		-6,605.

Part III Tax Computation

35 Organizations taxable as corporations (see instructions for tax computation). Controlled group members (sections 1561 and 1563) check here <input type="checkbox"/> See instructions and: a Enter your share of the \$50,000, \$25,000, and \$9,925,000 taxable income brackets (in that order): (1) \$ _____ (2) \$ _____ (3) \$ _____ b Enter organization's share of: (1) Additional 5% tax (not more than \$11,750) \$ _____ (2) Additional 3% tax (not more than \$100,000) \$ _____ c Income tax on the amount on line 34	35c	0.
36 Trusts taxable at trust rates (see instructions for tax computation). Income tax on the amount on line 34 from: <input type="checkbox"/> Tax rate schedule or <input type="checkbox"/> Schedule D (Form 1041)	36	
37 Proxy tax (see instructions)	37	
38 Alternative minimum tax	38	
39 Total. Add lines 37 and 38 to line 35c or 36, whichever applies	39	0.

Part IV Tax and Payments

40a Foreign tax credit (corporations attach Form 1118; trusts attach Form 1116)	40a	
b Other credits (see instructions)	40b	
c General business credit. Attach Form 3800	40c	
d Credit for prior year minimum tax (attach Form 8801 or 8827)	40d	
e Total credits. Add lines 40a through 40d	40e	
41 Subtract line 40e from line 39	41	0.
42 Other taxes. Check if from: <input type="checkbox"/> Form 4255 <input type="checkbox"/> Form 8611 <input type="checkbox"/> Form 8697 <input type="checkbox"/> Form 8866 <input type="checkbox"/> Other (attach statement)	42	
43 Total tax. Add lines 41 and 42	43	0.
44a Payments: A 2011 overpayment credited to 2012	44a	
b 2012 estimated tax payments	44b	
c Tax deposited with Form 8868	44c	
d Foreign organizations: Tax paid or withheld at source (see instructions)	44d	
e Backup withholding (see instructions)	44e	
f Credit for small employer health insurance premiums (Attach Form 8941)	44f	
g Other credits and payments: <input type="checkbox"/> Form 2439 <input type="checkbox"/> Form 4136 <input type="checkbox"/> Other _____ Total	44g	
45 Total payments. Add lines 44a through 44g	45	
46 Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>	46	
47 Tax due. If line 45 is less than the total of lines 43 and 46, enter amount owed	47	0.
48 Overpayment. If line 45 is larger than the total of lines 43 and 46, enter amount overpaid	48	0.
49 Enter the amount of line 48 you want: Credited to 2013 estimated tax Refunded	49	

Part V Statements Regarding Certain Activities and Other Information (see instructions)

1 At any time during the 2012 calendar year, did the organization have an interest in or a signature or other authority over a financial account (bank, securities, or other) in a foreign country? If "Yes," the organization may have to file Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts. If "Yes," enter the name of the foreign country here	Yes	No
2 During the tax year, did the organization receive a distribution from, or was it the grantor of, or transferor to, a foreign trust? If "Yes," see instructions for other forms the organization may have to file.		X
3 Enter the amount of tax-exempt interest received or accrued during the tax year \$		X

Schedule A - Cost of Goods Sold. Enter method of inventory valuation **N/A**

1 Inventory at beginning of year	1		6 Inventory at end of year	6	
2 Purchases	2		7 Cost of goods sold. Subtract line 6 from line 5. Enter here and in Part I, line 2	7	
3 Cost of labor	3		8 Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes	No
4a Additional section 263A costs (att. statement)	4a				
b Other costs (attach statement)	4b				
5 Total. Add lines 1 through 4b	5				

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.

Sign Here Signature of officer: _____ Date: _____ Title: **PRESIDENT & GENERAL DIRECTOR**

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	DEB NELSON, CPA	DEB NELSON, CPA	03/17/14		P01264758
	Firm's name EIDE BAILLY LLP	Firm's EIN 45-0250958			
Firm's address 800 NICOLLET MALL, STE. 1300 MINNEAPOLIS, MN 55402-7033			Phone no. 612-253-6500		

Schedule C - Rent Income (From Real Property and Personal Property Leased With Real Property) (see instructions)

1. Description of property		
(1)		
(2)		
(3)		
(4)		
2. Rent received or accrued		
(a) From personal property (if the percentage of rent for personal property is more than 10% but not more than 50%)	(b) From real and personal property (if the percentage of rent for personal property exceeds 50% or if the rent is based on profit or income)	3(a) Deductions directly connected with the income in columns 2(a) and 2(b) (attach statement)
(1)		
(2)		
(3)		
(4)		
Total	0.	Total
(c) Total income. Add totals of columns 2(a) and 2(b). Enter here and on page 1, Part I, line 6, column (A)		(b) Total deductions. Enter here and on page 1, Part I, line 6, column (B) ...
		0.

Schedule E - Unrelated Debt-Financed Income (see instructions)

1. Description of debt-financed property		2. Gross income from or allocable to debt-financed property	3. Deductions directly connected with or allocable to debt-financed property	
			(a) Straight line depreciation (attach statement)	(b) Other deductions (attach statement)
(1)				
(2)				
(3)				
(4)				
4. Amount of average acquisition debt on or allocable to debt-financed property (attach statement)	5. Average adjusted basis of or allocable to debt-financed property (attach statement)	6. Column 4 divided by column 5	7. Gross income reportable (column 2 x column 6)	8. Allocable deductions (column 6 x total of columns 3(a) and 3(b))
(1)		%		
(2)		%		
(3)		%		
(4)		%		
Totals			0.	0.
Total dividends-received deductions included in column 8			0.	0.

Schedule F - Interest, Annuities, Royalties, and Rents From Controlled Organizations (see instructions)

1. Name of controlled organization	2. Employer identification number	Exempt Controlled Organizations			
		3. Net unrelated income (loss) (see instructions)	4. Total of specified payments made	5. Part of column 4 that is included in the controlling organization's gross income	6. Deductions directly connected with income in column 5
(1)					
(2)					
(3)					
(4)					
Nonexempt Controlled Organizations					
7. Taxable Income	8. Net unrelated income (loss) (see instructions)	9. Total of specified payments made	10. Part of column 9 that is included in the controlling organization's gross income	11. Deductions directly connected with income in column 10	
(1)					
(2)					
(3)					
(4)					
Totals			0.	0.	

Schedule G - Investment Income of a Section 501(c)(7), (9), or (17) Organization
(see instructions)

1. Description of income	2. Amount of income	3. Deductions directly connected (attach statement)	4. Set-asides (attach statement)	5. Total deductions and set-asides (col. 3 plus col. 4)
(1)				
(2)				
(3)				
(4)				
Totals	0.			0.

Schedule I - Exploited Exempt Activity Income, Other Than Advertising Income
(see instructions)

1. Description of exploited activity	2. Gross unrelated business income from trade or business	3. Expenses directly connected with production of unrelated business income	4. Net income (loss) from unrelated trade or business (column 2 minus column 3). If a gain, compute cols. 5 through 7.	5. Gross income from activity that is not unrelated business income	6. Expenses attributable to column 5	7. Excess exempt expenses (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals	0.	0.				0.

Schedule J - Advertising Income (see instructions)

Part I Income From Periodicals Reported on a Consolidated Basis

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals (carry to Part II, line (5))	0.	0.				0.

Part II Income From Periodicals Reported on a Separate Basis (For each periodical listed in Part II, fill in columns 2 through 7 on a line-by-line basis.)

1. Name of periodical	2. Gross advertising income	3. Direct advertising costs	4. Advertising gain or (loss) (col. 2 minus col. 3). If a gain, compute cols. 5 through 7.	5. Circulation income	6. Readership costs	7. Excess readership costs (column 6 minus column 5, but not more than column 4).
(1)						
(2)						
(3)						
(4)						
Totals from Part I	0.	0.				0.
Totals, Part II (lines 1-5)	0.	0.				0.

Schedule K - Compensation of Officers, Directors, and Trustees (see instructions)

1. Name	2. Title	3. Percent of time devoted to business	4. Compensation attributable to unrelated business
(1)		%	
(2)		%	
(3)		%	
(4)		%	
Total. Enter here and on page 1, Part II, line 14			0.

FORM 990-T	DESCRIPTION OF ORGANIZATION'S PRIMARY UNRELATED BUSINESS ACTIVITY	STATEMENT	1
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OWNERSHIP INTEREST IN LIMITED PARTNERSHIPS WHICH REPORT UBI

TO FORM 990-T, PAGE 1

FOOTNOTES	STATEMENT	2
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PARTNER STATEMENT ON CONTROLLED FOREIGN REPORTING:

THE TAXPAYER MAY BE REQUIRED TO FILE FORM 5471 FOR THE FOREIGN CORPORATION LISTED BELOW, BUT IS NOT DOING SO UNDER THE MULTIPLE FILERS EXCEPTION PURSUANT TO TREAS. REG. SECTION 1.6038-2(J). THE TAXPAYER'S FILING REQUIREMENT WILL BE SATISFIED BY:

OKABENA DIVERSIFIED EQUITY FUND, LLC
1800 IDS CENTER , MINNEAPOLIS, MN 55402
EIN: 41-1563584
THE RETURN WILL BE FILED IN OGDEN, UT.

NAME OF FOREIGN CORPORATION(S):
FRONTIER MARKET OPPORTUNITIES FUND, LTD.
IVA GLOBAL FUND (CAYMAN)(US INVESTORS) LTD.
SIT OFFSHORE CUSTOM ALPHA SPC(A)

INFORMATION REQUIRED UNDER SECTION 6038B
(REPORTING TRANSFERS TO A FOREIGN PARTNERSHIP)

DURING 2012 OKABENA DIVERSIFIED EQUITY FUND HELD A CONTROLLING OWNERSHIP OF FRONTIER MARKET OPPORTUNITIES MASTER FUND LP, A FOREIGN PARTNERSHIP. IN ACCORDANCE WITH FEDERAL TAX FILING REQUIREMENTS OKABENA DIVERSIFIED EQUITY FUND LLC FILED FORM 8865 "RETURN OF U.S. PERSON WITH RESPECT TO CERTAIN FOREIGN PARTNERSHIPS" AS A CATEGORY 1 FILER ON BEHALF OF ITS PARTNERS UNDER THE CONSTRUCTIVE OWNERS FILING EXCEPTION PURSUANT TO TREASURY REGULATION SECTION 1.6038B-2(A)(2).

PARTNER STATEMENT ON CONTROLLED FOREIGN CORPORATION REPORTING

THE TAXPAYER MAY BE REQUIRED TO FILE FORM 5471 FOR THE FOREIGN CORPORATION LISTED BELOW, BUT IS NOT DOING SO UNDER THE MULTIPLE FILERS EXCEPTION PURSUANT TO TREAS. REG. SECTION 1.6038-2(J). THE TAXPAYER'S FILING REQUIREMENT WILL

BE SATISFIED BY:

OKABENA FIXED INCOME FUND, LLC
1800 IDS CENTER , MINNEAPOLIS, MN 55402
EIN: 41-1563584
THE RETURN WILL BE FILED IN OGDEN, UT.

NAME OF FOREIGN CORPORATION(S):
SIT OFFSHORE CUSTOM ALPHA SPC(B)

DRAFT

QUALIFIED CONTRIBUTIONS SUBJECT TO 100% LIMIT

CARRYOVER OF PRIOR YEARS UNUSED CONTRIBUTIONS

FOR TAX YEAR 2007	
FOR TAX YEAR 2008	
FOR TAX YEAR 2009	
FOR TAX YEAR 2010	1
FOR TAX YEAR 2011	

TOTAL CARRYOVER 1

TOTAL CURRENT YEAR 10% CONTRIBUTIONS

TOTAL CONTRIBUTIONS AVAILABLE 1

TAXABLE INCOME LIMITATION AS ADJUSTED 0

EXCESS 10% CONTRIBUTIONS 1

EXCESS 100% CONTRIBUTIONS 0

TOTAL EXCESS CONTRIBUTIONS 1

ALLOWABLE CONTRIBUTIONS DEDUCTION 0

TOTAL CONTRIBUTION DEDUCTION 0

DRAFT

**Return by a U.S. Transferor of Property
 to a Foreign Corporation**

OMB No. 1545-0026

Attachment
 Sequence No. **128**

▶ **Attach to your income tax return for the year of the transfer or distribution.**

Part I U.S. Transferor Information (see instructions)

Name of transferor THE MINNESOTA OPERA	Identifying number (see instructions) 41-0946789
--	--

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
OKABENA MARKETABLE ALTERNATIVES FD, LLC	41-1858177

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

3 Name of transferee (foreign corporation) NOKOTA CAPITAL OFFSHORE FUND LTD	4 Identifying number, if any
---	------------------------------

5 Address (including country)
**CITCO (CANADA) INC. 2 BLOOR ST EAST #2700
 TORONTO, M4W 1A8 CANADA**

6 Country code of country of incorporation or organization
CJ

7 Foreign law characterization (see instructions)
CORPORATION

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	01/01/2012		138,660.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .0000 % (b) After 1.5240 %

10 Type of nonrecognition transaction (see instructions) IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3)
b Gain recognition under section 904(f)(5)(F)
c Recapture under section 1503(d)
d Exchange gain under section 987

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property
b Depreciation recapture
c Branch loss recapture
d Any other income recognition provision contained in the above-referenced regulations

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred \$

16 Was cash the only property transferred?

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Horizontal lines for describing the nature of the rights to the intangible property.

**Return by a U.S. Transferor of Property
 to a Foreign Corporation**

OMB No. 1545-0026

Attachment
 Sequence No. **128**

▶ **Attach to your income tax return for the year of the transfer or distribution.**

Part I U.S. Transferor Information (see instructions)

Name of transferor THE MINNESOTA OPERA	Identifying number (see instructions) 41-0946789
--	--

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
OKABENA FIXED INCOME FUND LLC	74-3049966

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

Name of transferee (foreign corporation) SIT OFFSHORE CUSTOM ALPHA SPC(B)	Identifying number, if any 98-1067647
---	---

5 Address (including country)
**POB 1350, 75 FORT ST
 GRAND CAYMAN, CAYMAN ISLANDS**

6 Country code of country of incorporation or organization
CJ

7 Foreign law characterization (see instructions)
EXEMPTED COMPANY

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	09/30/2012		438,011.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .0000 % (b) After 9.7308 %

10 Type of nonrecognition transaction (see instructions) IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3)
b Gain recognition under section 904(f)(5)(F)
c Recapture under section 1503(d)
d Exchange gain under section 987

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property
b Depreciation recapture
c Branch loss recapture
d Any other income recognition provision contained in the above-referenced regulations

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred \$

16 Was cash the only property transferred?

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Horizontal lines for text entry.

**Return by a U.S. Transferor of Property
 to a Foreign Corporation**

OMB No. 1545-0026

Attachment
 Sequence No. **128**

▶ **Attach to your income tax return for the year of the transfer or distribution.**

Part I U.S. Transferor Information (see instructions)

Name of transferor THE MINNESOTA OPERA	Identifying number (see instructions) 41-0946789
--	--

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
OKABENA DIVERSIFIED EQUITY FUND LLC	41-1563584

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

Name of transferee (foreign corporation) SIT OFFSHORE CUSTOM ALPHA SPC(A)	Identifying number, if any 98-1067647
---	---

5 Address (including country)
**APPLEBY TRUST (CAYMAN) LTD, CLIFTON HSE, 75 FORTH ST
 GRAND CAYMAN, KY 1-1108 CAYMAN ISLANDS**

6 Country code of country of incorporation or organization
CJ

7 Foreign law characterization (see instructions)
EXEMPTED COMPANY

8 Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	09/30/2012		255,576.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before .0000 % (b) After 3.9312 %

10 Type of nonrecognition transaction (see instructions) IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3)
b Gain recognition under section 904(f)(5)(F)
c Recapture under section 1503(d)
d Exchange gain under section 987

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property
b Depreciation recapture
c Branch loss recapture
d Any other income recognition provision contained in the above-referenced regulations

14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred \$

16 Was cash the only property transferred?

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Horizontal lines for describing the nature of the rights to the intangible property.

**Return by a U.S. Transferor of Property
 to a Foreign Corporation**

OMB No. 1545-0026

Attachment
 Sequence No. **128**

▶ **Attach to your income tax return for the year of the transfer or distribution.**

Part I U.S. Transferor Information (see instructions)

Name of transferor THE MINNESOTA OPERA	Identifying number (see instructions) 41-0946789
--	--

- 1** If the transferor was a corporation, complete questions 1a through 1d.
- a** If the transfer was a section 361(a) or (b) transfer, was the transferor controlled (under section 368(c)) by 5 or fewer domestic corporations? Yes No
- b** Did the transferor remain in existence after the transfer? Yes No
- If not, list the controlling shareholder(s) and their identifying number(s):

Controlling shareholder	Identifying number

- c** If the transferor was a member of an affiliated group filing a consolidated return, was it the parent corporation? Yes No
- If not, list the name and employer identification number (EIN) of the parent corporation:

Name of parent corporation	EIN of parent corporation

- d** Have basis adjustments under section 367(a)(5) been made? Yes No

- 2** If the transferor was a partner in a partnership that was the actual transferor (but is not treated as such under section 367), complete questions 2a through 2d.

- a** List the name and EIN of the transferor's partnership:

Name of partnership	EIN of partnership
OKABENA DIVERSIFIED EQUITY FUND LLC	41-1563584

- b** Did the partner pick up its pro rata share of gain on the transfer of partnership assets? Yes No
- c** Is the partner disposing of its **entire** interest in the partnership? Yes No
- d** Is the partner disposing of an interest in a limited partnership that is regularly traded on an established securities market? Yes No

Part II Transferee Foreign Corporation Information (see instructions)

Name of transferee (foreign corporation) SIT OFFSHORE CUSTOM ALPHA SPC(A)	Identifying number, if any 98-1067647
---	---

5 Address (including country)
**APPLEBY TRUST (CAYMAN) LTD, CLIFTON HSE, 75 FORTH ST
 GRAND CAYMAN, KY 1-1108 CAYMAN ISLANDS**

6 Country code of country of incorporation or organization
CJ

7 Foreign law characterization (see instructions)
EXEMPTED COMPANY

- 8** Is the transferee foreign corporation a controlled foreign corporation? Yes No

Part III Information Regarding Transfer of Property (see instructions)

Type of property	(a) Date of transfer	(b) Description of property	(c) Fair market value on date of transfer	(d) Cost or other basis	(e) Gain recognized on transfer
Cash	12/31/2012		78,639.		
Stock and securities					
Installment obligations, account receivables or similar property					
Foreign currency or other property denominated in foreign currency					
Inventory					
Assets subject to depreciation recapture (see Temp. Regs. sec. 1.367(a)-4T(b))					
Tangible property used in trade or business not listed under another category					
Intangible property					
Property to be leased (as described in final and temp. Regs. sec. 1.367(a)-4(c))					
Property to be sold (as described in Temp. Regs. sec. 1.367(a)-4T(d))					
Transfers of oil and gas working interests (as described in Temp. Regs. sec. 1.367(a)-4T(e))					
Other property					

Supplemental Information Required To Be Reported (see instructions):

Part IV Additional Information Regarding Transfer of Property (see instructions)

9 Enter the transferor's interest in the foreign transferee corporation before and after the transfer:

(a) Before 3.9312 % (b) After 3.9312 %

10 Type of nonrecognition transaction (see instructions) IRC SECTION 351

11 Indicate whether any transfer reported in Part III is subject to any of the following:

- a Gain recognition under section 904(f)(3)
b Gain recognition under section 904(f)(5)(F)
c Recapture under section 1503(d)
d Exchange gain under section 987

12 Did this transfer result from a change in the classification of the transferee to that of a foreign corporation?

13 Indicate whether the transferor was required to recognize income under final and temporary Regulations sections 1.367(a)-4 through 1.367(a)-6 for any of the following:

- a Tainted property
b Depreciation recapture
c Branch loss recapture
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14 Did the transferor transfer assets which qualify for the trade or business exception under section 367(a)(3)?

15 a Did the transferor transfer foreign goodwill or going concern value as defined in Temporary Regulations section 1.367(a)-1T(d)(5)(iii)?

b If the answer to line 15a is "Yes," enter the amount of foreign goodwill or going concern value transferred \$

16 Was cash the only property transferred?

17 a Was intangible property (within the meaning of section 936(h)(3)(B)) transferred as a result of the transaction?

b If "Yes," describe the nature of the rights to the intangible property that was transferred as a result of the transaction:

Horizontal lines for describing the nature of the rights to the intangible property.

TAX RETURN FILING INSTRUCTIONS

MINNESOTA ANNUAL REPORT

FOR THE YEAR ENDING

..... June 30, 2013

Prepared for	The Minnesota Opera 620 North First Street Minneapolis, MN 55401
Prepared by	Eide Bailly LLP 800 Nicollet Mall, Ste. 1300 Minneapolis, MN 55402-7033
Amount due or refund	Balance due of \$25
Make check payable to	State of Minnesota
Mail tax return and check (if applicable) to	Office of the Attorney General Suite 1200, Bremer Tower 445 Minnesota Street St. Paul, MN 55101-2130
Return must be mailed on or before	May 15, 2014
Special Instructions	<p>The return should be signed and dated by the authorized individuals.</p> <p>Include the organization's federal employer identification number and Annual Report on the remittance.</p>

STATE OF MINNESOTA

CHARITABLE ORGANIZATION INITIAL REGISTRATION & ANNUAL REPORT FORM

ATTORNEY GENERAL LORI SWANSON

SUITE 1200, BREMER TOWER

445 MINNESOTA STREET

ST. PAUL, MN 55101-2130

(651) 757-1311

(651) 296-1410 (TTY)

www.ag.state.mn.us

Annual Reporting

Initial Registration

FEDERAL EIN NUMBER: 41-0946789

FOR YEAR ENDING: 06/30/2013

SECTION A: REQUIRED INFORMATION FOR INITIAL REGISTRATION & ANNUAL REPORTING

1. Legal Name of Organization: THE MINNESOTA OPERA

If annual reporting, is this a new name since the organization's last filing?

Yes

No

If so, please state former name: _____

2. List all names under which the organization solicits contributions:

THE MINNESOTA OPERA

3. Mailing Address of Organization (required)

Physical Address of Organization (required)

620 NORTH FIRST STREET
MINNEAPOLIS, MN 55401

620 NORTH FIRST STREET
MINNEAPOLIS, MN 55401

4. Contact Person JEFF COUTURE

E-mail JEFF@MNOPERA.ORG

Tel. No. 612-342-9551

Fax No. 612-333-0869

5. Does the organization use the services of a professional fund-raiser (outside solicitor or consultant)?

Yes

No

If so, provide name and address of any outside professional fund-raiser employed by the organization and state the total amount of compensation each outside fund-raiser received from the filing organization during the year. Attach schedule if more than one.

Name _____

Address _____

City _____

State _____

ZIP _____

Compensation _____

6. a) Does this professional fund-raiser solicit or consult in Minnesota?

Yes

No

b) Is this professional fund-raiser registered to solicit or consult in Minnesota?

Yes

No

7. Month and day accounting year ends: 06/30

8. Has the organization included the filing fee, late fee (if any) and all attachments required by the instructions?

Yes

No

Office Use Only: ARF \$25 \$50 N (e-Postcard) 990 EZ PF FES SIG BD SAL Audit

9. This Section A(9) must be completed by organizations filing a 990-N (e-Postcard) or organizations whose filing does not contain the information requested below. This includes organizations that: 1) do not file an IRS Form 990, 2) file an IRS Form 990-EZ or 990-PF, or 3) organizations that file a group return that does not include the filing organization's individual financial information.

INCOME

Contributions from the public	\$	<u>4,748,172.</u>
Government Grants	\$	<u>0.</u>
Other revenue	\$	<u>4,354,252.</u>
TOTAL REVENUE	\$	<u>9,102,424.</u>

EXCESS or DEFICIT	\$	<u>-1,529,606.</u>
TOTAL Assets	\$	<u>27,299,879.</u>
TOTAL Liabilities	\$	<u>2,826,316.</u>

END OF YEAR FUND BALANCE/NET WORTH (Assets minus Liabilities) \$ 24,473,563.

DRAFT

SECTION C: REQUIRED FOR ANNUAL REPORTING ONLY

ALL Annual Report filers MUST complete questions 1-6

1. Has the organization's accounting year changed since the last report was filed? Yes No
 If yes, provide the new year-end date: _____

2. **Attach** an explanation if there has been any change in the organization's tax status with the Internal Revenue Service; a significant change in the purposes of the organization; or if the organization's right to solicit funds has been denied, suspended, revoked or enjoined by any state agency or court in any state, or if there are proceedings pending. None Attached

3. List of the five highest paid directors, officers, and employees of the organization and its related organizations, as that term is defined by section 317A.011, subdivision 18, that receive total compensation of more than \$100,000, together with the compensation paid to each. For purposes of this subdivision, "compensation" is defined as the total amount reported on Form W-2 (Box 5) or Form 1099-MISC (Box 7) issued by the organization and its related organizations to the individual. The value of fringe benefits and deferred compensation paid by the charitable organization and all related organizations as that term is defined by section 317A.011, subdivision 18, shall also be reported as a separate item for each person whose compensation is required to be reported pursuant to this subdivision.

	Name/Title	Compensation	Deferred Compensation	Fringe Benefits
1	ALLAN NAPLAN FORMER PRESIDENT & GENERA	186,661.	0.	16,840.
2	DALE JOHNSON ARTISTIC DIRECTOR	126,242.	1,867.	21,398.
3	KEVIN RAMACH PRESIDENT AND GENERAL DIR	103,248.	1,552.	24,431.
4				
5				

4. **Attach** a list of organization's board of directors. Attached Included in IRS return

5. **Attach a GAAP audit** if total revenue exceeds \$750,000. Attached
 Audit not included under the Food Shelf Exemption (excluding from total revenue the value of food donated to a nonprofit food shelf for redistribution at no cost). Audit not required

6. Minnesota law requires that an organization file a copy of all tax or informational returns filed with the IRS, including IRS Form 990-N (e-Postcard), 990, 990-EZ, or 990-PF, including all schedules and amendments. Has the organization included with this annual report a copy of all tax or informational returns, including IRS Form 990-N (e-Postcard), 990, 990-EZ or 990-PF that it filed with the IRS (excluding Schedule B or any other donor list)? Yes No (Not required to file a return with IRS or files a group return).

NOTE: By answering YES to the above question, you are attesting that the IRS informational return filed with this office is an exact copy, including all schedules and attachments, of the IRS informational return filed with the IRS (excluding Schedule B or any other donor list the IRS may require).

7. This Section C(7) must be completed by organizations that: 1) do not file an informational return with the IRS; 2) file a 990-N (e-Postcard), 990-EZ, or 990-PF; 3) file a group return that does not include the filing organization's functional expense information; or 4) file an IRS Form 990 that does not contain a completed functional expenses statement within the IRS Form 990.

Statement of Functional Expenses				
	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S.				
2 Grants and other assistance to individuals in the U.S.				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S.				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees				
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1) and persons described in section 4958(c)(3)(B))				
7 Other salaries and wages				
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees):				
a Management				
b Legal				
c Accounting				
d Lobbying				
e Professional fundraising services				
f Investment management fees				
g Other				
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a _____				
b _____				
c _____				
d All other expenses				
25 Total functional expenses. Add lines 1 through 24d				
26 Joint costs. Check here <input type="checkbox"/> if following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Must be prepared in accordance with generally accepted accounting principles.
For 990-EZ filers: Column A, Line 25 should equal line 17 IRS Form 990-EZ
For 990-PF filers: Column A, Line 25 should equal line 26 IRS Form 990-PF
The total of Column A, lines 1 through 24d should equal line 25a.
The total of lines 25b, 25c and 25d, should equal line 25a

SECTION D: REQUIRED FOR INITIAL REGISTRATION & ANNUAL REPORTING

BOARD OF DIRECTORS
SIGNATURES AND ACKNOWLEDGMENT

We, the undersigned, state and acknowledge that we are duly constituted officers of this organization, being the

PRESIDENT & GENERAL DIRECTOR (Title) and BOARD TREASURER (Title) respectively, and

that we execute this document on behalf of the organization pursuant to the resolution of the

BOARD OF DIRECTORS (Board of Directors, Trustees, or Managing Group) adopted on the _____

day of _____, 20____, approving the contents of the document, and do hereby certify that the

BOARD OF DIRECTORS (Board of Directors, Trustees, or Managing Group) has assumed, and will continue

to assume, responsibility for determining matters of policy, and have supervised, and will continue to supervise, the finances of the organization. We

further state that the information supplied is true, correct and complete to the best of our knowledge.

KEVIN RAMACH
Name (Print)

PATRICIA JOHNSON
Name (Print)

Signature

Signature

PRESIDENT & GENERAL DIRECTOR
Title

BOARD TREASURER
Title

Date

Date

*** NOTICE ***

Documents required to be filed are public records. Please do not include social security numbers, driver's license numbers or bank account numbers on the documents filed with this Office as they are not required, but could become part of the public records. A charitable organization is not required to file a list of its donors. If it is included, it may become part of the public file.

AG: #3124563-v1

TAX RETURN FILING INSTRUCTIONS

MINNESOTA FORM M4NP

FOR THE YEAR ENDING

June 30, 2013

Prepared for	The Minnesota Opera 620 North First Street Minneapolis, MN 55401
Prepared by	Eide Bailly LLP 800 Nicollet Mall, Ste. 1300 Minneapolis, MN 55402-7033
Amount due or refund	No payment required
Make check payable to	Not applicable
Mail tax return and check (if applicable) to	Minnesota Revenue Mail Station 1257 St. Paul, MN 55146-1257
Return must be mailed on or before	June 16, 2014
Special Instructions	The return should be signed and dated by an authorized individual.

Unrelated Business Income Tax (UBIT) Return 2012

For tax-exempt organizations, cooperatives, homeowners associations and political organizations with unrelated business income.

Tax year beginning JUL 1, 2012, and ending JUN 30 2013 (required)

Please print or type	Name of organization THE MINNESOTA OPERA	FEIN 41-0946789	Minnesota tax ID (required) 7344153	
	Current address 620 NORTH FIRST STREET	<input type="checkbox"/> Check if new address	This organization files federal Form (check one) <input checked="" type="checkbox"/> 990-T <input type="checkbox"/> 1120-C <input type="checkbox"/> 1120-H <input type="checkbox"/> 1120-POL	
	City MINNEAPOLIS	County	State MN	ZIP code 55401
	Check all that apply: <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Filing under an extension <input type="checkbox"/> Final return (see inst., pg. 3) Enter close date:		Exempt under IRS section (check one) <input checked="" type="checkbox"/> 501(c)(3) <input type="checkbox"/> 528 <input type="checkbox"/> Other:	
	Enter your NAICS codes (see instructions) 90000 /		Was 100% of the business conducted in Minnesota for this tax year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (complete and attach Schedule M4NPA)	

Determining tax	1 Federal taxable income before net operating loss and specific deduction (from federal Form 990-T, 1120-C, 1120-H, or 1120-POL)	1	- 6,605.
	2 Total subtractions from federal taxable income (from M4NPI, line 1)	2	
	3 Federal taxable income or (loss) after subtractions (see instructions)	3	- 6,605.
	If you conducted business both within and outside Minnesota, complete M4NPA (see instructions, pg. 6). If 100% of your activities were conducted in Minnesota, do not complete M4NPA. Enter line 3 on line 4.		
	4 Minnesota taxable net income or (loss) (from M4NPA, line 14, or if 100% of your activities were conducted in Minnesota, enter amount from line 3 above)	4	- 6,605.
	5 Minnesota net operating loss deduction (from NOL)	5	0.
	6 Subtract line 5 from line 4 (if zero or less, enter zero)	6	0.
	7 Total deductions from taxable net income (from M4NPI, line 2)	7	
	8 Taxable income (subtract line 7 from line 6; if zero or less, enter zero)	8	0.
	9 Regular tax (multiply line 8 by 9.8% [0.098]; if zero or less, enter zero)	9	0.
	10 Proxy tax (see instructions, pg. 3)	10	
11 Tax before credits (add lines 9 and 10)	11		
12 Total credits against tax (from M4NPI, line 3)	12		
13 Minnesota tax liability (subtract line 12 from line 11; if zero or less, enter zero)	13	0.	
14 Minnesota Nongame Wildlife Fund donation (see instructions, pg. 3)	14		
15 Add lines 13 and 14	15		
16 Total refundable credits (from M4NPI, line 4)	16		
17 Amount credited from your 2011 Form M4NP, line 30	17		
18 2012 estimated tax payments	18		
19 2012 extension payment	19		
20 Total refundable credits and payments (add lines 16, 17, 18 and 19)	20		
21 Subtract line 20 from line 15	21		
22 Penalty (determine from worksheet in the instructions, pg. 4)	22		
23 Interest (determine from worksheet in the instructions, pg. 4)	23		
24 Additional charge for underpayment of estimated tax (from M15NP, line 17)	24		
25 Tax, Nongame Wildlife Fund donation, penalty, interest and additional charge for underpayment of estimated tax (add lines 15, 22, 23 and 24)	25		

Tax, donation, penalty, interest, charges

Unrelated Business Income Tax (UBIT) Return 2012 *(continued)*

Name of organization THE MINNESOTA OPERA	FEIN 41-0946789	Minnesota tax ID 7344153
--	---------------------------	------------------------------------

Amount due or overpaid	26 Amount from line 25 on the front of this form 26 _____
	27 Amount from line 20 on the front of this form 27 _____
	28 AMOUNT DUE. If line 26 is more than or equal to line 27, subtract line 27 from 26 28 _____ 0.
	Payment method: <input type="checkbox"/> Electronic (see <i>inst.</i> , pg. 2) <input checked="" type="checkbox"/> Check (attach PV56 voucher) <input type="checkbox"/> Amended return payment by check (attach PV66 voucher)
	29 OVERPAYMENT. If line 27 is more than line 26, subtract line 26 from line 27 29 _____
	30 Amount of line 29 to be credited to your 2013 estimated tax 30 _____
31 Refund (subtract line 30 from line 29) 31 _____	

To have your refund direct deposited, enter your banking information below.

Account type: Checking Savings Routing number _____ Account number (use an account not associated with any foreign banks) _____

I declare that this return is correct and complete to the best of my knowledge and belief.

Sign here	Authorized signature _____ Title PRESIDENT & GENERAL Date _____ Daytime phone 612-342-9551	<input checked="" type="checkbox"/> I authorize the Minnesota Department of Revenue to discuss this tax return with the paid preparer listed here.
	Paid preparer's signature DEB NELSON, CPA PTIN P01264758 Date 03/17/14 Daytime phone 612-253-6500	
	Email address for correspondence, if desired _____ This email address belongs to (check one): <input type="checkbox"/> Employee <input type="checkbox"/> Paid preparer	

Attach a complete copy of your federal Form 990-T, 1120-C, 1120-H or 1120-POL and all supporting schedules.

Mail to: Minnesota Revenue, Mail Station 1257, St. Paul, MN 55146-1257

MINNESOTA • REVENUE

Net Operating Loss Deduction 2012

2012 NOL

Unitary groups: Complete a separate Schedule NOL for each corporation that is carrying forward a net operating loss (NOL).

Name of corporation or nonprofit organization	FEIN 41-0946789	Minnesota tax ID 7344153
---	---------------------------	------------------------------------

Year	Taxable Net Income/Loss	Minnesota Losses Used	Losses Remaining
Oldest loss year			
06/30/11	-281.	0.	-281.
Subsequent year 1			
06/30/13	-6,605.	0.	-6,886.
2			
3			
4			
5			
6			
7			
8			
9			
10			
11			
12			
13			
14			
15			
2012 Summary:		Net operating loss deduction	Total losses remaining (to be carried forward) -6,886.

Enter on M4T, line 6 or M4NP, line 5