Consolidated Financial Statements and Independent Auditors' Report for the years ended July 31, 2011 and 2010



Independent Auditors' Report

To the Board of Directors of Houston Grand Opera Association, Inc.:

We have audited the accompanying consolidated statements of financial position of the Houston Grand Opera Association, Inc. as of July 31, 2011 and 2010 and the related consolidated statements of activities, of cash flows, and of functional expenses for the years then ended. These financial statements are the responsibility of the Houston Grand Opera Association, Inc.'s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform our audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Houston Grand Opera Association, Inc. as of July 31, 2011 and 2010 and the changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The supplemental information on pages 20 through 23 is presented for purposes of additional analysis of the consolidated financial statements rather than to present the financial position or changes in net assets of the individual entities. Such information has been subjected to the auditing procedures applied in the audit of the basic consolidated financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic consolidated financial statements taken as a whole.

November 28, 2011

Blazek & Vetterling

Consolidated Statements of Financial Position as of July 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
ASSETS		
Cash Accounts receivable Pledges receivable, net (Note 2) Deferred production costs and other assets Beneficial interest in charitable trust, net (Note 3) Pledges receivable restricted for endowment, net (Note 2) Investments (Notes 4 and 5) Property, net (Note 6) TOTAL ASSETS	\$ 315,301 205,082 12,166,849 1,865,967 2,676,931 4,348,863 39,002,599 1,151,007 \$ 61,732,599	\$ 663,087 138,593 11,218,369 2,109,588 2,649,990 521,541 35,423,353 994,956 \$ 53,719,477
LIABILITIES AND NET ASSETS		
Liabilities: Accounts payable and accrued expenses Accrued salaries and benefit costs Note payable (Note 7) Deferred subscription revenue Deferred co-production and set rental revenue Total liabilities	\$ 592,546 184,927 585,000 2,474,559 108,925 3,945,957	\$ 469,102 122,358 1,465,000 2,335,958 219,370 4,611,788
Commitments and contingencies (<i>Note 8</i>)		
Net assets (Note 11): Unrestricted Temporarily restricted (Note 9) Permanently restricted (Note 10) Total net assets TOTAL LIABILITIES AND NET ASSETS	(797,984) 22,421,168 36,163,458 57,786,642 \$ 61,732,599	(1,408,949) 18,470,726 32,045,912 49,107,689 \$ 53,719,477
See accompanying notes to consolidated financial statements.		

Consolidated Statement of Activities for the year ended July 31, 2011

	UNRESTRICTED	TEMPORARILY RESTRICTED	PERMANENTLY RESTRICTED	<u>TOTAL</u>	
REVENUE:					
Contributions Ticket sales and performance fees Special events Cost of direct donor benefits Co-production and other income Investment return, net (Note 4)	\$ 7,744,765 4,188,199 1,890,452 (673,068) 1,056,957 188,284	\$ 7,620,706 196,823 4,922,549	\$ 4,117,546	\$ 19,483,017 4,188,199 2,087,275 (673,068) 1,056,957 5,110,833	
Total revenue	14,395,589	12,740,078	4,117,546	31,253,213	
Net assets released from restrictions: Expiration of time restrictions Endowment transfer for operations Redesignation for special event Total	6,040,724 2,066,000 682,912 23,185,225	(6,040,724) (2,066,000) (682,912) 3,950,442	4,117,546	31,253,213	
EXPENSES:					
Program services Marketing and advertising Fundraising Management and general Total expenses	14,820,206 2,991,488 2,702,322 2,060,244 22,574,260			14,820,206 2,991,488 2,702,322 2,060,244 22,574,260	
CHANGES IN NET ASSETS	610,965	3,950,442	4,117,546	8,678,953	
Net assets, beginning of year	(1,408,949)	18,470,726	32,045,912	49,107,689	
Net assets, end of year	<u>\$ (797,984)</u>	\$ 22,421,168	\$ 36,163,458	\$ 57,786,642	

Consolidated Statement of Activities for the year ended July 31, 2010

	UNRESTRICTED	TEMPORARILY RESTRICTED	PERMANENTLY RESTRICTED	TOTAL
REVENUE:				
Contributions Contributions from charitable trust (<i>Note 3</i>) Ticket sales and performance fees Special events Cost of direct donor benefits Co-production and other income Investment return, net (<i>Note 4</i>)	\$ 7,838,868 231,344 3,619,234 1,737,612 (655,725) 427,800 325,869	\$ 6,183,640 2,649,990 175,200 3,104,617	\$ 1,203,952	\$ 15,226,460 2,881,334 3,619,234 1,912,812 (655,725) 427,800 3,430,486
Total revenue	13,525,002	12,113,447	1,203,952	26,842,401
Net assets released from restrictions: Expiration of time restrictions Endowment transfer for operations Redesignation for special event Donor-directed redesignation Total	2,437,993 3,699,200 560,994 400,000 20,623,189	(2,437,993) (3,699,200) (560,994) 	(400,000) 803,952	
EXPENSES:				
Program services Marketing and advertising Fundraising Management and general	13,436,674 2,230,907 2,706,197 1,538,714			13,436,674 2,230,907 2,706,197 1,538,714
Total expenses	19,912,492			19,912,492
CHANGES IN NET ASSETS	710,697	5,415,260	803,952	6,929,909
Net assets, beginning of year	(2,119,646)	13,055,466	31,241,960	42,177,780
Net assets, end of year	\$ (1,408,949)	<u>\$ 18,470,726</u>	\$ 32,045,912	\$ 49,107,689

Consolidated Statements of Cash Flows for the years ended July 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
CASH FLOWS FROM OPERATING ACTIVITIES: Changes in net assets Adjustments to reconcile changes in net assets to net cash used by operating activities:	\$ 8,678,953	\$ 6,929,909
Net realized and unrealized gain on investments Contributions restricted for endowment Depreciation Changes in operating assets and liabilities:	(4,351,002) (4,117,546) 237,980	(2,807,465) (1,203,952) 203,929
Accounts receivable Pledges receivable (except endowment) Beneficial interest in charitable trust Deferred production costs and other assets Accounts payable and accrued expenses Deferred revenue	(66,489) (948,480) (26,941) 243,621 186,013 28,156	8,550 (1,464,527) (2,649,990) (510,132) (213,757) 6,559
Net cash used by operating activities	(135,735)	(1,700,876)
CASH FLOWS FROM INVESTING ACTIVITIES: Purchases of investments Proceeds from sale of investments Net change in money market mutual funds held as investments Purchases of property	(9,642,024) 9,031,928 1,381,852 (394,031)	(12,815,866) 12,514,496 1,832,269 (129,282)
Net cash provided by investing activities	377,725	1,401,617
CASH FLOWS FROM FINANCING ACTIVITIES: Proceeds from note payable Payments on note payable Proceeds from contributions restricted for endowment Net cash provided (used) by financing activities	7,770,000 (8,650,000) 290,224 (589,776)	8,260,000 (9,575,000) 1,781,591 466,591
NET CHANGE IN CASH	(347,786)	167,332
Cash, beginning of year	663,087	495,755
Cash, end of year	<u>\$ 315,301</u>	\$ 663,087
Supplemental disclosure of cash flow information: Interest paid	\$68,492	\$139,181

Consolidated Statement of Functional Expenses for the year ended July 31, 2011

	<u>MAINSTAGE</u>	STUDIO	<u>E</u>	DUCATION		TOTAL PROGRAM <u>SERVICES</u>	MARKETING AND ADVERTISING	FUNDRAISING	MANAGEMENT AND <u>GENERAL</u>	TOTAL EXPENSES
Salaries and wages	\$ 6,546,724	\$ 330,410	\$	455,665	\$	7,332,799	\$ 1,147,434	\$ 1,426,484	\$ 1,123,177	\$ 11,029,894
Payroll taxes and benefits	1,692,960	165,400		177,533		2,035,893	239,584	251,311	245,137	2,771,925
Professional contractor fees	2,073,547	99,208		263,859		2,436,614	295,494	76,734	323,947	3,132,789
Production materials	1,486,793			29,869		1,516,662				1,516,662
Advertising and public relations		4,728		10,552		15,280	808,356	187,608	5,518	1,016,762
Building and storage rentals	597,592	3,702		11,856		613,150	30,489	49,908	18,269	711,816
Office supplies and expenses	95,960	14,030		24,330		134,320	217,041	121,447	69,332	542,140
Travel	122,313	66,428		32,564		221,305	16,425	170,681	104,340	512,751
Conferences and meetings	5,691			9,824		15,515	1,783	217,907	21,356	256,561
Depreciation	155,595					155,595	25,534	24,201	32,650	237,980
Bank credit card fees				14		14	113,438	57,584	11,002	182,038
Royalties	168,731	156		7,709		176,596				176,596
Equipment	63,034	4,005		1,563		68,602	44,256	8,371	9,727	130,956
Insurance	82,038					82,038	11,436	18,954	15,264	127,692
Information technology	3,457					3,457	35,215	25,026	12,033	75,731
Interest									68,492	68,492
Other	12,366	 			_	12,366	5,003	66,106		83,475
Total expenses	\$ 13,106,801	\$ 688,067	\$	1,025,338	\$	14,820,206	\$ 2,991,488	\$ 2,702,322	\$ 2,060,244	22,574,260
Cost of direct donor benefits										673,068
Total expenditures										\$ 23,247,328

Consolidated Statement of Functional Expenses for the year ended July 31, 2010

	<u>MAINSTAGE</u>	<u>STUDIO</u>	<u>E</u>	EDUCATION		TOTAL PROGRAM SERVICES	MARKETING AND ADVERTISING	<u>FUNDRAISING</u>	MANAGEMENT AND <u>GENERAL</u>	TOTAL EXPENSES
Salaries and wages	\$ 6,801,916	\$ 534,90	50 \$	357,383	\$	7,694,259	\$ 1,019,275	\$ 1,487,043	\$ 811,840	\$ 11,012,417
Payroll taxes and benefits	1,499,133	172,80	55	62,125		1,734,123	194,749	224,389	207,038	2,360,299
Professional contractor fees	1,154,387	92,14	.0	91,329		1,337,856	78,467	105,839	98,468	1,620,630
Production materials	1,218,091					1,218,091				1,218,091
Advertising and public relations	338	7,20	54	17,482		25,084	550,835	187,032	1,664	764,615
Building and storage rentals	558,794	1,68	88	5,230		565,712	30,471	41,991	17,936	656,110
Office supplies and expenses	87,347	6,82	22	33,441		127,610	179,432	106,423	73,229	486,694
Travel	134,149	52,8	8	21,257		208,284	16,136	152,725	100,324	477,469
Conferences and meetings		4,40	60	7,449		11,909	2,315	198,091	2,793	215,108
Depreciation	125,999					125,999	23,753	22,121	32,056	203,929
Bank credit card fees							90,425	55,704	11,965	158,094
Royalties	96,314	Q	8	2,210		98,622				98,622
Equipment	72,957	4,5	'5	532		78,064	8,780	12,275	14,443	113,562
Insurance	181,422					181,422	15,055	23,053	21,959	241,489
Information technology	12,003					12,003	21,101	22,138	15,043	70,285
Interest									129,956	129,956
Other	17,636					17,636	113	67,373		85,122
Total expenses	\$ 11,960,486	\$ 877,75	<u> 50</u> <u>\$</u>	598,438	<u>\$ 1</u>	13,436,674	\$ 2,230,907	\$ 2,706,197	<u>\$ 1,538,714</u>	19,912,492
Cost of direct donor benefits										655,725
Total expenditures										\$ 20,568,217

Notes to Consolidated Financial Statements for the years ended July 31, 2011 and 2010

NOTE 1 – ORGANIZATION AND SIGNIFICANT ACCOUNTING POLICIES

<u>Organization</u> – The Houston Grand Opera Association, Inc. (the Association) was founded in 1955 to promote and provide suitable opportunities for the advancement of musical culture by producing, sponsoring, or otherwise making available to the general public music, theater performances including grand opera, light opera, operetta, musical theater, and recitals.

The Association's programs include theater performances, education and outreach, and Houston Grand Opera Studio. Education and outreach initiates and develops educational programs and relationships for children, teachers, and the general public including pre-curtain lectures, artist presentations, high school nights at mainstage performances, and student matinees, and provides for the development of opera education materials and programs for the visually impaired. Houston Grand Opera Studio is a nationally acclaimed training and performance program dedicated to the advancement of young artists with the potential for major careers in the opera, music, and theater profession.

The Houston Grand Opera Guild (the Guild) promotes quality musical drama performances, including grand operas, and provides suitable opportunities for the advancement of musical culture, and instills through education and performances the traditions of opera and music theater in the general public. The Association is the sole member of the Guild. The Houston Grand Opera Endowment (the Endowment) was founded to accumulate and manage a permanent endowment for the purpose of supporting the operations of the Association. The Board of Trustees of the Endowment is appointed by the Board of Directors of the Association.

<u>Basis of consolidation</u> – These consolidated financial statements include the assets, liabilities, net assets and activities of the Association, the Guild, and the Endowment (collectively the Opera). All balances and transactions between these consolidated entities have been eliminated.

<u>Federal income tax status</u> – The Association, the Guild, and the Endowment are exempt from federal income taxes under §501(c)(3) of the Internal Revenue Code. The Association and the Guild are classified as public charities under §509(a)(2). The Endowment is classified as a public charity and a Type I supporting organization under §509(a)(3).

Accounting principles generally accepted in the United States of America requires management to evaluate tax positions taken by the Opera and recognize a tax liability (or asset) if the Opera has taken a position that more likely than not would not be sustained upon examination by the Internal Revenue Service. Management has analyzed the tax positions taken by the Opera, and has concluded that as of July 31, 2011, there are no positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Opera is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Management believes it is no longer subject to income tax examinations for years prior to 2007.

<u>Pledges receivable and beneficial interest in charitable trust</u> that are expected to be collected within one year are reported at net realizable value. Pledges receivable that are expected to be collected in future years are discounted to estimate the present value of future cash flows. Discounts are computed using

risk-free interest rates applicable to the years in which the promises are received. Amortization of discounts are included in contribution revenue.

<u>Allowance for doubtful accounts</u> – An allowance for accounts receivable or pledges receivable is provided when it is believed balances may not be collected in full. The allowance is determined using a combination of historical loss experience and individual account by account analysis of accounts receivable and pledges receivable balances. It is possible that management's estimate regarding collectability will change in the near term resulting in a change in the carrying value of accounts receivable and pledges receivable.

<u>Deferred production costs</u> – Expenses for scenery, costumes, music, and stage properties are reported as deferred production costs if specifically related to productions of future opera seasons.

Beneficial interest in charitable trust is reported at the present value of the expected future cash flow payments. Changes in the beneficial interest are recognized as contributions from charitable trust in the statement of activities.

<u>Investments</u> are reported at fair value.

<u>Property</u> is reported at cost, if purchased, or at fair value at the date of gift, if donated. Property is depreciated using the straight-line method over estimated useful lives of 2 to 15 years. Expenditures greater than \$1,000 with useful lives greater than 22 months are capitalized.

<u>Net asset classification</u> – Contributions, investment return and the related net assets are classified based on the existence or absence of donor-imposed restrictions, as follows:

- *Unrestricted net assets* include those net assets whose use is not restricted by donor-imposed stipulations, even though their use may be limited in other respects, such as by contract or board designation.
- Temporarily restricted net assets include contributions and investment return restricted by the donor for specific purposes or time periods. When a purpose restriction is accomplished, a time restriction ends, or Endowment earnings are appropriated for use, temporarily restricted net assets are released to unrestricted net assets.
- *Permanently restricted net assets* include contributions that donors have restricted in perpetuity. Investment return may be used to support donor-specified programs.

<u>Contributions</u> are recognized as revenue when an unconditional commitment is received from the donor. Contributions received with donor stipulations that limit their use are recorded as restricted support. If a restriction is fulfilled in the same time period in which the contribution is received, the support is reported as unrestricted. Conditional contributions are recognized in the same manner when the conditions are substantially met.

Non-cash contributions – Donated materials, use of facilities, and services are recognized at fair value as contributions when an unconditional commitment is received from the donor. The related expense is recognized as the item is used. Contributions of services are recognized when services received (a) create or enhance nonfinancial assets or (b) require specialized skills, are provided by individuals possessing those skills, and would typically need to be purchased if not provided by donation. In-kind contributions of \$505,388 and \$302,140 in 2011 and 2010, respectively, consisting primarily of travel and professional services, were recognized by the Association.

<u>Ticket sales and performance fees</u> are recognized as revenue when the performance takes place. Amounts received for future Association season performances are included in the statement of financial position as deferred subscription revenue.

<u>Co-production revenue</u> – The Association enters into co-production agreements with other opera companies or associations for the purpose of sharing performance production costs. Agreements among multiple parties are structured as royalty or rental compensation to the Association. Co-production revenue is recognized when the Association's contractual obligations are fulfilled.

<u>Advertising</u> is expensed the first time the advertising takes place, except for expenditures related to future opera seasons, which are reported as deferred production costs and other assets. Advertising expense was \$431,320 in 2011 and \$228,966 in 2010.

<u>Estimates</u> – Management must make estimates and assumptions to prepare financial statements in accordance with generally accepted accounting principles. These estimates and assumptions affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, the amounts reported as revenue and expenses, and the allocation of expenses among various functions. Actual results could vary from the estimates that were used.

Adoption of accounting pronouncements – During the year ended July 31, 2011, the Association implemented Accounting Standards Update No. 2010-06, *Improving Disclosures about Fair Value Measurements*, which resulted in additional disclosures. This statement requires an increased level of disaggregation in disclosing the level of fair value measurements. It also requires additional disclosures for inputs and valuation techniques used for Level 2 and 3 fair value measurements.

NOTE 2 – PLEDGES RECEIVABLE

Pledges receivable are as follows:

	<u>2011</u>	<u>2010</u>
Pledges receivable Discount to present value using 0.55% to 5% Allowance for uncollectible pledges receivable	\$ 16,689,133 (86,468) (86,953)	\$ 12,010,784 (139,111) (131,763)
Pledges receivable, net	\$ 16,515,712	<u>\$ 11,739,910</u>
Pledges receivable at July 31, 2011 are expected to be collected as follows	s:	
Due in less than one year Due in one to five years		\$ 4,218,478 12,470,655
Total pledges receivable		\$ 16,689,133

NOTE 3 – BENEFICIAL INTEREST IN CHARITABLE TRUST

The Association was named a beneficiary of a charitable trust, which was created in 2010 upon the death of the trust settler for a period of 20 years from the date of death. The trust will distribute 8% of the final fair value of the trust, as determined by federal estate tax purposes, to the beneficiaries. The Association will receive 30% of that amount each year, or \$182,421 per year through 2029. During 2011, the final estate filing is under audit by the Internal Revenue Service. Scheduled payments from the trust have

been suspended until completion of the audit, at which time payments plus interest will resume. The change in the beneficial interest in charitable trust during 2011 is as follows:

Balance at July 31, 2010	\$	2,649,990
Change in beneficial interest		72,546
Payments received from charitable trust	_	(45,60 <u>5</u>)
Balance at July 31, 2011	\$	2,676,931

NOTE 4 – INVESTMENTS

Investments consist of the following:

	<u>2011</u>	<u>2010</u>
Mutual funds	\$ 11,775,873	\$ 10,423,679
Common stocks	10,555,525	8,452,213
Fixed income common collective fund	8,296,609	8,225,123
Limited partnership funds	5,824,034	4,776,959
Master limited partnerships	2,550,558	2,202,593
Private equity foreign stock fund		1,342,786
Total investments	\$ 39,002,599	<u>\$ 35,423,353</u>

Investments are exposed to various risks such as interest rate, market and credit risks. Because of these risks, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statement of financial position and statement of activities.

Investment return includes earnings on cash and consists of the following:

	<u>2011</u>		<u>2010</u>
Net realized and unrealized gain on investments	\$ 4,351,002	\$	2,807,465
Interest and dividends	910,478		771,322
Royalty income	54,003		42,619
Investment fees	 (204,650)	_	(190,920)
Investment return, net	\$ 5,110,833	\$	3,430,486

NOTE 5 – FAIR VALUE MEASUREMENTS

Generally accepted accounting principles require that certain assets and liabilities be reported at fair value and establish a hierarchy that prioritizes inputs used to measure fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The three levels of the fair value hierarchy are as follows:

- Level 1 Inputs are unadjusted quoted prices in active markets for identical assets or liabilities that the reporting entity has the ability to access at the reporting date.
- Level 2 Inputs are other than quoted prices included in Level 1, which are either directly observable or can be derived from or corroborated by observable market data at the reporting date.
- Level 3 Inputs are not observable and are based on the reporting entity's assumptions about the inputs market participants would use in pricing the asset or liability.

Assets measured at fair value at July 31, 2011 are as follows:

Mutual funds: Foreign stock		LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
Proreign stock S 5,233,982 S 5,233,982 S 2,811,563 Large-cap stock 1,074,303 1,074,303 Bond 1,034,682 637,342 637,	Mutual funds:				
Money market		\$ 5.233.982			\$ 5,233,982
Large-cap stock	•	. , ,			. , ,
Bond	•				
Energy and natural resource stock Commodity and other 637,342 637,342 Commodity and other 637,342 637,342 Common stocks: 3 5 6,530,872 Mid-cap 2,610,033 2,610,033 2,610,033 Foreign 1,414,620 8,296,609 1,414,620 Fixed-income common collective fund (a) 3,515,239 8,296,609 8,296,609 Large-cap private equity index (b) 3,515,239 1,203,948 1,203,948 Event-driven and distressed debt hedge (d) 3,515,239 1,203,948 1,203,948 Baster limited partnerships: 1,139,110 389,490 389,490 Master limited partnerships: 1,139,110 1,139,110 1,139,110 Mid-cap 519,205 519,205 519,205 Small-cap 892,243 1,139,110 1,139,110 Total assets measured at fair value at July 31, 2010 are as follows: 1,128,122 1,128,122 Assets measured at fair value at July 31, 2010 are as follows: 1,128,122 1,128,122 1,128,122 Mutual funds: 1,125,222 1,128,122 <td>C 1</td> <td></td> <td></td> <td></td> <td></td>	C 1				
Commodity and other 637,342 637,342 Common stocks: 1 6,530,872 6,530,872 6,530,872 6,530,872 6,530,872 1,614,620 1,4					
Common stocks:					·
Large-cap 6,530,872 6,530,872 2,610,033 2,610,033 Foreign 1,414,620 8,296,609 8,296,609 Limited partnerships: 8,8296,609 8,296,609 Large-cap private equity index (b) 8,515,239 1,203,948 1,203,948 Real estate (c) 1,139,110 1,139,409 389,490 389,490 Master limited partnerships: 1,139,110 389,490 389,490 389,490 Master limited partnerships: 1,139,110 1,1		,-			,-
Mid-cap 2,610,033 1,414,620 1,414,620 Fried-income common collective fund (a) \$ 8,296,609 8,296,609 Limited partnerships: 3,515,239 3,515,239 Real estate (c) 3,515,239 1,203,948 1,203,948 Event-driven and distressed debt hedge (d) 715,357 715,357 715,357 389,490 389,490 Master limited partnerships: 1,139,110 389,490 389,490 389,490 Master limited partnerships: 1,139,110 1,139,110 1,139,110 1,139,110 Mid-cap 519,205 519,205 519,205 519,205 519,205 Small-cap 892,243 \$1,181,1848 \$2,308,795 \$39,002,599 Assets measured at fair value at July 31, 2010 are as follows: 10,000,000 \$3,112,522 \$3,112,522 \$3,112,522 \$3,112,522 \$3,112,522 \$3,112,522 \$3,112,522 \$3,112,522 \$3,112,522 \$3,112,522 \$3,112,522 \$3,112,522 \$3,112,522 \$3,112,522 \$3,112,522 \$3,112,522 \$3,112,522 \$3,112,522 \$3,112,522 \$3,12,523 </td <td></td> <td>6.530.872</td> <td></td> <td></td> <td>6,530,872</td>		6.530.872			6,530,872
Foreign					
Fixed-income common collective fund (a) \$ 8,296,609 8,296,609 Limited partnerships: 3,515,239 3,515,239 Large-cap private equity index (b) 3,515,239 1,203,948 Real estate (c) 3,515,239 1,203,948 Event-driven and distressed debt hedge (d) 389,490 389,490 Special situations hedge (e) 389,490 389,490 Master limited partnerships: 1,139,110 1,139,110 Mid-cap 519,205 519,205 Small-cap 519,205 519,205 Small-cap 892,243 2,308,795 389,002,599 Assets measured at fair value at July 31, 2010 are as follows: Level l	•				
Limited partnerships: Large-cap private equity index (b) 3,515,239 1,203,948 1,203,948 Event-driven and distressed debt hedge (d) 389,490 389,243 38	•	, ,	\$ 8.296.609		
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Mutual funds: Foreign stock \$ 3,112,522 S 3,112,522 Money market 4,193,415 4,193,415 4,193,415 Large-cap stock 931,271 931,271 931,271 Bond 1,011,588 1,011,588 658,298 658,298 Commodity and other 516,585 516,585 516,585 Common stocks: 2 4,586,518 4,586,518 4,586,518 Mid-cap 2,622,531 2,622,531 2,622,531 2,622,531 523,861	A	010 6-11			
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Money market 4,193,415 4,193,415 Large-cap stock 931,271 931,271 Bond 1,011,588 1,011,588 Energy and natural resource stock 658,298 658,298 Commodity and other 516,585 516,585 Common stocks: 2,622,531 2,622,531 Large-cap 4,586,518 4,586,518 Mid-cap 2,622,531 2,622,531 Foreign 523,861 523,861 Small-cap 719,303 719,303 Fixed-income common collective fund (a) \$ 8,225,123 8,225,123 Limited partnerships: 2,953,490 2,953,490 Real estate (c) \$ 1,000,000 1,000,000 Distressed debt hedge (d) 823,469 823,469 Master limited partnerships: 400,000 1,000,000 1,000,000 Large-cap 605,555 605,555 605,555 Mid-cap 1,161,310 1,161,310 1,161,310 Small-cap 435,728 435,728 Private equity foreign stock fund 1,342,786 1,342,786	Foreign stock	\$ 3,112,522			\$ 3,112,522
Bond		4,193,415			4,193,415
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Commodity and other 516,585 516,585 Common stocks: 4,586,518 4,586,518 Mid-cap 2,622,531 2,622,531 Foreign 523,861 523,861 Small-cap 719,303 719,303 Fixed-income common collective fund (a) \$ 8,225,123 8,225,123 Limited partnerships: 2,953,490 2,953,490 Real estate (c) \$ 1,000,000 1,000,000 Distressed debt hedge (d) 823,469 823,469 Master limited partnerships: 605,555 605,555 Mid-cap 1,161,310 1,161,310 Small-cap 435,728 435,728 Private equity foreign stock fund 1,342,786 1,342,786	Bond	1,011,588			1,011,588
Common stocks: 4,586,518 4,586,518 Mid-cap 2,622,531 2,622,531 Foreign 523,861 523,861 Small-cap 719,303 719,303 Fixed-income common collective fund (a) \$ 8,225,123 8,225,123 Limited partnerships: 2,953,490 2,953,490 Real estate (c) \$ 1,000,000 1,000,000 Distressed debt hedge (d) 823,469 823,469 Master limited partnerships: 605,555 605,555 Mid-cap 1,161,310 1,161,310 Small-cap 435,728 435,728 Private equity foreign stock fund 1,342,786 1,342,786	Energy and natural resource stock	658,298			658,298
Large-cap 4,586,518 4,586,518 Mid-cap 2,622,531 2,622,531 Foreign 523,861 523,861 Small-cap 719,303 719,303 Fixed-income common collective fund (a) \$ 8,225,123 8,225,123 Limited partnerships: 2,953,490 2,953,490 2,953,490 Real estate (c) \$ 1,000,000 1,000,000 1,000,000 Distressed debt hedge (d) 823,469 823,469 823,469 Master limited partnerships: 605,555 605,555 605,555 Mid-cap 1,161,310 1,161,310 1,161,310 Small-cap 435,728 435,728 Private equity foreign stock fund 1,342,786 1,342,786	Commodity and other	516,585			516,585
Mid-cap 2,622,531 2,622,531 Foreign 523,861 523,861 Small-cap 719,303 719,303 Fixed-income common collective fund (a) \$ 8,225,123 8,225,123 Limited partnerships: 2,953,490 2,953,490 Real estate (c) \$ 1,000,000 1,000,000 Distressed debt hedge (d) 823,469 823,469 Master limited partnerships: 605,555 605,555 Mid-cap 1,161,310 1,161,310 Small-cap 435,728 435,728 Private equity foreign stock fund 1,342,786 1,342,786	Common stocks:				
Foreign 523,861 719,303 719,303 Fixed-income common collective fund (a) \$ 8,225,123 8,225,123 Limited partnerships: Large-cap private equity index (b) 2,953,490 2,953,490 Real estate (c) \$ 1,000,000 1,000,000 Distressed debt hedge (d) 823,469 823,469 Master limited partnerships: Large-cap 605,555 Mid-cap 1,161,310 Small-cap 435,728 Private equity foreign stock fund 1,342,786	Large-cap	4,586,518			4,586,518
Small-cap 719,303 719,303 Fixed-income common collective fund (a) \$ 8,225,123 8,225,123 Limited partnerships: 2,953,490 2,953,490 Real estate (c) \$ 1,000,000 1,000,000 Distressed debt hedge (d) 823,469 823,469 Master limited partnerships: 605,555 605,555 Mid-cap 1,161,310 1,161,310 Small-cap 435,728 435,728 Private equity foreign stock fund 1,342,786 1,342,786	Mid-cap	2,622,531			2,622,531
Small-cap 719,303 719,303 Fixed-income common collective fund (a) \$ 8,225,123 8,225,123 Limited partnerships: 2,953,490 2,953,490 Real estate (c) \$ 1,000,000 1,000,000 Distressed debt hedge (d) 823,469 823,469 Master limited partnerships: 605,555 605,555 Mid-cap 1,161,310 1,161,310 Small-cap 435,728 435,728 Private equity foreign stock fund 1,342,786 1,342,786	•				
Fixed-income common collective fund (a) \$ 8,225,123 8,225,123 Limited partnerships: 2,953,490 2,953,490 Real estate (c) \$ 1,000,000 1,000,000 Distressed debt hedge (d) 823,469 823,469 Master limited partnerships: 605,555 605,555 Mid-cap 1,161,310 1,161,310 Small-cap 435,728 435,728 Private equity foreign stock fund 1,342,786 1,342,786		719,303			719,303
Large-cap private equity index (b) 2,953,490 2,953,490 Real estate (c) \$ 1,000,000 1,000,000 Distressed debt hedge (d) 823,469 823,469 Master limited partnerships: 5 605,555 605,555 Mid-cap 1,161,310 1,161,310 Small-cap 435,728 435,728 Private equity foreign stock fund 1,342,786 1,342,786			\$ 8,225,123		8,225,123
Real estate (c) \$ 1,000,000 1,000,000 Distressed debt hedge (d) 823,469 823,469 Master limited partnerships: 605,555 605,555 Mid-cap 1,161,310 1,161,310 Small-cap 435,728 435,728 Private equity foreign stock fund 1,342,786 1,342,786	Limited partnerships:				
Distressed debt hedge (d) 823,469 Master limited partnerships: 605,555 Large-cap 605,555 Mid-cap 1,161,310 Small-cap 435,728 Private equity foreign stock fund 1,342,786 1,342,786 1,342,786	Large-cap private equity index (b)		2,953,490		2,953,490
Distressed debt hedge (d) 823,469 Master limited partnerships: 605,555 Large-cap 605,555 Mid-cap 1,161,310 Small-cap 435,728 Private equity foreign stock fund 1,342,786 1,342,786 1,342,786				\$ 1,000,000	
Master limited partnerships: 605,555 Large-cap 605,555 Mid-cap 1,161,310 Small-cap 435,728 Private equity foreign stock fund 1,342,786 1,342,786 1,342,786	· ·				823,469
Large-cap 605,555 Mid-cap 1,161,310 Small-cap 435,728 Private equity foreign stock fund 1,342,786 1,342,786 1,342,786	•				
Mid-cap 1,161,310 1,161,310 Small-cap 435,728 435,728 Private equity foreign stock fund 1,342,786 1,342,786		605,555			605,555
Small-cap 435,728 435,728 Private equity foreign stock fund 1,342,786 1,342,786					
Private equity foreign stock fund 1,342,786 1,342,786	•				
	-		1,342,786		
		\$ 21,078,485	\$ 12,521,399	\$ 1,823,469	\$ 35,423,353

- (a) The primary investment objective of the fund is to hold a portfolio representative of the overall United States bond and debt market, as characterized by the Barclays Capital Aggregate Bond Index. This fund may participate in securities lending. Redemptions may be made monthly and require 30 days written notice.
- (b) The primary focus of the fund is to own United States-based securities. However, the fund may at times own securities based in other nations due to corporate actions and entity domicile. The partnership's primary investment objective is to manage an index fund based on enhancements to the Research Affiliates, LLC Fundamental Index® concept. Redemptions may be made monthly and require 30 days written notice.
- (c) This fund invests in real estate and real estate joint ventures. Redemptions require 90 days written notice. There is no lockup period; however, withdrawals are limited to available cash held by the fund and may be suspended until such time adequate liquidity exists to pay the redemption.
- (d) Represents two limited partnership hedge funds whose investment strategies seek to achieve superior absolute returns by investing in event driven equities and defaulted debt among special situations primarily in the small and micro-cap markets. Redemptions may generally be made on June 30th of each year upon 90 days written notice. At July 31, 2011, \$184,487 of this balance is awaiting redemption upon fund litigation settlement and payout is expected in 2012.
- (e) The primary investment objective is to earn an attractive return on contributed capital while minimizing risk over the long term by investing in securities and other financial instruments that the general partner believes to be undervalued or issued by special situation companies. Redemptions may generally be made at the end of each fiscal quarter after being invested in the fund for one year, upon 90 days written notice. If the fund receives total redemption requests exceeding 20% of the fund net assets at any one time, redemptions may be made on a pro-rata basis so not to exceed 20% withdrawal of the fund and will carryover remaining withdrawal requests to the end of the next quarter.

There are no unfunded commitments at July 31, 2011.

Valuation methods used for assets measured at fair value are as follows:

- Mutual funds are valued at the published net asset value of shares held at year end.
- *Common stocks* and *master limited partnerships* are valued at the closing price reported on the active market on which the individual securities are traded.
- Fixed income common collective fund, large-cap private equity index fund and private equity foreign stock fund are valued at net asset values as determined by the issuer or investment manager based on the fair value of the underlying investments.
- *Limited partnership real estate fund* is valued based on the equity method of accounting based on information provided by the general partner.
- Limited partnership hedge funds are valued at net asset value as a practical expedient, as determined by the investment manager based on the underlying investments.

These valuation methods may produce a fair value that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Association believes its valuation methods are appropriate, the use of different methods or assumptions could result in a different fair value measurement at the reporting date.

Changes in the fair value of Level 3 assets at July 31, 2011 and 2010 are as follows:

	PRIVATE ENERGY		REAL ESTATE AND HEDGE		PRIVATE EQUITY AND COMMON		
	<u>P/</u>	ARTNERSHIP		<u>FUNDS</u>	COLLECTIVE FUND	TOTAL	
Balance at July 31, 2009	\$	206,771	\$	0	\$ 12,828,290	\$ 13,035,061	
Transfers out of Level 3					(12,828,290)	(12,828,290)	
Net purchases, sales and redemptions		(278,022)		1,845,605		1,567,583	
Unrealized gain (loss)		53,530		(248,628)		(195,098)	
Realized gain	_	17,721		226,492		244,213	
Balance at July 31, 2010		0		1,823,469	0	1,823,469	
Net purchases, sales and redemptions				195,642		195,642	
Unrealized gain				156,112		156,112	
Realized gain			_	133,572		133,572	
Balance at July 31, 2011	\$	0	\$	2,308,795	<u>\$</u> 0	\$ 2,308,795	

The amount reported in changes in net assets for the year ended July 31, 2011 attributable to unrealized gains related to assets held at year end and measured at fair value using significant unobservable inputs is \$156,112. This amount was included in investment return in the accompanying statement of activities for the year ended July 31, 2011.

NOTE 6 – PROPERTY

Property consists of the following:

	<u>2011</u>	<u>2010</u>
Leasehold improvements Office furnishings and equipment Production and music equipment Vehicles	\$ 1,918,141 804,432 894,763 163,553	\$ 1,907,997 771,141 627,368 80,352
Total property, at cost Accumulated depreciation	3,780,889 (2,629,882)	3,386,858 (2,391,902)
Property, net	<u>\$ 1,151,007</u>	<u>\$ 994,956</u>

NOTE 7 – NOTE PAYABLE

The Association has a \$6 million unsecured line of credit due February 1, 2012, with interest payable monthly at the bank's prime interest rate plus 1.75% (5.00% at July 31, 2011). Interest expense was \$68,492 in 2011 and \$129,956 in 2010.

NOTE 8 – COMMITMENTS AND CONTINGENCIES

<u>Leases</u> – The Association leases office, storage and rehearsal space, and equipment under noncancellable operating leases. Minimum future lease payments are as follows:

2012	\$ 352,337
2013	354,677
2014	 287,206
Total minimum future lease payments	\$ 994,220

In 1987, the Association entered into a lease on a non-exclusive basis with the City of Houston for the use of the Wortham Center for \$134,000 a year. The initial term of the lease is 30 years and can be renewed for an additional 30-year term. The lease can be cancelled with six months notice by the Association.

Rental expense was approximately \$679,442 in 2011 and \$656,109 in 2010.

<u>Artists' contracts</u> – The Association has compensation contracts with various artists for future performances. If the Association cancels theses performances, it may be liable to pay the related artists' all or a portion of the agreed compensation. As of July 31, 2011, such contracts with artists' call for potential future compensation as follows:

2012	\$	2,403,000
2013		2,132,000
2014		1,398,000
2015		1,122,000
2016		830,000
Thereafter	_	323,000
Total	\$	8,208,000

NOTE 9 – TEMPORARILY RESTRICTED NET ASSETS

Temporarily restricted net assets are available for the following purposes:

	<u>2011</u>	<u>2010</u>
Restricted for future opera productions	\$ 12,101,315	\$ 13,597,537
Board-designated endowment	2,540,115	
Accumulated earnings on permanent endowment (Note 11)	7,779,738	4,873,189
Total temporarily restricted net assets	\$ 22,421,168	\$ 18,470,726

NOTE 10 - PERMANENTLY RESTRICTED NET ASSETS

Permanently restricted net assets are invested in perpetuity to support the following:

	<u>2011</u>	<u>2010</u>
General operating endowment	\$ 22,055,485	\$ 21,909,488
General director chair	3,971,364	
Electronic media	2,130,000	2,130,000
Studio	2,006,719	2,006,534
Concert of Arias	1,352,218	1,352,218
Music director chair	1,300,200	1,300,200
New productions	1,257,473	1,257,473
Fund for Great Artists	1,000,000	1,000,000
Education	634,149	634,149
Spring Opera Festival	250,000	250,000
New productions with artistic merit	200,000	200,000
Wagner opera performances	5,850	5,850
Total permanently restricted net assets	\$ 36,163,458	\$ 32,045,912

NOTE 11 – ENDOWMENT

The Board of Trustees of the Endowment has interpreted the Texas Uniform Prudent Management of Institutional Funds Act (TUPMIFA) as requiring the preservation of the fair value of the original gift as of the gift date of the donor-restricted endowment funds absent explicit donor stipulations to the contrary. As a result of this interpretation, the Endowment classifies the original value of gifts donated to the permanent endowment as permanently restricted net assets. The remaining portion of the donor-restricted endowment fund that is not classified in permanently restricted net assets is classified as temporarily restricted net assets until those amounts are appropriated for expenditure by the Endowment in a manner consistent with the standard of prudence prescribed by TUPMIFA. In accordance with TUPMIFA, the Endowment considers the following factors in making a determination to appropriate or accumulate donor-restricted endowment funds:

- The duration and preservation of the fund
- The purposes of the Opera and the donor-restricted endowment fund
- General economic conditions
- The possible effect of inflation and deflation
- The expected total return from income and the appreciation of investments
- Other resources of the Opera
- The investment policies of the Endowment

Endowment assets include donor-restricted funds that the Endowment must hold in perpetuity as well as board-designated endowment funds of the Endowment. The Board of Trustees of the Endowment is charged with preserving the corpus of the endowment, growing the total value of the endowment through investments and gifts, and financially supporting the mission and activities of the Opera.

Spending Policy

Annually, the Endowment will distribute 5% of the average market value of the Endowment's funds under management for the preceding twelve quarters (beginning July 31 of the prior year and preceding quarters). Excluded from funds under management will be any restricted funds that do not qualify as distributable for the upcoming year. In conjunction with the authorization of the annual distribution, the Board of Trustees of the Endowment will review this policy in light of current and expected market conditions and rate of inflation. Other distributions may be made from time to time at the discretion of the Board of Trustees of the Endowment.

Investment Policy

Endowment funds are maintained in investment accounts which are managed by the Endowment Board of Trustees with oversight provided by an independent financial consultant. Investment decisions follow guidance provided in an investment policy approved by the Board of Trustees of the Endowment. The investment policies attempt to provide a predictable stream of funding to programs supported while seeking to maintain the purchasing power of the endowment assets. The Endowment expects its endowment funds, over time, to provide an average rate of return of approximately five percentage points more than the rate of inflation. To satisfy its long-term rate-of-return objectives, the Endowment relies on a total return strategy in which investment returns are achieved through both capital appreciation (realized and unrealized) and current yield (interest and dividends). The Endowment targets a diversified asset allocation that places an emphasis on a blend of equity-based investments and fixed income investments to achieve its long-term return objectives within prudent risk constraints.

Loan to Association

The Endowment has established a revolving line of credit with the Association. The amount outstanding on the line of credit from the Endowment to the Association is \$1 million at July 31, 2011 and 2010. These amounts have been eliminated in consolidation.

Changes in net assets of the endowment funds are as follows:

	UNRESTRICTED	TEMPORARILY RESTRICTED	PERMANENTLY RESTRICTED	<u>TOTAL</u>
Endowment net assets, August 1, 2009	<u>\$ (451,668)</u>	\$ 5,467,772	\$ 31,241,960	\$ 36,258,064
Contributions			1,203,952	1,203,952
Investment return: Interest and dividends Net realized and unrealized gain Investment management fees	90,034 249,857 (18,582)	722,543 2,554,412 (172,338)		812,577 2,804,269 (190,920)
Net investment return	321,309	3,104,617		3,425,926
Expenses	(17,634)			(17,634)
Donor-directed redesignation	400,000		(400,000)	
Appropriations for expenditure		(3,699,200)		(3,699,200)
Endowment net assets, July 31, 2010	252,007	4,873,189	32,045,912	37,171,108
Contributions	61,908	122,547	4,117,546	4,302,001
Investment return: Interest and dividends Net realized and unrealized gain Investment management fees	11,990 147,994	949,949 4,177,250 (204,650)		961,939 4,325,244 (204,650)
Net investment return	159,984	4,922,549		5,082,533
Expenses	(11,990)			(11,990)
Expiration of time restriction	182,421	(182,421)		
Transfer from Association		2,649,989		2,649,989
Appropriations for expenditure		(2,066,000)		(2,066,000)
Endowment net assets, July 31, 2011	<u>\$ 644,330</u>	<u>\$ 10,319,853</u>	<u>\$ 36,163,458</u>	<u>\$ 47,127,641</u>

From time to time, the fair value of assets associated with individual donor-restricted endowment funds may fall below the level that the donor or TUPMIFA requires the Endowment to retain as a fund of perpetual duration. Deficiencies of this nature result from unfavorable market fluctuations and are reported in unrestricted net assets as an aggregate deficiency of the fair value of net endowment assets over permanently restricted net assets.

Endowment net asset composition as of July 31, 2011:

			TE	EMPORARILY	PERMANENTLY	
	<u>UN</u>	RESTRICTED	<u>R</u>	ESTRICTED	RESTRICTED	TOTAL
Donor-restricted endowment funds:						
General operating			\$	5,828,676	\$ 22,055,485	\$ 27,884,161
General director chair			·	-,,	3,971,363	3,971,363
Studio				499,198	2,006,720	2,505,918
Electronic media				201,756	2,130,000	2,331,756
Music director chair				393,863	1,300,200	1,694,063
New productions				302,376	1,257,473	1,559,849
Concert of Arias				117,600	1,352,218	1,469,818
Fund for Great Artists				137,747	1,000,000	1,137,747
Education				192,054	634,149	826,203
Spring Opera Festival				83,276	250,000	333,276
New productions with artistic merit				19,477	200,000	219,477
Wagner opera performances				3,715	5,850	9,565
Total donor-restricted endowment funds				7,779,738	36,163,458	43,943,196
Board-designated endowment funds	\$	644,329		2,540,116		3,184,445
Endowment net assets	\$	644,329	\$ 1	0,319,854	<u>\$ 36,163,458</u>	\$ 47,127,641
Endowment net asset composition as of Ju	ıly 31	, 2010:				
			TE	EMPORARILY	PERMANENTLY	
	UN	RESTRICTED		RESTRICTED	RESTRICTED	TOTAL
Donor-restricted endowment funds:						
General operating			\$	3,929,600	\$ 21,909,488	\$ 25,839,088
Studio				312,624	2,006,534	2,319,158
Electronic media	\$	(80,549)			2,130,000	2,049,451
Music director chair				300,878	1,300,200	1,601,078
New productions				180,955	1,257,473	1,438,428
Concert of Arias		(60,350)			1,352,218	1,291,868
Fund for Great Artists					1,000,000	1,000,000
Education				76,636	634,149	710,785
Spring Opera Festival				68,422	250,000	318,422
New productions with artistic merit		(7,094)			200,000	192,906
Wagner opera performances			_	4,074	5,850	9,924
Total donor-restricted endowment funds		(147,993)		4,873,189	32,045,912	36,771,108
Board-designated endowment funds		400,000				400,000
Endowment net assets	\$	252,007	\$	4,873,189	<u>\$ 32,045,912</u>	<u>\$ 37,171,108</u>

NOTE 12 – RETIREMENT PLAN

The Association has a defined contribution retirement plan covering substantially all employees who have completed one year of service. In 2009, the Association matched 100% of the eligible participating

employee's contribution up to 2% of the employee's annual salary, this contribution was suspended for fiscal year 2010 and reinstated for fiscal year 2011. The Association contributed approximately \$305,000 to the plan in 2011 and \$68,000 to the plan in 2010.

NOTE 13 – SUBSEQUENT EVENTS

Management has evaluated subsequent events through November 28, 2011, which is the date that the financial statements were available for issuance. As a result of this evaluation, no events were identified that are required to be disclosed or would have a material impact on reported net assets or changes in net assets.

Consolidating Statement of Financial Position as of July 31, 2011

	ASSOCI	IATION				
	OPERATING FUND	PLANT FUND	<u>ENDOWMENT</u>	<u>GUILD</u>	ELIMINATIONS	TOTAL
ASSETS						
Cash Accounts receivable, net Pledges receivable and beneficial interest	\$ 253,516 216,033		\$ 60,285 (10,951)	\$ 1,500		\$ 315,301 205,082
in charitable trust, net Deferred production costs and other assets Investments	12,166,849 1,782,167	4.4.5 0.00 5	7,025,794 39,002,599	83,800		19,192,643 1,865,967 39,002,599
Property, net Due from affiliates		\$ 1,150,987	20 	56,230	<u>\$(1,106,124)</u>	1,151,007
TOTAL ASSETS	<u>\$14,418,565</u>	<u>\$ 1,150,987</u>	<u>\$47,127,641</u>	<u>\$ 141,530</u>	<u>\$(1,106,124</u>)	<u>\$61,732,599</u>
LIABILITIES AND NET ASSETS Liabilities: Accounts payable and accrued expenses Accrued salaries and benefit costs Note payable Deferred subscription revenue Deferred co-production and set rental revenue Due to affiliates	\$ 591,975 184,927 585,000 2,474,559 108,925 1,106,124			\$ 571	\$(1,106,124)	\$ 592,546 184,927 585,000 2,474,559 108,925
Total liabilities	5,051,510			<u>571</u>	(1,106,124)	3,945,957
Net assets: Unrestricted Temporarily restricted Permanently restricted	(2,734,260) 12,101,315	\$ 1,150,987	\$ 644,330 10,319,853 36,163,458	140,959		(797,984) 22,421,168 36,163,458
Total net assets	9,367,055	1,150,987	47,127,641	140,959		57,786,642
TOTAL LIABILITIES AND NET ASSETS	<u>\$14,418,565</u>	<u>\$ 1,150,987</u>	\$47,127,641	<u>\$ 141,530</u>	<u>\$(1,106,124</u>)	<u>\$61,732,599</u>

Consolidating Statement of Financial Position as of July 31, 2010

	ASSOCI	IATION				
	OPERATING FUND	PLANT FUND	ENDOWMENT	<u>GUILD</u>	ELIMINATIONS	TOTAL
ASSETS						
Cash Accounts receivable, net Pledges receivable and beneficial interest	\$ 435,000 147,502		\$ 226,587 (8,909)	\$ 1,500		\$ 663,087 138,593
in charitable trust, net Deferred production costs and other assets Investments	13,868,359 2,035,209		521,541 35,423,353	74,379		14,389,900 2,109,588 35,423,353
Property, net Due from affiliates		\$ 994,936	20 	45,421	\$(1,053,937)	994,956
TOTAL ASSETS	<u>\$16,486,070</u>	<u>\$ 994,936</u>	<u>\$37,171,108</u>	<u>\$ 121,300</u>	<u>\$(1,053,937)</u>	<u>\$53,719,477</u>
LIABILITIES AND NET ASSETS Liabilities: Accounts payable and accrued expenses Accrued salaries and benefit costs Note payable Deferred subscription revenue Deferred co-production and set rental revenue Due to affiliates	\$ 463,920 122,358 1,465,000 2,335,958 219,370 1,053,937			\$ 5,182	\$(1,053,93 <u>7</u>)	\$ 469,102 122,358 1,465,000 2,335,958 219,370
Total liabilities	5,660,543			5,182	(1,053,937)	4,611,788
Net assets: Unrestricted Temporarily restricted Permanently restricted	(2,772,010) 13,597,537	\$ 994,936	\$ 252,007 4,873,189 32,045,912	116,118		(1,408,949) 18,470,726 32,045,912
Total net assets	10,825,527	994,936	37,171,108	116,118		49,107,689
TOTAL LIABILITIES AND NET ASSETS	<u>\$16,486,070</u>	\$ 994,936	\$37,171,108	\$ 121,300	<u>\$(1,053,937</u>)	\$53,719,477

Consolidating Statement of Activities for the year ended July 31, 2011

	ASSOCI	IATION			
	OPERATING FUND	PLANT FUND	<u>ENDOWMENT</u>	<u>GUILD</u>	TOTAL
REVENUE:					
Contributions	\$15,160,096		\$ 4,302,000	\$ 20,921	\$19,483,017
Ticket sales and performance fees	4,188,199				4,188,199
Special events	2,033,085			54,190	2,087,275
Cost of direct donor benefits	(644,716)			(28,352)	(673,068)
Co-production and other income	949,368			107,589	1,056,957
Investment return, net	28,301		5,082,532		5,110,833
Total revenue	21,714,333		9,384,532	154,348	31,253,213
EXPENSES:					
Program services	14,658,048	\$ 155,595		6,563	14,820,206
Marketing and advertising	2,963,618	25,534		2,336	2,991,488
Fundraising	2,589,154	24,201		88,967	2,702,322
Management and general	2,009,481	32,650	11,990	6,123	2,060,244
Total expenses	22,220,301	237,980	11,990	103,989	22,574,260
Transfers (to) from affiliates	1,697,487	394,031	(2,066,000)	(25,518)	
Transfer of bequest from Association to Endowment	(2,649,991)		2,649,991		
CHANGES IN NET ASSETS	(1,458,472)	156,051	9,956,533	24,841	8,678,953
Net assets, beginning of year	10,825,527	994,936	37,171,108	116,118	49,107,689
Net assets, end of year	<u>\$ 9,367,055</u>	<u>\$ 1,150,987</u>	\$47,127,641	<u>\$ 140,959</u>	\$57,786,642

Consolidating Statement of Activities for the year ended July 31, 2010

	ASSOC				
	OPERATING FUND	PLANT FUND	<u>ENDOWMENT</u>	<u>GUILD</u>	<u>TOTAL</u>
REVENUE:					
Contributions	\$16,859,472		\$ 1,203,952	\$ 44,370	\$18,107,794
Ticket sales and performance fees	3,619,234				3,619,234
Special events	1,846,278			66,534	1,912,812
Cost of direct donor benefits	(624,069)			(31,656)	(655,725)
Co-production and other income	323,812			103,988	427,800
Investment return, net	4,560		3,425,926		3,430,486
Total revenue	22,029,287		4,629,878	183,236	26,842,401
EXPENSES:					
Program services	13,304,685	\$ 125,999		5,990	13,436,674
Marketing and advertising	2,204,219	23,753		2,935	2,230,907
Fundraising	2,597,430	22,121		86,646	2,706,197
Management and general	1,482,736	32,057	17,634	6,287	1,538,714
Total expenses	19,589,070	203,930	<u>17,634</u>	101,858	19,912,492
Transfers (to) from affiliates	3,595,342	129,283	(3,699,200)	(25,425)	
CHANGES IN NET ASSETS	6,035,559	(74,647)	913,044	55,953	6,929,909
Net assets, beginning of year	4,789,968	1,069,583	36,258,064	60,165	42,177,780
Net assets, end of year	<u>\$10,825,527</u>	\$ 994,936	\$37,171,108	\$ 116,118	<u>\$49,107,689</u>