Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2010

For calendar year 2010, or tax year beginning , **and ending**

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

Name of foundation
OPUS PRIZE FOUNDATION
C/O ADLER TRUST COMPANY

A Employer identification number
46-0434399

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
401 EAST 8TH STREET | 250A

B Telephone number
952-656-4806

City or town, state, and ZIP code
SIOUX FALLS, SD 57103

C If exemption application is pending, check here ▶ [ ]
D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 27,996,898.

J Accounting method: [ ] Cash [X] Accrual
[ ] Other (specify)
(Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	643.	643.		STATEMENT 1
	4 Dividends and interest from securities	1,280.	1,280.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	260,288.			
	b Gross sales price for all assets on line 6a 316,694.				
	7 Capital gain net income (from Part IV, line 2)		1,110,837.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less. Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	2,276,963.	690,730.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	2,539,174.	1,803,490.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4		4,665.		
	b Accounting fees				
	c Other professional fees STMT 5	158,646.	30,251.		144,943.
	17 Interest				
	18 Taxes STMT 6	25,578.	5,381.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	47,476.	0.		44,539.
	22 Printing and publications				
	23 Other expenses STMT 7	13,518.	438,648.		13,300.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	245,218.	478,945.		202,782.
	25 Contributions, gifts, grants paid	1,215,936.			885,936.
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,461,154.	478,945.		1,088,718.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,078,020.			
	b **Net investment income** (if negative, enter -0-)		1,324,545.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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OPUS PRIZE FOUNDATION

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets			
1 Cash - non-interest-bearing			
2 Savings and temporary cash investments	903,271.	1,032,712.	1,032,712.
3 Accounts receivable ▶			
Less: allowance for doubtful accounts ▶	5,714.		
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons			
7 Other notes and loans receivable ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10a Investments - U.S. and state government obligations			
b Investments - corporate stock	308,916.		
c Investments - corporate bonds			
11 Investments - land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
12 Investments - mortgage loans			
13 Investments - other STMT 10	24,838,533.	26,964,186.	26,964,186.
14 Land, buildings, and equipment: basis ▶			
Less accumulated depreciation ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers)	26,056,434.	27,996,898.	27,996,898.
Liabilities			
17 Accounts payable and accrued expenses	23,733.	8,696.	
18 Grants payable		350,000.	
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)	23,733.	358,696.	
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	26,032,701.	27,638,202.	
30 **Total net assets or fund balances**	26,032,701.	27,638,202.	
31 **Total liabilities and net assets/fund balances**	26,056,434.	27,996,898.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	26,032,701.
2	Enter amount from Part I, line 27a	2	1,078,020.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	779,991.
4	Add lines 1, 2, and 3	4	27,890,712.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	252,510.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	27,638,202.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CAPITAL GAIN DISTRIBUTIONS FROM PARTNERSHIPS	P		
b	CAPITAL GAIN DISTRIBUTIONS FROM PARTNERSHIPS	P		
c	CONAGRA FOODS, INC	P		
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	316,178.			316,178.
b	534,371.			534,371.
c	316,694.		56,406.	260,288.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				316,178.
b				534,371.
c				260,288.
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 1,110,837.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2009	1,482,811.	24,487,699.	.060553
2008	1,985,120.	29,138,541.	.068127
2007	1,690,654.	31,440,916.	.053772
2006	1,504,623.	29,266,747.	.051411
2005	1,406,544.	28,732,563.	.048953

2	**Total** of line 1, column (d)	2	.282816
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.056563
4	Enter the net value of noncharitable-use assets for 2010 from Part X, line 5	4	25,931,434.
5	Multiply line 4 by line 3	5	1,466,760.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	13,245.
7	Add lines 5 and 6	7	1,480,005.
8	Enter qualifying distributions from Part XII, line 4	8	1,088,718.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	26,491.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	26,491.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	26,491.
6 Credits/Payments:			
a 2010 estimated tax payments and 2009 overpayment credited to 2010	6a 15,545.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c 2,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	17,545.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	458.
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	9,404.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be: **Credited to 2011 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ SD			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2010 or the taxable year beginning in 2010 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ KRISTEN GRUBB Telephone no. ▶ 952-656-4806
Located at ▶ 10350 BREN ROAD WEST, MINNETONKA, MN ZIP+4 ▶ 55343-9002

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2010, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See page 20 of the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2010?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2010, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2010? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2010 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2010.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2010?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? [ ] Yes [X] No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? [ ] Yes [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? [ ] Yes [X] No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? [X] Yes [ ] No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** X (No)

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (No)

If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ADLER MANAGEMENT, LLC 10350 BREN ROAD WEST, MINNETONKA, MN 55343	MANAGEMENT FEES	81,910.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14,752,590.
b	Average of monthly cash balances	1b	1,016,864.
c	Fair market value of all other assets	1c	10,556,875.
d	**Total** (add lines 1a, b, and c)	1d	26,326,329.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	26,326,329.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	394,895.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,931,434.
6	**Minimum investment return.** Enter 5% of line 5	6	1,296,572.

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

1	Minimum investment return from Part X, line 6	1	1,296,572.
2a	Tax on investment income for 2010 from Part VI, line 5 2a 26,491.		
b	Income tax for 2010. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	26,491.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,270,081.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,270,081.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,270,081.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,088,718.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,088,718.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,088,718.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2009	(c) 2009	(d) 2010
1 Distributable amount for 2010 from Part XI, line 7				1,270,081.
2 Undistributed income, if any, as of the end of 2010				
a Enter amount for 2009 only			167,652.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2010:				
a From 2005				
b From 2006				
c From 2007				
d From 2008				
e From 2009				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2010 from Part XII, line 4: ▶ $ 1,088,718.				
a Applied to 2009, but not more than line 2a			167,652.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2010 distributable amount				921,066.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2010 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2009. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2010. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2011				349,015.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2005 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2011.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2006				
b Excess from 2007				
c Excess from 2008				
d Excess from 2009				
e Excess from 2010				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2010, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2010	(b) 2009	(c) 2008	(d) 2007	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED STATEMENT				885,936.
Total			▶ 3a	885,936.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	643.	
4 Dividends and interest from securities			14	1,280.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	525990	38,312.	18	2,238,651.	
8 Gain or (loss) from sales of assets other than inventory			18	260,288.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		38,312.		2,500,862.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) ... 13 2,539,174.

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

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

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

OPUS PRIZE FOUNDATION

Form 990-T (2010) C/O ADLER TRUST COMPANY 46-0434399 Page 2

Part III Tax Computation

35	**Organizations Taxable as Corporations.** See instructions for tax computation. Controlled group members (sections 1561 and 1563) check here ▶ ☐ **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: ☐ Tax rate schedule or ☐ 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: ☐ Form 4255 ☐ Form 8611 ☐ Form 8697 ☐ Form 8866 ☐ Other (attach schedule)			42	
43	**Total tax.** Add lines 41 and 42			43	0.
44 a	Payments: A 2009 overpayment credited to 2010	44a			
b	2010 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: ☐ Form 2439 ☐ Form 4136 ☐ Other Total ▶	44g			
45	**Total payments.** Add lines 44a through 44g			45	
46	Estimated tax penalty (see instructions). Check if Form 2220 is attached ▶ ☐			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 2011 estimated tax** ▶		**Refunded** ▶	49	

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

		Yes	No
1	At any time during the 2010 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 ▶		X
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 ▶$ 506.		

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					
4a	Additional section 263A costs	4a		8	Do the rules of section 263A (with respect to property produced or acquired for resale) apply to the organization?	Yes	No
b	Other costs (attach schedule)	4b					
5	**Total.** Add lines 1 through 4b	5					X

Sign Here

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

▶ Kristen Grewds 11/15/11 ▶ Tax Officer

Signature of officer Date Title

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 ☐ if self-employed	PTIN
KIM HUNWARDSEN, CPA	KIM HUNWARDSEN, C	11/14/11		P00484560
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

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

SOURCE	AMOUNT
CD'S	467.
MONEY MARKET	12.
OTHER INTEREST	164.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	643.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
EQUITY INVESTMENTS	1,280.	0.	1,280.
TOTAL TO FM 990-PF, PART I, LN 4	1,280.	0.	1,280.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PROCEEDS FROM SECURITIES LITIGATION	362.	362.	
ALLOCATED PARTNERSHIP INCOME	2,276,601.	0.	
ALLOCATED PARTNERSHIP INVESTMENT INCOME	0.	690,368.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,276,963.	690,730.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	0.	4,665.		0.
TO FM 990-PF, PG 1, LN 16A	0.	4,665.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	81,910.	28,858.		70,232.
CONSULTING FEES	76,736.	0.		74,711.
OTHER PROFESSIONAL FEES	0.	1,393.		0.
TO FORM 990-PF, PG 1, LN 16C	158,646.	30,251.		144,943.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	25,578.	0.		0.
FOREIGN TAXES	0.	5,381.		0.
TO FORM 990-PF, PG 1, LN 18	25,578.	5,381.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WEBSITE SERVICES	5,864.	0.		5,864.
PUBLIC RELATIONS	4,276.	0.		4,276.
BANK FEES	218.	218.		0.
MISCELLANEOUS	598.	0.		598.
OTHER PASS-THROUGH PORTFOLIO DEDUCTIONS	0.	438,430.		0.
INSURANCE	2,562.	0.		2,562.
TO FORM 990-PF, PG 1, LN 23	13,518.	438,648.		13,300.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
MARKET VALUATION ADJUSTMENT - LTD PARTNERSHIPS	779,991.
TOTAL TO FORM 990-PF, PART III, LINE 3	779,991.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 9

DESCRIPTION	AMOUNT
MARKET VALUATION ADJUSTMENT - SECURITIES	252,510.
TOTAL TO FORM 990-PF, PART III, LINE 5	252,510.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ADLER BOND FUND, LLC	FMV	6,891,298.	6,891,298.
ADLER EQUITY FUND, LLC	FMV	8,620,139.	8,620,139.
SEIDLER CAPITAL PARTNERS LP	FMV	34,884.	34,884.
LOEB ARBITRAGE FUND LP	FMV	1,694,867.	1,694,867.
NORTHSTAR SEIDLER MEZ PTRS II	FMV	395,767.	395,767.
RIDGE CAPITAL FUND LP	FMV	128,420.	128,420.
CARLYLE EUROPE PARTNERS II LP	FMV	981,475.	981,475.
ADLER CPIV LLC	FMV	1,025,951.	1,025,951.
ADLER EUROPEAN GROWTH LLC	FMV	516,101.	516,101.
ADLER ASIAN PRIVATE EQUITY LLC	FMV	1,191,011.	1,191,011.
ADLER ENERGY INFRSTRUC III LLC	FMV	650,426.	650,426.
ADLER AGRESSIVE EQUITY LLC	FMV	948,833.	948,833.
ADLER OAKTREE LLC	FMV	1,037,733.	1,037,733.
ADLER CPV LLC	FMV	341,969.	341,969.
ADLER NEW EUROPE PR EQTY	FMV	384,028.	384,028.
ADLER ROYALTY LLC	FMV	178,158.	178,158.
ADLER ENERGY INFRSTRUC IV LLC	FMV	363,058.	363,058.
ADLER HEALTH CARE	FMV	146,393.	146,393.
ADLER OPPORTUNISTIC DEBT LLC	FMV	1,378,193.	1,378,193.
RIVERSTONE GLB NRG PWR FND I	FMV	55,482.	55,482.
TOTAL TO FORM 990-PF, PART II, LINE 13		26,964,186.	26,964,186.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MICHAEL RAUENHORST 10350 BREN ROAD WEST MINNETONKA, MN 55343	PRESIDENT/DIRECTOR 2.00	0.	0.	0.
SOPHIE BELL KELLEY 10350 BREN ROAD WEST MINNETONKA, MN 55343	VICE PRESIDENT 0.25	0.	0.	0.
KRISTINE RAUENHORST 10350 BREN ROAD WEST MINNETONKA, MN 55343	TREASURER/DIRECTOR 1.50	0.	0.	0.
LORETTA RAUENHORST 10350 BREN ROAD WEST MINNETONKA, MN 55343	SECRETARY/DIRECTOR 1.50	0.	0.	0.
KRISTEN GRUBB 10350 BREN ROAD WEST MINNETONKA, MN 55343	TAX OFFICER 0.25	0.	0.	0.
SUSAN TURNER 10350 BREN ROAD WEST MINNETONKA, MN 55343	DIRECTOR 1.00	0.	0.	0.
JANINE GESKE 10350 BREN ROAD WEST MINNETONKA, MN 55343	DIRECTOR 1.50	0.	0.	0.
KATHERINE MARSHALL 10350 BREN ROAD WEST MINNETONKA, MN 55343	DIRECTOR 1.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Opus Prize Foundation

A Statement Attached to and Made Part of Form 990-PF, For the Year Ending 12/31/10
Part XV, Grants and Contributions Paid During the Year 2010

Recipient Name & Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
BENILDE-ST MARGARET'S SCHOOL 2501 Highway 100 South St. Louis Park, MN 55416	Public Charity	Raise the Red Capital Campaign	$436
CATHOLIC COMMUNITY FOUNDATION One Water Street West, Suite 200 St. Paul, MN 55107	Public Charity	Turner Fund	$1,000
FAMILY UNITY INTERNATIONAL, INC. 12750 Stephen Place Elm Grove, WI 53122-1964	Public Charity	Working Boys' Center charitable mission and activities	$2,000
FAMILY UNITY INTERNATIONAL, INC. 12750 Stephen Place Elm Grove, WI 53122-1964	Public Charity	Working Boys' Center charitable mission and activities	$550,000
FORDHAM UNIVERSITY Rose Hill Campus 411 E. Fordham Road Admin Building (South) Room 107 Bronx, NY 10458	Public Charity	To support the hosting of the Opus Prize and related events	$103,000
LUSUBILO COMMUNITY-BASED ORPHAN CARE Box 42 Karonga Malawi	Foreign Organization	Lusubilo Community-Based Orphan Care's charitable mission and activities	$200,000
LUSUBILO COMMUNITY-BASED ORPHAN CARE Box 42 Karonga Malawi	Foreign Organization	Lusubilo Community-Based Orphan Care's charitable mission and activities	$2,000
MISSIONARY SISTERS OF ST. COLUMBAN 2546 Lake Road Silver Creek, NY 14136	Public Charity	Sr Gerardine's work with the developmentally disabled	$5,000
ST. PAUL SEMINARY, THE School of Divinity University of St. Thomas 2260 Summit Avenue St. Paul, MN 55105-1094	Public Charity	Endowed Chair in Homiletics	$20,000
UNIVERSITY OF ST. THOMAS 2115 Summit Avenue St. Paul, MN 55105-1096	Public Charity	Opening Doors Capital Campaign	$2,500
Grand Totals (10 items)			$885,936

Opus Prize Foundation
FEIN # 46-0434399
A Statement Attached To and Made Part of Form 990-PF
For the year ended December 31, 2010

Part VII-B, Statements Regarding Activities
Questions 5c Expenditure Responsibility Reporting

Name and Address of Grantee:

Sr. Beatrice Chipeta
Director and Founder
Lusubilo Community-Based Orphan Care
Box 42
Karonga
Malawi
Attn.: Sr. Beatrice Chipeta

Date and Amount of Grant:

12/15/2010 $200,000

Purpose of Grant:

Lusubilo Community-Based Orphan Care's charitable mission and activities

Total amounts expended as of December 31, 2010 since grant was awarded:

$0

Has the grantee diverted any portion of the funds from the purpose of the grant (to the knowledge of the Foundation)?

The Foundation is not aware the grantee has diverted any portion of the funds from the purpose of the grant.

Report Received from Grantee on:

Final report not yet received. Grantee received the money at year end 2010 to be used in 2011. Final report is to be received by March 31, 2012.

Date and Results of any Verification of Grantee's Reports:

Not applicable

Opus Prize Foundation
FEIN # 46-0434399
A Statement Attached To and Made Part of Form 990-PF
For the year ended December 31, 2010

Part VII-B, Statements Regarding Activities
Questions 5c Expenditure Responsibility Reporting

Name and Address of Grantee:

Br. Rene Stockman,
Chairman
Caraes
Stropstraat 119, B-9000
Gent
Belgium
Attn.: Br. Rene Stockman

Date and Amount of Grant:

12/13/2007 $1,000,000

Purpose of Grant:

Honoree: Brother Constant Goetschalckx -
AHADI International Institute's humanitarian efforts - charitable mission and activities (Kigoma, Tanzania)

Total amounts expended as of December 31, 2010 since grant was awarded:

$955,235.29

Has the grantee diverted any portion of the funds from the purpose of the grant (to the knowledge of the Foundation)?

The Foundation is not aware the grantee has diverted any portion of the funds from the purpose of the grant.

Report Received from Grantee on:

6/15/2011

Date and Results of any Verification of Grantee's Reports:

Not applicable

Opus Prize Foundation
FEIN # 46-0434399
A Statement Attached To and Made Part of Form 990-PF
For the year ended December 31, 2010

Part VII-B, Statements Regarding Activities
Questions 5c Expenditure Responsibility Reporting

Name and Address of Grantee:

Fr. Efisio Locci
Executive
Salute e Sviluppo
Piazza della Maddalena
53-00186
Rome
Italy
Attn.: Fr. Efisio Locci

Date and Amount of Grant:

12/22/2006 $1,000,000

Purpose of Grant:

Honoree: Dr. Zilda Arns Neumann -
Pastoral da Crianca's charitable mission and activities (Curitiba - Paraná - Brazil)

Total amounts expended as of December 31, 2010 since grant was awarded:

$433,138.46

Has the grantee diverted any portion of the funds from the purpose of the grant (to the knowledge of the Foundation)?

The Foundation is not aware the grantee has diverted any portion of the funds from the purpose of the grant.

Report Received from Grantee on:

May 10, 2011

Date and Results of any Verification of Grantee's Reports:

Not applicable

Opus Prize Foundation
FEIN # 46-0434399
A Statement Attached To and Made Part of Form 990-PF
For the year ended December 31, 2010

Part VII-B, Statements Regarding Activities
Questions 5c Expenditure Responsibility Reporting

Name and Address of Grantee:

Ms. Marguerite Barankitse
Founder
Maison Shalom
BP 2523
Bujumbura, Burundi
Africa
Attn.: Ms. Marguerite Barankitse

Date and Amount of Grant:

11/26/2008 $1,000,000

Purpose of Grant:

Maison Shalom's charitable mission and activities

Total amounts expended as of December 31, 2010 since grant was awarded:

$996,527

Has the grantee diverted any portion of the funds from the purpose of the grant (to the knowledge of the Foundation)?

The Foundation is not aware the grantee has diverted any portion of the funds from the purpose of the grant.

Report Received from Grantee on:

6/15/2011

Date and Results of any Verification of Grantee's Reports:

Not applicable

Opus Prize Foundation
FEIN # 46-0434399
A Statement Attached To and Made Part of Form 990-PF
For the year ended December 31, 2010

Part VII-B, Statements Regarding Activities
Questions 5c Expenditure Responsibility Reporting

Name and Address of Grantee:

Fr. Hans Stapel, OFM
Founder
Obra Social Nossa Senhora da Gloria
Fazenda da Esperança
Caixa Postal 529
12511-970 Guaratinguetá - SP
Brazil
Attn.: Fr. Hans Stapel, OFM

Date and Amount of Grant:

12/1/2009 $100,000

Purpose of Grant:

Fazenda da Esperanca's charitable mission and activities

Total amounts expended as of December 31, 2010 since grant was awarded:

$100,000

Has the grantee diverted any portion of the funds from the purpose of the grant (to the knowledge of the Foundation)?

The Foundation is not aware the grantee has diverted any portion of the funds from the purpose of the grant.

Report Received from Grantee on:

5/6/2011

Date and Results of any Verification of Grantee's Reports:

Not applicable

Opus Prize Foundation
FEIN # 46-6434399
A Statement Attached To and Made Part of Form 990-PF
For the year ended December 31, 2010

Part VII-B, Statements Regarding Activities
Questions 5c Expenditure Responsibility Reporting

Name and Address of Grantee:

Ms. Aïcha Ech Channa
Founder and President
Association Solidarité Féminine
10 Rue Mignard
Quartier Palmier
Casablanca
Morocco
Attn.: Ms. Aïcha Ech Channa

Date and Amount of Grant:

12/1/2009 $1,000,000

Purpose of Grant:

Association Solidarite Feminine's charitable mission and activities

Total amounts expended as of December 31, 2010 since grant was awarded:

$0

Has the grantee diverted any portion of the funds from the purpose of the grant (to the knowledge of the Foundation)?

The Foundation is not aware the grantee has diverted any portion of the funds from the purpose of the grant.

Report Received from Grantee on:

7/27/2011

Date and Results of any Verification of Grantee's Reports:

Not applicable

Opus Prize Foundation
FEIN #46-0434399
A Statement Attached To and Made Part of Form 990-PF
For the year ended December 31, 2010

Part VII-B, Statements Regarding Activities
Questions 5c Expenditure Responsibility Reporting

Name and Address of Grantee:

Hermana Valeriana García Martín
Founder
Asociación Hogares Luz y Vida
Calle 7A #0-33 Este (Sur)
Bogotá
Colombia
Attn.: Hermana Valeriana García Martín

Date and Amount of Grant:

12/1/2009 $100,000

Purpose of Grant:

Asociacion Hogares Luz y Vida's charitable mission and activities

Total amounts expended as of December 31, 2010 since grant was awarded:

$79,680.40

Has the grantee diverted any portion of the funds from the purpose of the grant (to the knowledge of the Foundation)?

The Foundation is not aware the grantee has diverted any portion of the funds from the purpose of the grant.

Report Received from Grantee on:

May, 10, 2011

Date and Results of any Verification of Grantee's Reports:

Not applicable

Opus Prize Foundation
FEIN # 46-6434394
A Statement Attached To and Made Part of Form 990-PF
For the year ended December 31, 2010

Part VII-B, Statements Regarding Activities
Questions 5c Expenditure Responsibility Reporting

Name and Address of Grantee:

Sr. Beatrice Chipeta
Director and Founder
Lusubilo Community-Based Orphan Care
Box 42
Karonga
Malawi
Attn.: Sr. Beatrice Chipeta

Date and Amount of Grant:

12/29/2010 $2,000

Purpose of Grant:

charitable mission and activities

Total amounts expended as of December 31, 2010 since grant was awarded:

$0

Has the grantee diverted any portion of the funds from the purpose of the grant (to the knowledge of the Foundation)?

The Foundation is not aware the grantee has diverted any portion of the funds from the purpose of the grant.

Report Received from Grantee on:

Final report not yet received. Grantee received the money at year end 2010 to be used in 2011. Final report is to be received by March 31, 2012.

Date and Results of any Verification of Grantee's Reports:

Not applicable