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

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: OPUS FOUNDATION

A Employer identification number: 41-1983284

Number and street (or P O box number if mail is not delivered to street address): 10350 BREN ROAD WEST

Room/suite:

B Telephone number: 952-656-4806

City or town, state, and ZIP code: MINNETONKA, MN 55343

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐

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

H Check type of organization: [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) ▶$ 70,001,407.

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))

	Line	(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	200.	200.		STATEMENT 1
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		3,457,930.		
	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	6,332,789.	1,522,891.		STATEMENT 2
	12 Total. Add lines 1 through 11	6,332,989.	4,981,021.		
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 3	48,068.	0.		43,968.
	b Accounting fees				
	c Other professional fees STMT 4	194,924.	15,663.		179,711.
	17 Interest				
	18 Taxes STMT 5	85,870.	21,185.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	6,122.	0.		6,092.
	22 Printing and publications				
	23 Other expenses STMT 6	9,831.	789,226.		9,672.
	24 Total operating and administrative expenses. Add lines 13 through 23	344,815.	826,074.		239,443.
	25 Contributions, gifts, grants paid	1,676,204.			3,041,035.
	26 Total expenses and disbursements Add lines 24 and 25	2,021,019.	826,074.		3,280,478.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	4,311,970.			
	b Net investment income (if negative, enter -0-)		4,154,947.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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12-05-12 LHA For Paperwork Reduction Act Notice, see instructions.

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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	1,705,663.	1,174,152.	1,174,152.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	65,283,378.	68,827,255.	68,827,255.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	66,989,041.	70,001,407.	70,001,407.
Liabilities	17 Accounts payable and accrued expenses	1,465.	89,641.	
	18 Grants payable	7,635,235.	6,270,404.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)	5,540.	0.	
	23 **Total liabilities** (add lines 17 through 22)	7,642,240.	6,360,045.	
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 ▶ ☒ 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	59,346,801.	63,641,362.	
	30 **Total net assets or fund balances**	59,346,801.	63,641,362.	
	31 **Total liabilities and net assets/fund balances**	66,989,041.	70,001,407.	

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	59,346,801.
2	Enter amount from Part I, line 27a	2	4,311,970.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	34,178.
4	Add lines 1, 2, and 3	4	63,692,949.
5	Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	51,587.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	63,641,362.

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CAPITAL GAIN DISTRIBUTIONS FROM PARTNERSHIPS			
b	- ST	P		
c	CAPITAL GAIN DISTRIBUTIONS FROM PARTNERSHIPS			
d	- LT	P		
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				
b	466,109.			466,109.
c				
d	2,991,821.			2,991,821.
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				
b				466,109.
c				
d				2,991,821.
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** 3,457,930.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	3,097,355.	69,201,374.	.044759
2010	2,765,295.	64,523,595.	.042857
2009	2,866,309.	58,154,562.	.049288
2008	3,433,812.	71,847,100.	.047793
2007	3,092,218.	62,884,982.	.049173

2	**Total** of line 1, column (d)	2	.233870
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	.046774
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	67,904,827.
5	Multiply line 4 by line 3	5	3,176,180.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	41,549.
7	Add lines 5 and 6	7	3,217,729.
8	Enter qualifying distributions from Part XII, line 4	8	3,280,478.

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 ▶ [X] and enter 1% of Part I, line 27b			1	41,549.
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	41,549.
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	41,549.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	28,000.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	29,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	57,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	529.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	14,922.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 14,922. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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) ▶ MN			
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 2012 or the taxable year beginning in 2012 (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)*

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

Website address ▶ N/A

14 The books are in care of ▶ 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

		Line	Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for 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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		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 2012?		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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ 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 2012 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 2012.)*	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 2012?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **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? SEE STATEMENT 11 ☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

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

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

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

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

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

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
ADLER MANAGEMENT, LLC 10350 BREN ROAD WEST, MINNETONKA, MN 55343	MANAGEMENT FEES	193,444.
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.

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	47,992,917.
b	Average of monthly cash balances	1b	1,053,311.
c	Fair market value of all other assets	1c	19,892,683.
d	**Total** (add lines 1a, b, and c)	1d	68,938,911.
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	68,938,911.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,034,084.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	67,904,827.
6	**Minimum investment return** Enter 5% of line 5	6	3,395,241.

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	3,395,241.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	41,549.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	57,920.		
c	Add lines 2a and 2b			2c	99,469.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	3,295,772.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	3,295,772.
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	3,295,772.

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	3,280,478.
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	3,280,478.
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	41,549.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	3,238,929.

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 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				3,295,772.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			3,093,839.	
b Total for prior years: ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 3,280,478.				
a Applied to 2011, but not more than line 2a			3,093,839.	
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 2012 distributable amount				186,639.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (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 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				3,109,133.
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 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

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 or e-mail 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				3,041,035.
Total			▶ 3a	3,041,035.
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		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	200.	
4 Dividends and interest from securities					
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	900000	331,043.	18	6,001,746.	
8 Gain or (loss) from sales of assets other than inventory					
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)		331,043.		6,001,946.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 6,332,989.

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

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

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

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Kristen Grubb — Signature of officer or trustee | 11/13/13 — Date | TAX OFFICER — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
KIM HUNWARDSEN, CPA	KIM HUNWARDSEN, C	11/12/13		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 | TAXES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	85,870.	0.		0.
FOREIGN TAX	0.	21,185.		0.
TO FORM 990-PF, PG 1, LN 18	85,870.	21,185.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES & SUBSCRIPTIONS	3,191.	0.		3,206.
BANK FEES	174.	174.		0.
MISCELLANEOUS	5,916.	0.		5,916.
OTHER PASS-THROUGH PORTFOLIO DEDUCTIONS	0.	789,052.		0.
PROFESSIONAL DEVELOPMENT	550.	0.		550.
TO FORM 990-PF, PG 1, LN 23	9,831.	789,226.		9,672.

FOOTNOTES | STATEMENT 7

Form **8903** (Rev December 2010) Department of the Treasury Internal Revenue Service

Domestic Production Activities Deduction

▶ Attach to your tax return. ▶ See separate instructions.

OMB No 1545-1984

Attachment Sequence No **143**

Name(s) as shown on return	Identifying number
OPUS FOUNDATION	41-1983284

Note. Do not complete column (a), unless you have oil-related production activities Enter amounts for all activities in column (b), including oil-related production activities

			(a) Oil-related production activities	(b) All activities
1	Domestic production gross receipts (DPGR)	1		363,111.
2	Allocable cost of goods sold If you are using the small business simplified overall method, skip lines 2 and 3	2		
3	Enter deductions and losses allocable to DPGR (see instructions)	3		
4	If you are using the small business simplified overall method, enter the amount of cost of goods sold and other deductions or losses you ratably apportion to DPGR. All others, skip line 4	4		
5	Add lines 2 through 4	5		186,224.
6	Subtract line 5 from line 1	6		176,887.
7	Qualified production activities income from estates, trusts, and certain partnerships and S corporations (see instructions)	7		
8	Add lines 6 and 7. Estates and trusts, go to line 9, all others, skip line 9 and go to line 10	8		176,887.
9	Amount allocated to beneficiaries of the estate or trust (see instructions)	9		
10a	**Oil-related qualified production activities income.** Estates and trusts, subtract line 9, column (a), from line 8, column (a), all others, enter amount from line 8, column (a) If zero or less, enter -0- here	10a		
b	**Qualified production activities income.** Estates and trusts, subtract line 9, column (b), from line 8, column (b), all others, enter amount from line 8, column (b) If zero or less, enter -0- here, skip lines 11 through 21, and enter -0- on line 22	10b		176,887.

11	Income limitation (see instructions) • Individuals, estates, and trusts Enter your adjusted gross income figured without the domestic production activities deduction • All others Enter your taxable income figured without the domestic production activities deduction (tax-exempt organizations, see instructions)	11	199,276.
12	Enter the smaller of line 10b or line 11 If zero or less, enter -0- here, skip lines 13 through 21, and enter -0- on line 22	12	176,887.
13	Enter 9% of line 12	13	15,920.
14a	Enter the smaller of line 10a or line 12 (14a)		
b	Reduction for oil-related qualified production activities income Multiply line 14a by 3%	14b	
15	Subtract line 14b from line 13	15	15,920.
16	Form W-2 wages (see instructions)	16	13,627.
17	Form W-2 wages from estates, trusts, and certain partnerships and S corporations (see instructions)	17	
18	Add lines 16 and 17 Estates and trusts, go to line 19, all others, skip line 19 and go to line 20	18	13,627.
19	Amount allocated to beneficiaries of the estate or trust (see instructions)	19	
20	Estates and trusts, subtract line 19 from line 18, all others, enter amount from line 18	20	13,627.
21	Form W-2 wage limitation. Enter 50% of line 20	21	6,814.
22	Enter the smaller of line 15 or line 21	22	6,814.
23	Domestic production activities deduction from cooperatives Enter deduction from Form 1099-PATR, box 6	23	
24	Expanded affiliated group allocation (see instructions)	24	
25	**Domestic production activities deduction.** Combine lines 22 through 24 and enter the result here and on Form 1040, line 35, Form 1120, line 25; or the applicable line of your return	25	6,814.

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

SOURCE	AMOUNT
INTEREST	200.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	200.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
PROCEEDS FROM SECURITIES LITIGATION	205.	205.	
ALLOCATED PARTNERSHIP INCOME	6,332,584.	0.	
ALLOCATED PARTNERSHIP INCOME	0.	1,522,686.	
TOTAL TO FORM 990-PF, PART I, LINE 11	6,332,789.	1,522,891.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	48,068.	0.		43,968.
TO FM 990-PF, PG 1, LN 16A	48,068.	0.		43,968.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	172,077.	15,663.		156,414.
CONSULTING FEES	22,847.	0.		23,297.
TO FORM 990-PF, PG 1, LN 16C	194,924.	15,663.		179,711.

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

DESCRIPTION	AMOUNT
MARKET VALUATION ADJUSTMENT - LTD PARTNERSHIPS	34,178.
TOTAL TO FORM 990-PF, PART III, LINE 3	34,178.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ADLER BOND FUND, LLC	FMV	19,782,637.	19,782,637.
ADLER EQUITY FUND, LLC	FMV	31,229,855.	31,229,855.
LOEB ARBITRAGE FUND	FMV	2,786,787.	2,786,787.
CMC HERTZ PARTNERS, L.P.	FMV	560,382.	560,382.
CARLYLE EUROPE PARTS II, L.P.	FMV	616,750.	616,750.
RIVERSTONE GLB NRG PWR FND I	FMV	19,718.	19,718.
ADLER ASIAN PRIVATE EQUITY, LLC	FMV	770,817.	770,817.
ADLER CPIV, LLC	FMV	801,844.	801,844.
ADLER CPV, LLC	FMV	1,563,348.	1,563,348.
ADLER ENERGY INFRASTR III, LLC	FMV	591,681.	591,681.
ADLER ENERGY INFRASTR IV, LLC	FMV	998,964.	998,964.
ADLER EUROPEAN GROWTH, LLC	FMV	249,712.	249,712.
ADLER HEALTH CARE, LLC	FMV	893,085.	893,085.
ADLER NEW EURO PRIV EQTY, LLC	FMV	1,369,094.	1,369,094.
ADLER OAKTREE, LLC	FMV	2,049,778.	2,049,778.
ADLER OPPORTUNISTIC DEBT, LLC	FMV	992,452.	992,452.
ADLER PRIVATE EQUITY, LLC	FMV	766.	766.
ADLER ROYALTY, LLC	FMV	639,483.	639,483.
ADLER AGGRESSIVE EQUITY, LLC	FMV	2,437,647.	2,437,647.
ALDER ENERGY FINANCE, LLC	FMV	224,807.	224,807.
ADLER ENERGY INFRASTR V, LLC	FMV	247,648.	247,648.
TOTAL TO FORM 990-PF, PART II, LINE 13		68,827,255.	68,827,255.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARK RAUENHORST 10350 BREN ROAD WEST MINNETONKA, MN 55343	PRESIDENT/CHAIR/ DIRECTOR 0.75	0.	0.	0.
KATE SENG 10350 BREN ROAD WEST MINNETONKA, MN 55343	VICE PRESIDENT 0.50	0.	0.	0.
BECKY FINNIGAN 10350 BREN ROAD WEST MINNETONKA, MN 55343	TREASURER/SECRETARY/DIRECTOR 0.50	0.	0.	0.
KRISTEN GRUBB 10350 BREN ROAD WEST MINNETONKA, MN 55343	TAX OFFICER 0.25	0.	0.	0.
JOHN ALBERS 10350 BREN ROAD WEST MINNETONKA, MN 55343	DIRECTOR 0.50	0.	0.	0.
MARK MURPHY 10350 BREN ROAD WEST MINNETONKA, MN 55343	DIRECTOR 0.50	0.	0.	0.
JOE RAUENHORST 10350 BREN ROAD WEST MINNETONKA, MN 55343	DIRECTOR 0.50	0.	0.	0.
THOMAS SHAVER 10350 BREN ROAD WEST MINNETONKA, MN 55343	DIRECTOR 0.50	0.	0.	0.
TIM MURNANE 10350 BREN ROAD WEST MINNETONKA, MN 55343	DIRECTOR 0.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

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

GRANTEE'S NAME

OBRA SOCIAL NOSSA SENHORA DA GLORIA

GRANTEE'S ADDRESS

FAZENDA DA ESPERANCA
CAIXA, GUARATINGUETA, BRAZIL, 12511-970

GRANT AMOUNT	DATE OF GRANT	AMOUNT EXPENDED
5,000.	04/26/10	0.

PURPOSE OF GRANT

TO SUPPORT THE NEW FARMS OF HOPE IN FLORIDA.

DATES OF REPORTS BY GRANTEE

N/A

ANY DIVERSION BY GRANTEE

NONE

RESULTS OF VERIFICATION

N/A

Opus Foundation

A Statement Attached to and Made Part of Form 990-PF,
For the Year Ending 12/31/12

Part XV, Grants and Contributions Paid During the Year 2012

Recipient Name & Address	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
The 30-Days Foundation 3109 Douglas Drive North Crystal, MN 55422	Public Charity	Needs-Based Financial Assistance	$2,500
ACE Mentor Program of Metropolitan Denver PO Box 102917 Denver, CO 80250	Public Charity	Minority, Low-Income, and Female Students College Scholarships	$5,000
Achieve Minneapolis 111 Third Ave South Ste 5 Minneapolis, MN 55401	Public Charity	General Operating	$7,500
Achieve Minneapolis 111 Third Ave South Ste 5 Minneapolis, MN 55401	Public Charity	Southwest High School Education Fund	$2,500
Aspire of Illinois 9901 Derby Lane Westchester, IL 60154	Public Charity	Aspire and the Belle Center of Chicago Merger	$53,600
Austin Career Education Center 5352 W Chicago Avenue Chicago, IL 60651	Public Charity	Classroom Maintenance	$5,000
The Basilica of Saint Mary P O Box 50010 Minneapolis, MN 55405-0010	Public Charity	Basilica of Saint Mary's St Vincent de Paul Youth-Related Outreach	$5,000
Better Boys Foundation 1512 South Pulaski Road Chicago, IL 60623	Public Charity	ArtLAB@1512	$75,000
Blue Star Mothers of America, Inc MN Chapter 8 - South Metro 526 - 6th Avenue West Shakopee, MN 55379	Public Charity	Wounded Warriors	$2,500
Bolder Options 2100 Stevens Avenue South Minneapolis, MN 55404	Public Charity	Mentoring Program	$5,000
Boys & Girls Clubs of Greater Kansas City 6301 Rockhill Road, Suite 303 Kansas City, MO 64131	Public Charity	Independence Unit Expansion	$35,920
Boys & Girls Clubs of Greater Milwaukee 1558 N 6th Street Milwaukee, WI 53212	Public Charity	LEAP into Math	$50,000

Bright Water Montessori School 5140 Fremont Avenue N Minneapolis, MN 55430	Public Charity	Playground Improvement	$5,000
The Caring Tree 5413 Nicollet Ave S #130 Minneapolis, MN 55419	Public Charity	Back to School Supply Drive	$12,500
Cary Grove High School 2208 West Three Oaks Cary, IL 60013	Public Charity	Interact Community Service Club Food Drive	$1,000
Catalyst Community Partners 3033 Excelsior Boulevard, Suite 10 Minneapolis, MN 55416	Public Charity	Economic Development Initiative	$5,000
Catholic Charities of the Archdiocese of Chicago 721 North LaSalle St Chicago, IL 60654	Public Charity	Veterans Employment Program	$30,000
Catholic Charities of the Archdiocese of St Paul and Minneapolis 1200 Second Avenue S Minneapolis, MN 55403	Public Charity	Northside Child Development Center	$30,000
Catholic Community Foundation One Water Street West, Suite 200 St Paul, MN 55107	Public Charity	Opus Prize Foundation Fund	$15,000
Child Saving Institute 4545 Dodge Street Omaha, NE 68132	Public Charity	Creative Curriculum System for Preschool Project	$21,390
Children's Outing Association 909 E North Ave Milwaukee, WI 53212	Public Charity	Home Instruction for Parents of Preschool Youngster	$5,000
Colorado Bright Beginnings 730 Colorado Blvd Denver, CO 80206	Public Charity	Early Childhood and Parenting Programming in Metro Denver	$5,000
CommonBond Communities 328 Kellogg Boulevard West St. Paul, MN 55102	Public Charity	Advantage Services	$5,000
CommonBond Communities 328 Kellogg Boulevard West St Paul, MN 55102	Public Charity	Advantage Services	$75,000
CommonBond Communities 328 Kellogg Boulevard West St Paul, MN 55102	Public Charity	General Operating	$15,000
Community Neighborhood Housing Services 35 West Water Street St Paul, MN 55107	Public Charity	Foreclosure Prevention and Home Improvement Lending Services	$4,500

Community Nutrition Network and Senior Services 1700 Newton Place Morris, IL 60450	Public Charity	Meals for Homebound Seniors	$1,000
Cristo Rey Kansas City 211 W Linwood Boulevard Kansas City, MO 64111	Public Charity	21st Century Learning Initiative	$56,822
Cross-Lines Community Outreach 736 Shawnee Avenue Kansas City, KS 66105	Public Charity	Emergency Utility Assistance Fund	$5,000
Denver Metro Community Parent Resource Center 14501 E Alameda Avenue #205 Aurora, CO 80012	Public Charity	Trainings for culturally and linguistically diverse families and their children with disabilities	$5,000
Giant Steps Illinois, Inc 2500 Cabot Drive Lisle, IL 60532	Public Charity	Purchase math, reading and science curricula	$5,000
Girl Scouts of Wisconsin Southeast 131 S 69th Street Milwaukee, WI 53214	Public Charity	STEM programming	$5,000
Greater Metropolitan Housing Corporation 15 South 5th Street, Suite 710 Minneapolis, MN 55402	Public Charity	North Minneapolis Stabilization Program	$45,000
Greater Twin Cities United Way 404 S 8th Street Minneapolis, MN 55404	Public Charity	Workplace Giving Campaign	$66,323
Guerin Catholic High School 15300 Gray Road Noblesville, IN 46062	Public Charity	Equipment and Learning Environment Enhancements	$39,856
Guest House of Milwaukee, Inc 1216 N 13th Street Milwaukee, WI 53205	Public Charity	Main Shelter Facility Improvement	$5,000
Habitat for Humanity Kansas City 1423 E Linwood Blvd Kansas City, MO 64109	Public Charity	Home-building for a low-income family	$5,000
Habitat for Humanity of Greater Indianapolis 1011 E 22nd St Indianapolis, IN 46202	Public Charity	Home-building for a low-income family	$5,000
Habitat for Humanity of Metro Denver 3245 Eliot Street Denver, CO 80211	Public Charity	Home-building for a low-income family	$5,000
Habitat for Humanity of Minnesota Inc 2401 Lowry Ave NE #210 Minneapolis, MN 55418	Public Charity	2013 Habitat 500	$10,000

Hope Community, Inc. 611 East Franklin Avenue Minneapolis, MN 55404	Public Charity	Personal Empowerment Program	$5,000
Indiana University Foundation PO Box 500 Bloomington, IN 47402	Public Charity	NAIOP University Challenge	$5,000
Interfaith Outreach and Community Partners 1605 County Road 101 N Plymouth, MN 55447	Public Charity	General Operating	$12,500
Interfaith Outreach and Community Partners 1605 County Road 101 N Plymouth, MN 55447	Public Charity	Employment Services Program	$30,000
Irving Park Lutheran Church 3938 W Belle Plaine Avenue Chicago, IL 60618	Public Charity	Irving Park Community Food Pantry	$5,000
Upper Midwest Elite League P O Box 16387 St Louis Park, MN 55416	Public Charity	Bel13ve in Miracles Gala	$2,500
The Jeremiah Program 1510 Laurel Avenue Minneapolis, MN 55403-1244	Public Charity	Low-Income Single Mothers and Their Children	$5,000
Joseph's Coat Inc P O Box 2202 St Paul, MN 55102	Public Charity	General Operating	$4,000
Kids Mobility Network, Inc 4251 S Natches Court Suite C Sheridan, CO 80110	Public Charity	Wheelchairs and other medical equipment to school-aged children with disabilities	$5,000
Lake Harriet Community School LHCS PTA 4912 Vincent Avenue South Minneapolis, MN 55410	Public Charity	STEM Programming	$5,000
Lake Valley Camp 2480 West Cherry Street Milwaukee, WI 53205	Public Charity	Academic Mentoring Program	$5,000
LINK Unlimited 2221 S State Street Chicago, IL 60616	Public Charity	Opus Scholars	$55,200
Local Initiatives Support Corporation Milwaukee 660 East Mason Street, 5th Floor Milwaukee, WI 53201	Public Charity	Financial Opportunity Centers	$5,000
Love Inc 1600 Bavaria Rd Chaska, MN 55318	Public Charity	FurniShare Program	$5,000

Lundstrum Center for the Performing Arts 1617 North Second Street Minneapolis, MN 55411	Public Charity	Northside Youth Performing Arts	$5,000
The Lutheran Home, Inc 7500 W North Avenue Wauwatosa, WI 53213	Public Charity	Playground Improvements	$5,000
Marquette University Zilber Hall PO Box 1881 Milwaukee, WI 53201-1881	Public Charity	Opus Scholars	$1,000,000
The Mend a Heart Foundation 111 Hiawatha Dr Clarendon Hills, IL 60514	Public Charity	Camp Odayin's Arts and Crafts	$1,000
Metropolitan Economic Development Association (MEDA) 250 Second Avenue South, Suite 106 Crystal, MN 55401	Public Charity	Construction Connection Service	$5,000
Mile High United Way 2505 18th Street Denver, CO 80211	Public Charity	Workplace Giving Campaign	$1,335
Mile High United Way 2505 18th Street Denver, CO 80211	Public Charity	Wrap-Around Services Model	$25,000
Milwaukee Habitat for Humanity, Inc 3726 N Booth St Milwaukee, WI 53212	Public Charity	New Home Construction and Home Ownership Program	$30,000
Milwaukee Montessori School 345 N 95th St Milwaukee, WI 53226	Public Charity	Needs-Based Tuition Assistance	$5,000
National Runaway Safeline 3080 N Lincoln Chicago, IL 60657	Public Charity	Runaway Prevention Curriculum Project	$2,500
Neighborhood Development Center 663 University Avenue, Suite 200 St Paul, MN 55104	Public Charity	Mission-Driven Commercial Real Estate Development	$51,960
NFL Alumni, Inc , Minnesota Chapter 7525 Mitchell Road, Suite 315 Eden Prairie, MN 55344	Public Charity	Caring for Kids	$5,000
Northwest Suburban United Way P O Box 294 Mount Prospect, IL 60056	Public Charity	Workplace Giving Campaign	$2,395
Notre Dame Middle School 1420 W Scott Street Milwaukee, WI 53204	Public Charity	Laptop Initiative Project	$24,000

OneVillage Partners 1900 Nicollet Avenue Minneapolis, MN 55403	Public Charity	Sierra Leone's Small Villages Development Opportunities	$1,000
Operation Breakthrough, Inc 3039 Troost Avenue Kansas City, MO 64109	Public Charity	Talent Exploration Program	$5,000
Osiris Organization 6702 Kara Drive Eden Prairie, MN 55346	Public Charity	Entrepreneurial Program	$15,000
Project for Pride in Living, Inc 1035 East Franklin Avenue Minneapolis, MN 55404	Public Charity	Youth Achievement Program	$35,000
Project IOWA 1111 9th Street, Suite 290 Des Moines, IA 50314	Public Charity	Under and Unemployed Individuals' Training	$50,000
Reach Out and Read Colorado 4380 S Syracuse Street, Suite 520 Denver, CO 80237	Public Charity	Books for Low-Income Children	$5,000
Real Estate Alliance for Charity, Inc (REACH) 12300 W Center Street, Suite 220 Milwaukee, WI 53222	Public Charity	Learning to DREAM Program	$5,000
Rebuilding Together Greater Milwaukee Inc 700 W Virginia Street Suite 221 Milwaukee, WI 53204	Public Charity	Home-building for a low-income family	$5,000
Rebuilding Together Metro Chicago 35 West Wacker Drive Suite 12152 Chicago, IL 60601	Public Charity	Safe at Home Modifications Program	$25,000
Ronald McDonald House Charities of Chicagoland and Northwest Indiana 1900 Spring Road Suite 310 Oak Brook, IL 60523	Public Charity	Edward Hospital's Family Room Interactive Learning	$5,000
Ronald McDonald House Charities, Upper Midwest 818 Fulton Street SE Minneapolis, MN 55414	Public Charity	Accredited Alternative School	$1,000
Sacred Heart House of Denver 2844 Lawrence Street Denver, CO 80205	Public Charity	Homeless Mothers and Single Women	$5,000
School on Wheels 2815 E 62nd Street, Suite 200 Indianapolis, IN 46142	Public Charity	School Supplies	$5,000

Schools That Can Milwaukee 1821 N Dr Martin Luther King Drive Unit A Milwaukee, WI 53212	Public Charity	Good to Great Strategy	$20,000
Simpson Housing Services Inc 2100 Pillsbury Avenue South Minneapolis, MN 55404	Public Charity	General Operating	$4,000
Special Olympics Minnesota 100 Washington Ave S , Suite 550 Minneapolis, MN 55401	Public Charity	Polar Bear Plunge	$5,000
Spofford 9700 Grandview Road P O Box 9888 Kansas City, MO 64137	Public Charity	Strengthening Families Program	$22,500
St Louis Park Emergency Program Inc (STEP) 6812 W Lake St St Louis Park, MN 55426	Public Charity	Food Services	$1,000
St Stephens Human Services Inc 2211 Clinton Avenue South Minneapolis, MN 55404	Public Charity	General Operating	$3,000
Swope Corridor Renaissance Upper Room Inc 5930 Swope Parkway Kansas City, MO 64130	Public Charity	After School Reading Program	$5,000
Tutwiler Clinic Inc 205 Alma Street Tutwiler, MS 38963	Public Charity	General Operating	$4,000
Twin Cities Habitat for Humanity 3001 4th Street SE Minneapolis, MN 55414	Public Charity	Create and preserve homeownership	$5,000
Cristo Rey Jesuit High School 2924 4th Avenue S Minneapolis, MN 55408	Public Charity	Summer Academic Bridge Program	$5,000
Twin Cities RISE! 800 Washington Avenue N Suite 203 Minneapolis, MN 55401	Public Charity	General Operating	$15,000
Twin Cities RISE! 800 Washington Avenue N Suite 203 Minneapolis, MN 55401	Public Charity	Customized Participant Software and Database System	$25,000
United Way of Central Indiana Inc 3901 N Meridian Street Indianapolis, IN 46208	Public Charity	Workplace Giving Campaign	$100

United Way of Central Iowa 1111 9th St Ste 100 Des Moines, IA 50314	Public Charity	Workplace Giving Campaign	$1,000
United Way of Greater Kansas City 1080 Washington Kansas City, MO 64105	Public Charity	Workplace Giving Campaign	$1,250
United Way of Greater Milwaukee 225 West Vine Street Milwaukee, WI 53212	Public Charity	Workplace Giving Campaign	$785
University of Notre Dame du Lac Regional Development Eddy Street Commons at Notre Dame 1251 N Eddy Street, Suite 300 South Bend, IN 46617	Public Charity	Opus Corporation Real Estate Program	$450,000
University of Notre Dame du Lac Regional Development Eddy Street Commons at Notre Dame 1251 N Eddy Street, Suite 300 South Bend, IN 46617	Public Charity	Opus Corporation Real Estate Program	$160,000
Visitation Monastery of Minneapolis 1527 Fremont Avenue N Minneapolis, MN 55411	Public Charity	General Operating	$5,000
Washburn Center for Children 2430 Nicollet Avenue South Minneapolis, MN 55404	Public Charity	School-Based Mental Health Services	$50,000
Washington Township Schools Foundation 8550 Woodfield Crossing Boulevard Indianapolis, IN 46240	Public Charity	Underwrite Exam Fees for Minority Students	$5,000
Young Mens' Christian Association of Metropolitan Milwaukee 161 W Wisconsin Ave Suite 4000 Milwaukee, WI 53203	Public Charity	Sponsor-A-Scholar Program	$38,599
Zenon Dance Company and School Inc. 528 Hennepin Avenue #400 Minneapolis, MN 55403	Public Charity	Working with Underserved Students	$2,500
			$3,041,035

No relationship to any substantial contributor for the grants listed

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II | Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions OPUS FOUNDATION	Employer identification number (EIN) or 41-1983284
	Number, street, and room or suite no. If a P O box, see instructions 10350 BREN ROAD WEST	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MINNETONKA, MN 55343	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ KRISTEN GRUBB
10350 BREN ROAD WEST - MINNETONKA, MN 55343-9002

Telephone No. ▶ 952-656-4806 FAX No. ▶ 952-2386855

- If the organization does not have an office or place of business in the United States, check this box ▶ [X]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013

5 For calendar year 2012 , or other tax year beginning ________________ , and ending ________________

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
TAX PAYER REQUIRES ADDITIONAL TIME TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	8a	$ 2,092.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 2,092.
c	**Balance due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ Title ▶ CPA Date ▶

223842
01-21-13