Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 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 or province, country, and ZIP or foreign postal 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: ☒ 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)* ▶$ 77,277,963.

J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*

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

	Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	354.	354.		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)		4,556,224.		
	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	11,223,474.	1,601,451.		STATEMENT 2
	12 **Total** Add lines 1 through 11	11,223,828.	6,158,029.		
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	81,536.	0.		67,095.
	b Accounting fees				
	c Other professional fees STMT 4	221,790.	4,784.		216,656.
	17 Interest				
	18 Taxes STMT 5	152,801.	16,902.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	8,641.	5.		8,665.
	22 Printing and publications				
	23 Other expenses STMT 6	8,993.	812,622.		8,614.
	24 **Total operating and administrative expenses** Add lines 13 through 23	473,761.	834,313.		301,030.
	25 Contributions, gifts, grants paid	1,950,560.			3,171,266.
	26 **Total expenses and disbursements.** Add lines 24 and 25	2,424,321.	834,313.		3,472,296.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	8,799,507.			
	b **Net investment income** (if negative, enter -0-)		5,323,716.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,174,152.	5,488,726.	5,488,726.
	3 Accounts receivable ▶ 57,114.			
	Less: allowance for doubtful accounts ▶		57,114.	57,114.
	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 7	68,827,255.	71,732,123.	71,732,123.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item 1)	70,001,407.	77,277,963.	77,277,963.
Liabilities	17 Accounts payable and accrued expenses	89,641.	122,577.	
	18 Grants payable	6,270,404.	5,049,696.	
	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)	6,360,045.	5,172,273.	
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	63,641,362.	72,105,690.	
	30 **Total net assets or fund balances**	63,641,362.	72,105,690.	
	31 **Total liabilities and net assets/fund balances**	70,001,407.	77,277,963.	

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	63,641,362.
2 Enter amount from Part I, line 27a	2	8,799,507.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	72,440,869.
5 Decreases not included in line 2 (itemize) ▶ UNREALIZED GAIN/(LOSS) ON INVESTMENTS	5	335,179.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	72,105,690.

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				
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	400,553.			400,553.
b	4,155,671.			4,155,671.
c				
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				400,553.
b				4,155,671.
c				
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	4,556,224.
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))
2012	3,238,929.	67,904,827.	.047698
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

2	Total of line 1, column (d)	2	.232395
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	.046479
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	72,157,747.
5	Multiply line 4 by line 3	5	3,353,820.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	53,237.
7	Add lines 5 and 6	7	3,407,057.
8	Enter qualifying distributions from Part XII, line 4	8	3,472,296.

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	53,237.
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	53,237.
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	53,237.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 47,922.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 22,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	69,922.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	84.
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	16,601.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 16,601. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	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 2013 or the taxable year beginning in 2013 (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 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

			Yes	No
16	At any time during calendar year 2013, 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.

			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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ 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 2013 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 2013.)* 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 2013?	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

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 9 ☒ 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

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 8		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	198,732.
FAEGRE BAKER DANIELS LLP - 2200 WELLS FARGO CENTER, 90 S SEVENTH ST, MINNEAPOLIS, MN 55	LEGAL FEES	54,188.

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	53,994,933.
b	Average of monthly cash balances			1b	3,295,159.
c	Fair market value of all other assets			1c	15,966,504.
d	**Total** (add lines 1a, b, and c)			1d	73,256,596.
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	73,256,596.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	1,098,849.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	72,157,747.
6	**Minimum investment return.** Enter 5% of line 5			6	3,607,887.

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	3,607,887.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	53,237.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	69,526.		
c	Add lines 2a and 2b			2c	122,763.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	3,485,124.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	3,485,124.
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	3,485,124.

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	3,472,296.
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	3,472,296.
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	53,237.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,419,059.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				3,485,124.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			3,109,133.	
b Total for prior years: _____ , _____ , _____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 3,472,296.				
a Applied to 2012, but not more than line 2a			3,109,133.	
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 2013 distributable amount				363,163.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (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 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				3,121,961.
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 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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 2013, 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) 2013	(b) 2012	(c) 2011	(d) 2010	(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 ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED STATEMENT				3,171,266.
Total			▶ 3a	3,171,266.
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		
	(a) Business code	(b) Amount	(c) Exclusion code	(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	354.	
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	371,472.	18	10,852,002.	
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)		371,472.		10,852,356.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 11,223,828.

(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 — 11/13/14 — ▶ TAX OFFICER

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
KIM HUNWARDSEN, CPA	KIM HUNWARDSEN, C	11/11/14		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	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INTEREST	354.	354.	
TOTAL TO PART I, LINE 3	354.	354.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PROCEEDS FROM SECURITIES LITIGATION	88.	88.	
ALLOCATED PARTNERSHIP INCOME	11,223,386.	0.	
ALLOCATED PARTNERSHIP INCOME	0.	1,601,363.	
TOTAL TO FORM 990-PF, PART I, LINE 11	11,223,474.	1,601,451.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	81,536.	0.		67,095.
TO FM 990-PF, PG 1, LN 16A	81,536.	0.		67,095.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	198,732.	4,784.		193,948.
CONSULTING FEES	23,058.	0.		22,708.
TO FORM 990-PF, PG 1, LN 16C	221,790.	4,784.		216,656.

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	152,801.	0.		0.
FOREIGN TAX	0.	16,902.		0.
TO FORM 990-PF, PG 1, LN 18	152,801.	16,902.		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	3,741.	0.		3,741.
BANK FEES	379.	379.		0.
MISCELLANEOUS	40.	0.		40.
PASS-THROUGH PORTFOLIO DEDUCTIONS	0.	812,243.		0.
PROFESSIONAL DEVELOPMENT	2,055.	0.		2,055.
MN ANNUAL FILING FEES	25.	0.		25.
INSURANCE	2,753.	0.		2,753.
TO FORM 990-PF, PG 1, LN 23	8,993.	812,622.		8,614.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ADLER BOND FUND, LLC	FMV	21,429,110.	21,429,110.
ADLER EQUITY FUND, LLC	FMV	34,767,617.	34,767,617.
LOEB ARBITRAGE FUND	FMV	2,305,646.	2,305,646.
CARLYLE EUROPE PARTS II, L.P.	FMV	562,962.	562,962.
ADLER ASIAN PRIVATE EQUITY, LLC	FMV	570,556.	570,556.
ADLER CPIV, LLC	FMV	670,237.	670,237.
ADLER CPV, LLC	FMV	1,941,385.	1,941,385.
ADLER ENERGY INFRASTR III, LLC	FMV	379,998.	379,998.
ADLER ENERGY INFRASTR IV, LLC	FMV	993,694.	993,694.
ADLER EUROPEAN GROWTH, LLC	FMV	89,789.	89,789.
ADLER HEALTH CARE, LLC	FMV	1,100,923.	1,100,923.
ADLER NEW EURO PRIV EQTY, LLC	FMV	1,932,429.	1,932,429.
ADLER OAKTREE, LLC	FMV	1,471,337.	1,471,337.

ADLER OPPORTUNISTIC DEBT, LLC	FMV	607,279.	607,279.
ADLER ROYALTY, LLC	FMV	475,494.	475,494.
ALDER ENERGY FINANCE, LLC	FMV	609,715.	609,715.
ADLER ENERGY INFRASTR V, LLC	FMV	513,816.	513,816.
ADLER OPPORTUNISTIC DEBT II	FMV	735,781.	735,781.
ADLER CPVI	FMV	<241.>	<241.>
ADLER SMALL BUYOUT FUND	FMV	574,596.	574,596.
TOTAL TO FORM 990-PF, PART II, LINE 13		71,732,123.	71,732,123.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

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 9
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	5,000.

PURPOSE OF GRANT

TO SUPPORT THE NEW FARMS OF HOPE IN FLORIDA.

DATES OF REPORTS BY GRANTEE

01/27/2014

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 12/31/13

Part XV, Grants and Contributions Paid During the Year 2013

Recipient Name	Recipient Address	Relationship to Foundation Mgr or Subst Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Academy of Holy Angels	6600 Nicollet Avenue South Richfield, MN 55423	None	PC	to support the school's service immersion activities for youth	$5,000
ACE Mentor Program of America, Inc	PO Box 102917 Denver, CO 80250	None	PC	Scholarship Funding	$5,000
Achieve Minneapolis	111 Third Ave South Ste 5 Minneapolis, MN 55401	None	PC	General Operating Support	$7,500
American Institute of Architecture Students Inc	Rapson Hall, 89 Church Street, SE Minneapolis, MN 55455	None	PC	Freedom by Design Project	$5,000
Aspire of Illinois	9901 Derby Lane Westchester, IL 60154-3709	None	PC	Children's Services Inclusion Partnerships Program	$51,149
Atonement Early Childhood Center	4536 Sherman Boulevard Milwaukee, WI 53209	None	PC	Early Childhood High performance readiness curriculum for the urban child	$45,000
Big Brothers Big Sisters of Central Indiana	2960 N Meridian St , Suite 150 Indianapolis, IN 46208	None	PC	Mentoring Program	$5,000
Big Shoulders Fund	212 W Van Buren Street Chicago, IL 60607	None	PC	comprehensive STEM program pilot	$50,000
Blue Star Mothers of America, Inc	MN Chapter 8 - South Metro 526 - 6th Avenue West Shakopee, MN 55379	None	PC	Wounded Warriors Economic Empowerment Program	$2,500
Boys & Girls Clubs of Greater Kansas City	6301 Rockhill Rd , Ste 303 Kansas City, MO 64131	None	PC	Project Learn Education Enhancement Program	$50,000
Boys & Girls Clubs of Greater Milwaukee	1558 N 6th Street Milwaukee, WI 53212	None	PC	LEAP Into Math	$55,000
Bridge Communities Inc	505 Crescent Blvd Glen Ellyn, IL 60137	None	PC	Bridge Communities Job Readiness and Employment Counseling Program	$5,000
Bridging, Inc	201 West 87th Street Bloomington, MN 55420	None	PC	to support families in crisis	$5,000
Caring Tree	5413 Nicoleet Avenue S #130 Minneapolis, MN 55419	None	PC	Transition Project	$5,000
Cary Grove High School	2208 West Three Oaks Cary, IL 60013	None	PC	Purchase 12,000 lbs of food for needy families	$1,000
Catholic Charities and Community Services of the Archdiocese of Denver, Inc	4045 Pecos St Denver, CO 80211	None	PC	supportive employment services	$32,670
Catholic Charities of the Archdiocese of Chicago	721 N LaSalle Chicago, IL 60654	None	PC	quality program enhancements	$50,000
Catholic Charities of the Archdiocese of Saint Paul and Minneapolis	1200 Second Avenue South Minneapolis, MN 55403	None	PC	To purchase winter necessities	$700
Catholic Charities of the Archdiocese of Saint Paul and Minneapolis	1200 Second Avenue South Minneapolis, MN 55403	None	PC	Enhance holistic support for at-risk preschool and school age children	$24,150
Catholic Charities of the Archdiocese of Saint Paul and Minneapolis	1200 Second Avenue South Minneapolis, MN 55403	None	PC	General Operating Support	$5,000
CEDA Northwest Self-Help Center, Inc	1300 W Northwest Highway Mount Prospect, IL 60056	None	PC	Crisis Intervention Services	$2,500
Center of Grace	520 S Harrison Olathe, KS 66061	None	PC	Boys and Girls Summer Program	$3,769
Child Saving Institute	4545 Dodge Street Omaha, NE 68132	None	PC	introduce technology for pre-school classrooms	$4,500
Children's HeartLink	5075 Arcadia Avenue Minneapolis, MN 55436	None	PC	Heartlink Gala	$5,000
Children's Outing Association	909 E North Ave Milwaukee, WI 53212	None	PC	youth programming expansion	$25,000
Christ the King Jesuit College Preparatory School	5058 West Jackson Boulevard Chicago, IL 60644	None	PC	college counseling and alumni programs	$25,000
CommonBond Communities	328 Kellogg Boulevard West St Paul, MN 55102	None	PC	Advantage Services for children, youth, and adults	$5,000
CommonBond Communities	328 Kellogg Boulevard West St Paul, MN 55102	None	PC	Advantage Services programming	$75,000
CommonBond Communities	328 Kellogg Boulevard West St Paul, MN 55102	None	PC	General Operating Support	$10,000
Community Neighborhood Housing Services	35 West Water Street St Paul, MN 55107	None	PC	Foreclosure Prevention and Home Improvement Lending Services	$4,500

Recipient Name	Recipient Address	Relationship to Foundation Mgr or Subst Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Connections for the Homeless	2121 Dewey Avenue Evanston, IL 60201	None	PC	General Operating Support	$2,500
Cookie Cart	1119 West Broadway Minneapolis, MN 55411	None	PC	360 Degree Program	$5,000
Cookie Cart	1119 West Broadway Minneapolis, MN 55411	None	PC	Capacity Campaign	$5,000
Cristo Rey Jesuit High School	2924 4th Avenue S Minneapolis, MN 55408	None	PC	college counseling and alumni program	$25,000
Cristo Rey Network	14 East Jackson Boulevard Suite 1200 Chicago, IL 60604	None	SO III FI	General Operating Support	$15,000
Cross-Lines Community Outreach	736 Shawnee Avenue Kansas City, KS 66105	None	PC	Support for Energency Utiity Assitance Fund to assist families in need	$5,000
Denver Urban Scholars	3532 Franklin Street, Suite T Denver, CO 80205	None	PC	programming expansion	$30,000
East Side Neighborhood Service Inc	1700 2nd Street Northeast Minneapolis, MN 55413	None	PC	The Opus Opportunity Project	$40,000
Eastside Meals on Wheels, Inc	817 Main Street NE Minneapolis, MN 55413	None	PC	meals delivered to elderly and homebound individuals	$1,000
Family Hope Services	5666 Lincoln Drive Suite 201 Minneapolis, MN 55436	None	PC	Youth Mentoring and Development Program	$5,000
Family Hope Services	5666 Lincoln Drive Suite 201 Minneapolis, MN 55436	None	PC	General Operating Support	$5,000
GiGi's Playhouse	10430 New York Ave, Suite A Urbandale, IA 50322	None	PC	Materials and programs to support lliteracy, math and handwriting programs	$5,000
Gillis Center, Inc	8150 Wornall Road Kansas City, MO 64114	None	PC	science exploration center	$20,110
Girl Scouts of Wisconsin Southeast	131 S 69th Street Milwaukee, WI 53214	None	PC	STEM programming in the Urban Initiative	$5,000
Greater Twin Cities United Way	404 S 8th Street Minneapolis, MN 55404	None	PC	Workplace Giving Campaign	$71,149
Guest House of Milwaukee, Inc	1216 N 13th Street Milwaukee, WI 53205	None	PC	development of a employment readiness and placement prototype	$35,000
Habitat for Humanity International, Inc	1011 E 22nd St Indianapolis, IN 46202	None	PC	General Operating Support	$5,000
Habitat for Humanity Kansas City	1423 E Linwood Blvd Kansas City, MO 64109	None	PC	General Operating Support	$5,000
Habitat for Humanity of Metro Denver, Inc	3245 Eliot Street Denver, CO 80211	None	PC	General Operating Support	$5,000
Habitat for Humanity of Minnesota Inc	2401 Lowry Ave NE #210 Minneapolis, MN 55418	None	PC	Habitat 500	$10,000
Harvesters - The Community Food Network	3801 Topping Avenue Kansas City, MO 64129	None	PC	Harvesters Food Distribution Program	$5,000
Hope Community, Inc	611 East Franklin Avenue Minneapolis, MN 55404	None	PC	Learning in Community	$5,000
Indiana University Foundation	PO Box 500 Bloomington, IN 47402	None	PC	NAIOP University Challenge	$5,000
Interfaith Outreach and Community Partners	1605 County Road 101 N Plymouth, MN 55447-2708	None	PC	general operations	$15,000
Interfaith Outreach and Community Partners	1605 County Road 101 N Plymouth, MN 55447-2708	None	PC	Caring for Kids Initiative	$40,000
Joseph's Coat Inc	P O Box 2202 St Paul, MN 55102	None	PC	general operations	$4,000
Junior Achievement of Central Indiana	9449 Priority Way West Drive Suite 100 Indianapolis, IN 46240	None	PC	JA Career Success program	$5,000
Junior Achievement of Wisconsin, Inc	11111 W Liberty Drive Milwaukee, WI 53224	None	PC	Junior Achievement Career Success	$5,000
Leaning Tower YMCA of Metropolitan Chicago	801 N Dearborn Street Chicago, IL 60610	None	PC	facility renovations and program enhancements	$30,000
Local Initiatives Support Corporation Milwaukee	660 East Mason Street Milwaukee, WI 53202	None	PC	Associates in Commercial Real Estate (ACRE) Relaunch Developing Minority Leadership in Real Estate Development, Property Management, and Construction Management	$25,000
Love in the Name of Christ of Eastern Carver County	1600 Bavaria Rd Chaska, MN 55318	None	PC	Furnishare Program	$5,000
Lundstrum Center for the Performing Arts	1617 North Second Street Minneapolis, MN 55411	None	PC	Performing Arts Workshop and Junior Conservatory	$5,000

Recipient Name	Recipient Address	Relationship to Foundation Mgr or Subst Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Lutheran Social Services of Illinois	1001 E Touhy Ave , Suite 50 Des Plaines, IL 60018	None	PC	Trinidad Head Start	$5,000
Lydia Home Association	4300 West Irving Park Road Chicago, IL 60641	None	PC	Providing families in crisis with a safe place for their children to stay while the parent is able to tend to their immediate crisis	$5,000
Marquette University	BIN 88388 Milwaukee, WI 53288-0388	None	PC	Opus Scholars	$1,000,000
Metropolitan Economic Development Association	250 Second Avenue South, Suite 106 Crystal, MN 55401	None	PC	Construction Connection	$5,000
Mile High United Way, Inc	2505 18th Ave Denver, CO 80211	None	PC	Bridging the Gap Workforce Development Skills and Opportunities	$50,000
Mile High United Way, Inc	2505 18th Ave Denver, CO 80211	None	PC	Workplace Giving Campaign	$1,613
Milwaukee Habitat for Humanity, Inc	3726 N Booth St Milwaukee, WI 53212	None	PC	General Operating Support	$5,000
Miracle League of Olathe	720 S Rogers Rd Ste B Olathe, KS 66062	None	PC	Construction and ongoing maintenance of baseball fields for special needs children	$1,000
National Football League Alumni Inc	7525 Mitchell Road, Suite 315 Eden Prairie, MN 55344	None	PC	To support youth programs	$5,000
Nebraska Children's Home Society, Inc	4939 S 118th Street Omaha, NE 68137	None	PC	Early Childhood STEMstart	$42,600
Next Door Foundation	2545 N 29th Street Milwaukee, WI 53210	None	PC	General Operating Support	$5,000
Northwest Suburban United Way	P O Box 294 Mount Prospect, IL 60056	None	PC	Workplace Giving Campaign	$3,461
OneVillage Partners	2104 Stevens Avenue Minneapolis, MN 55404	None	PC	Support of a sustainable model of rural development	$1,000
Operation Breakthrough, Inc	3039 Troost Avenue Kansas City, MO 64109	None	PC	Operation Breakthrough Collaborative	$53,765
Plymouth Congregational Church	1900 Nicollet Avenue Minneapolis, MN 55403	None	PC	Bike Program	$1,000
Presbyterian Homes & Services for Central Towers Community	2845 Hamline Avenue North Roseville, MN 55113	None	PC	To support the varied needs of low-income older adults living at Central Towers	$5,000
Project for Pride in Living, Inc	1035 East Franklin Avenue Minneapolis, MN 55404	None	PC	Youth Development Program Quality Improvement Initiative	$35,000
Project IOWA	1111 9th St Suite 290 Des Moines, IA 50314	None	PC	Program and Curriculum Development	$50,000
PTA Minnesota Congress	LHCS PTA 4912 Vincent Avenue South Minneapolis, MN 55410	None	PC	General Operating Support	$5,000
Real Estate Alliance for Charity, Inc (REACH)	12300 W Center Street, Suite 220 Milwaukee, WI 53222	None	PC	St Coletta Day School of Milwaukee	$5,000
Rebuilding Together - Twin Cities	1050 33rd Ave SE Minneapolis, MN 55414	None	PC	To support home repair projects for low-income homeowners for 2013 Founder's Day	$20,000
Rebuilding Together Greater Milwaukee Inc	700 W Virginia Street Suite 221 Milwaukee, WI 53204	None	PC	Provide home repairs for low-income home owners	$5,000
Rebuilding Together Metro Chicago	35 W Wacker Drive, Ste 12152 Chicago, IL 60601	None	PC	Rebuilding Together Metro Chicago Give Back Day Project	$25,000
Regents of the University of Colorado	c/o University of Colorado Treasurer's Office 1800 Grant Street, Suite 600 Denver, CO 80202	None	PC	NAIOP University Challenge 2013	$7,500
RESOURCE	900 20th Avenue South Minneapolis, MN 55404	None	PC	Women's Wage Advancement Program	$30,000
ResourceWest	1101 First Street South Suite 109 Hopkins, MN 55343	None	PC	Project Starfish	$1,000
Sacred Heart House of Denver	2844 Lawrence Street Denver, CO 80205	None	PC	services to homeless mothers with children and single women	$5,000
Shelter, Inc	1616 N Arlington Heights Road Arlington Heights, IL 60004	None	PC	To provide basic needs for underprivileged, abused, and neglected youth	$5,000
Simpson Housing Services Inc	2100 Pillsbury Avenue South Minneapolis, MN 55404	None	PC	general operations	$3,500
Sisters of St Joseph of Carondelet Ministries Foundation	1884 Randolph Ave St Paul, MN 55105	None	PC	emergency health care needs for uninsured women, men, and children at St Mary's Health Clinics	$10,000

Recipient Name	Recipient Address	Relationship to Foundation Mgr or Subst Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Southwest High School Foundation	3414 West 47th Street Minneapolis, MN 55410	None	PC	General Operating Support	$2,500
Special Olympics Minnesota	100 Washington Ave S, Suite 550 Minneapolis, MN 55401	None	PC	Polar Bear Plunge	$5,000
St David's Center for Child & Family Development	3395 Plymouth Road Minnetonka, MN 55305	None	PC	Inclusive Early Childhood Education Pilot Project	$25,000
St John the Baptist Catholic School	215 Broadway Street North Jordan, MN 55352	None	PC	Technology needs	$5,000
St Stephens Human Services Inc	2211 Clinton Avenue South Minneapolis, MN 55404	None	PC	general operations	$3,500
Strive2Thrive, Inc	225 W Broad Ave Albany, GA 31701	None	PC	job training and education programs for impoverished families	$5,000
Success Achieved in Future Environments	7767 England Street Overland Park, KS 66204	None	PC	Educational Support Activities	$5,000
Summit Academy OIC	935 Olson Memorial Highway Minneapolis, MN 55405	None	PC	Women Wear Hard Hats Too Program	$35,000
Swope Corridor Renaissance Upper Room Inc	5930 Swope Parkway Kansas City, MO 64130	None	PC	After School Program	$5,000
TeamMates Mentoring Program	11850 Nicholas Street, Suite 120 Omaha, NE 68154	None	PC	post-secondary mentoring program	$5,000
The John H Boner Community Center, Inc	2236 E 10th Street Indianapolis, IN 46202	None	PC	Young Dreamer's Program	$27,800
Tutoring Chicago	2145 N Halsted Chicago, IL 60614	None	PC	To support the student life skills and social opportunities program	$5,000
Tutwiler Clinic Inc	205 Alma Street Tutwiler, MS 38963	None	PC	general operations	$4,000
Twin Cities Habitat for Humanity	1954 University Avenue St Paul, MN 55104	None	PC	Affordable Homeownership Program	$55,000
Twin Cities RISE!	800 Washington Avenue North, Suite 203 Minneapolis, MN 55401	None	PC	General Operating Support	$10,000
Twin Cities RISE!	800 Washington Avenue North, Suite 203 Minneapolis, MN 55401	None	PC	Twin Cities RISE!'s Hospitality Sector Training Pilot	$60,000
United Methodist Open Door	PO Box 2756 Wichita, KS 67201	None	PC	To assist with expenses associated with community wide, multi-agency collaboration anti-poverty effort	$2,500
United Way of Central Indiana Inc	3901 N Meridian Street Indianapolis, IN 46208	None	PC	Workplace Giving Campaign	$600
United Way of Central Iowa	1111 9th St Ste 100 Des Moines, IA 50314	None	PC	Workplace Giving Campaign	$1,000
United Way of Greater Kansas City	1080 Washington Kansas City, MO 64105	None	PC	Workplace Giving Campaign	$1,931
United Way of Greater Milwaukee	225 West Vine Street Milwaukee, WI 53212	None	PC	Workplace Giving Campaign	$1,199
United Way of Greater St Louis	910 N 11th Street St Louis, MO 63101-1018	None	PC	Workplace Giving Campaign	$100
University of Denver	2101 S University Blvd, Suite #380 Denver, CO 80112	None	PC	NAIOP University Challenge 2013	$2,500
University of Notre Dame Du Lac	Regional Development Eddy Street Commons at Notre Dame 1251 N Eddy Street, Suite 300 South Bend, IN 46617	None	PC	Opus Corporation Real Estate Program	$340,000
University of Notre Dame Du Lac	Regional Development Eddy Street Commons at Notre Dame 1251 N Eddy Street, Suite 300 South Bend, IN 46617	None	PC	Opus Corporation Real Estate Program	$80,500
Urban Peak	730 21st Street Denver, CO 80205	None	PC	GED classes, youth drop-in center and job training	$5,000
Volunteers Enlisted to Assist People	9728 Irving Avenue South Bloomington, MN 55431	None	PC	To support integrated basic needs programs	$5,000
Wisconsin Montessori Society	345 N 95th St Milwaukee, WI 53226	None	PC	To provide needs-based tuition assistance	$5,000
Youth Frontiers, Inc	6009 Excelsior Boulevard Minneapolis, MN 55416	None	PC	youth retreat programs in Omaha, Nebraska	$5,000
Youth Learning Center	4471 Olive Street St Louis, MO 63108	None	PC	Resources for Learning	$3,000

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YouthCARE	2701 University Avenue SE Suite 205 Minneapolis, MN 55414	None	PC	Young Women's Mentoring Program	$5,000
YouthLink	41 N 12th St Minneapolis, MN 55403	None	PC	Clothing Closet and Food Shelf	$5,000
YWCA of Minneapolis	1130 Nicollett Mall Minneapolis, MN 55403	None	PC	toddler rooftop playground	$32,500
Zenon Dance Company and School Inc	528 Hennepin Avenue #400 Minneapolis, MN 55403	None	PC	dance education for economically challenged youth	$2,500
				Total Grants 2013	**$3,171,266**