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Form 990-PF

Return of Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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.

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, and ending

Name of foundation OPUS PRIZE FOUNDATION C/O ADLER TRUST COMPANY		A Employer identification number 46-0434399						
Number and street (or P.O. box number if mail is not delivered to street address) 401 EAST 8TH STREET	Room/suite 250A	B Telephone number 952-656-4806						
City or town, state or province, country, and ZIP or foreign postal code SIOUX FALLS, SD 57103		C If exemption application is pending, check here ☐						
G Check all that apply: <table border="0"> <tr> <td>☐ Initial return</td> <td>☐ Initial return of a former public charity</td> </tr> <tr> <td>☐ Final return</td> <td>☐ Amended return</td> </tr> <tr> <td>☐ Address change</td> <td>☐ Name change</td> </tr> </table>		☐ 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 ☐
☐ Initial return	☐ Initial return of a former public charity							
☐ Final return	☐ Amended return							
☐ Address change	☐ Name change							
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) \$ 29,653,032.	J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	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)
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		141.	141.		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)			1,720,000.		
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		3,723,737.	638,434.		STATEMENT 2
12 Total. Add lines 1 through 11		3,723,878.	2,358,575.		
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		86.	0.		0.
b Accounting fees					
c Other professional fees STMT 4		108,413.	3,124.		105,289.
17 Interest					
18 Taxes STMT 5		48,000.	8,712.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		58,416.	33.		66,069.
22 Printing and publications					
23 Other expenses STMT 6		32,312.	309,819.		32,157.
24 Total operating and administrative expenses. Add lines 13 through 23		247,227.	321,688.		203,515.
25 Contributions, gifts, grants paid		1,248,000.			1,248,000.
26 Total expenses and disbursements. Add lines 24 and 25		1,495,227.	321,688.		1,451,515.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		2,228,651.			
b Net investment income (if negative, enter -0-)			2,036,887.		
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		316,534.	1,621,638.	1,621,638.
	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				
	Liabilities	11	Investments - land, buildings, and equipment basis ▶			
		Less: accumulated depreciation ▶				
12		Investments - mortgage loans				
13		Investments - other STMT 8	27,045,220.	28,031,394.	28,031,394.	
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)	27,361,754.	29,653,032.	29,653,032.	
17		Accounts payable and accrued expenses	12,686.	5,086.		
18		Grants payable				
Net Assets or Fund Balances	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)	12,686.	5,086.			
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	27,349,068.	29,647,946.		
30	Total net assets or fund balances	27,349,068.	29,647,946.			
31	Total liabilities and net assets/fund balances	27,361,754.	29,653,032.			

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	27,349,068.
2	Enter amount from Part I, line 27a	2	2,228,651.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	70,227.
4	Add lines 1, 2, and 3	4	29,647,946.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	29,647,946.

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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 DISTRIBUTION FROM PARTNERSHIPS			
b - ST	P		
c CAPITAL GAIN DISTRIBUTION 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 158,620.			158,620.
c			
d 1,561,380.			1,561,380.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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	
a			
b			158,620.
c			
d			1,561,380.
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	1,720,000.
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	1,520,012.	26,910,001.	.056485
2011	1,768,268.	27,842,121.	.063511
2010	1,088,718.	25,931,434.	.041984
2009	1,482,811.	24,487,699.	.060553
2008	1,985,120.	29,138,541.	.068127

2 Total of line 1, column (d)	2	.290660
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	.058132
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	28,258,925.
5 Multiply line 4 by line 3	5	1,642,748.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	20,369.
7 Add lines 5 and 6	7	1,663,117.
8 Enter qualifying distributions from Part XII, line 4	8	1,451,515.

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.

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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	40,738.
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	40,738.
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	40,738.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	46,292.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	56,292.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
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	15,554.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax ☐ 15,554. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <u>SD</u>		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

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? Website address ► N/A	13	X	
14	The books are in care of ► KRISTEN GRUBB Located at ► 10350 BREN ROAD WEST, MINNETONKA, MN	Telephone no. ► 952-656-4806 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			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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? If "Yes," list the years ► _____	☐ Yes ☒ No	
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?		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?		X

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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)?

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?

☒ 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?

☐ Yes

☒ 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

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 9		0.	0.	0.

2

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

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

Total number of other employees paid over \$50,000

0

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Part 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	19,505,054.
b	Average of monthly cash balances	1b	1,339,502.
c	Fair market value of all other assets	1c	7,844,708.
d	Total (add lines 1a, b, and c)	1d	28,689,264.
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	28,689,264.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	430,339.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	28,258,925.
6	Minimum investment return. Enter 5% of line 5	6	1,412,946.

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

1	Minimum investment return from Part X, line 6	1	1,412,946.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	40,738.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	40,738.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,372,208.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,372,208.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,372,208.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,451,515.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,451,515.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,451,515.

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.

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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				1,372,208.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
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	49,095.			
e From 2012	206,147.			
f Total of lines 3a through e	255,242.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ \$ 1,451,515.				
a Applied to 2012, but not more than line 2a			0.	
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				1,372,208.
e Remaining amount distributed out of corpus	79,307.			
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	334,549.			
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				0.
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	334,549.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011	49,095.			
d Excess from 2012	206,147.			
e Excess from 2013	79,307.			

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)

- 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.

[illegible]

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				1,248,000.
Total			3a	1,248,000.
b Approved for future payment				
NONE				
Total			3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		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	141.		
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	525990	128,364.	18	3,595,373.		
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)		128,364.		3,595,514.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	3,723,878.

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

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

[illegible]

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 FROM CHECKING	141.	141.	
TOTAL TO PART I, LINE 3	141.	141.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SECURITIES LITIGATION PROCEEDS	228.	228.	
ALLOCATED PARTNERSHIP INCOME	3,723,509.	0.	
ALLOCATED PARTNERSHIP INVESTMENT INCOME	0.	638,206.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,723,737.	638,434.	

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	86.	0.		0.
TO FM 990-PF, PG 1, LN 16A	86.	0.		0.

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	22,513.	3,124.		19,389.	
CONSULTING FEES	85,900.	0.		85,900.	
TO FORM 990-PF, PG 1, LN 16C	108,413.	3,124.		105,289.	

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	48,000.	0.		0.	
FOREIGN TAX	0.	8,712.		0.	
TO FORM 990-PF, PG 1, LN 18	48,000.	8,712.		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	
PUBLIC RELATIONS	1,768.	0.		1,768.	
BANK FEES	155.	155.		0.	
MISCELLANEOUS	5,489.	0.		5,489.	
PASS-THROUGH PORTFOLIO DEDUCTIONS	0.	309,664.		0.	
VIDEOGRAPHY	22,646.	0.		22,646.	
INSURANCE	2,254.	0.		2,254.	
TO FORM 990-PF, PG 1, LN 23	32,312.	309,819.		32,157.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
UNREALIZED GAIN/(LOSS) ON INVESTMENTS	70,227.
TOTAL TO FORM 990-PF, PART III, LINE 3	70,227.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ADLER BOND FUND, LLC	FMV	8,634,573.	8,634,573.
ADLER EQUITY FUND, LLC	FMV	12,054,039.	12,054,039.
LOEB ARBITRAGE FUND LP	FMV	943,715.	943,715.
NORTHSTAR SEIDLER MEZ PTRS II	FMV	470,964.	470,964.
CARLYLE EUROPE PARTNERS II LP	FMV	562,889.	562,889.
ADLER CPIV LLC	FMV	670,237.	670,237.
ADLER EUROPEAN GROWTH LLC	FMV	89,789.	89,789.
ADLER ASIAN PRIVATE EQUITY LLC	FMV	570,556.	570,556.
ADLER ENERGY INFRSTRUC III LLC	FMV	253,332.	253,332.
ADLER OAKTREE LLC	FMV	588,534.	588,534.
ADLER CPV LLC	FMV	582,414.	582,414.
ADLER NEW EUROPE PR EQTY	FMV	772,972.	772,972.
ADLER ROYALTY LLC	FMV	135,856.	135,856.
ADLER ENERGY INFRSTRUC IV LLC	FMV	397,478.	397,478.
ADLER HEALTH CARE	FMV	440,369.	440,369.
ADLER OPPORTUNISTIC DEBT LLC	FMV	242,911.	242,911.
ADLER ENERGY FINANCE, LLC	FMV	121,943.	121,943.
ADLER ENERGY INFRSTRUC V LLC	FMV	171,272.	171,272.
ADLER OPPORTUNISTIC DEBT II, L	FMV	183,945.	183,945.
ADLER CPVI, LLC	FMV	<43.>	<43.>
ADLER SMALL BUYOUT FUND, LLC	FMV	143,649.	143,649.
TOTAL TO FORM 990-PF, PART II, LINE 13		28,031,394.	28,031,394.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN	EXPENSE CONTRIB ACCOUNT
MICHAEL RAUENHORST 10350 BREN ROAD WEST MINNETONKA, MN 55343	PRESIDENT/DIRECTOR 2.00	0.	0.	0.
SUZANNE FLANNIGAN 10350 BREN ROAD WEST MINNETONKA, MN 55343	VICE PRESIDENT 0.25	0.	0.	0.
KRISTINE RAUENHORST 10350 BREN ROAD WEST MINNETONKA, MN 55343	TREASURER/DIRECTOR 1.50	0.	0.	0.
LORETTA RAUENHORST 10350 BREN ROAD WEST MINNETONKA, MN 55343	SECRETARY/DIRECTOR 1.50	0.	0.	0.
KRISTEN GRUBB 10350 BREN ROAD WEST MINNETONKA, MN 55343	TAX OFFICER 0.25	0.	0.	0.
JEFF TURNER 10350 BREN ROAD WEST MINNETONKA, MN 55343	DIRECTOR 1.50	0.	0.	0.
JANINE GESKE 10350 BREN ROAD WEST MINNETONKA, MN 55343	DIRECTOR 1.50	0.	0.	0.
KATHERINE MARSHALL 10350 BREN ROAD WEST MINNETONKA, MN 55343	DIRECTOR 1.50	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Opus Prize Foundation
A Statement Attached to and Made Part of Form 990-PF
For the Year Ending 12/31/13

Part XV, Grants and Contributions Paid During the Year 2013

<u>Recipient Name</u>	<u>Recipient Address</u>	<u>Relationship to Foundation Mgr or Subst Contributor</u>	<u>Foundation Status of Recipient</u>	<u>Purpose of Grant or Contribution</u>	<u>Amount</u>
Creating Hope International	P O Box 1058 Dearborn, MI 48121	None	PC	Charitable mission and activities of The Afghan Institute for Learning	\$1,000,000
Daughters of Charity of St Vincent De Paul - St Louise	Provincial Office, 4330 Olive Street St Louis, MO 63108-2622	None	PC	Charitable mission and activities	\$75,000
Fahima Institute	Jl Swasembada No 15, Majasem Karamulya Kota Cirebon, Jawa Barat 451132 Indonesia	None	NC	Charitable mission and activities	\$75,000
Family Unity International, Inc	12750 Stephen Place Elm Grove, WI 53122-1964	None	PC	General Operations	\$5,000
Friends of Canon Gideon Byamugisha	Ambassador of Life and Peace Centre Adjacent Bishop Samuel's Chapel Jinja Kalori-Katooke, Nabweru Sub County, Wakiso District P O Box 37270 Kampala, Uganda	None	NC	General Operations	\$4,000
Georgetown University	37th and O Streets NW Washington, DC 20057	None	PC	Opus Prize and Related Events	\$78,000
House of Ruth	5 Thomas Circle NW Washington, DC 20005-4153	None	PC	General Operations	\$1,000
Partners for Haitian Children	PO Box 4835 Washington, DC 20008	None	PC	General Operations	\$5,000
Sojourner Truth House Inc	P O Box 080319 Milwaukee, WI 53208	None	PC	General Operations	\$5,000
Total Grants 2013					\$1,248,000

Opus Prize Foundation

FEIN # 46-0434399

**A Statement Attached To and Made Part of Form 990-PF
For the year ended December 31, 2013**

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

Name and Address of Grantee:

Creating Hope International
P.O. Box 1058
Dearborn, MI 48121

Date and Amount of Grant/Payment:

12/19/2013 – \$1,000,000

Purpose of Grant:

In honor of Sakena Yacoobi in support of The Afghan Institute for Learning charitable mission and activities in Afghanistan.

Total amounts expended as of December 31, 2013 since grant was awarded:

\$0.0

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

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

Report Received from Grantee on: NA – Report not yet received as grantee received funds at year end 2013. Reporting will be completed as required in future period.

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

Not applicable

Opus Prize Foundation

FEIN # 46-0434399

A Statement Attached To and Made Part of Form 990-PF For the year ended December 31, 2013

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

Name and Address of Grantee:

Fahima Institute
Jl. Swasembada No. 15, Majasem Karamulya
Kota Cirebon, Jawa Barat 451132
Indonesia

Date and Amount of Grant/Payment:

12/20/2013 – \$75,000

Purpose of Grant:

Opus Prize

Total amounts expended as of December 31, 2013 since grant was awarded:

\$0.0

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

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

Report Received from Grantee on: NA – Report not yet received as grantee received funds at year end 2013. Reporting will be completed as required in future period.

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

Not applicable

Opus Prize Foundation

FEIN # 46-0434399

A Statement Attached To and Made Part of Form 990-PF For the year ended December 31, 2013

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

Name and Address of Grantee:

Friends of Canon Gideon Byamugisha
Ambassador of Life and Peace Centre
Adjacent Bishop Samuel's Chapel
Jinja Kalori-Katooke, Nabweru Sub County,
Wakiso District
P.O.Box 37270 Kampala, Uganda
Kampala
Uganda

Date and Amount of Grant/Payment:

12/19/2013 – \$4,000

Purpose of Grant:

General Operations

Total amounts expended as of December 31, 2013 since grant was awarded:

\$0.0

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

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

Report Received from Grantee on: NA – Report not yet received as grantee received funds at year end 2013. Reporting will be completed as required in future period.

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

Not applicable

Opus Prize Foundation

FEIN # 46-0434399

A Statement Attached To and Made Part of Form 990-PF For the year ended December 31, 2013

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

Name and Address of Grantee:

Salute e Sviluppo
Piazza della Maddalena
53-00186
Rome
Italy

Date and Amount of Grant/Payment:

12/22/2006 – \$1,000,000

Purpose of Grant:

Honoree: Dr. Zilda Arns Neumann -
Pastoral da Crianca's charitable mission and activities (Curitiba - Paraná - Brazil)
Opus Prize recipient 2006
Grant Agreement signed November 22, 2006

Total amounts expended as of December 31, 2013 since grant was awarded:

\$612,850.96

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

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

Report Received from Grantee on: 4/3/2014

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

Not applicable

Opus Prize Foundation

FEIN # 46-0434399

**A Statement Attached To and Made Part of Form 990-PF
For the year ended December 31, 2013**

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

Name and Address of Grantee:

Association Solidarité Féminine
10 Rue Mignard
Quartier Palmier
Casablanca
Morocco

Date and Amount of Grant/Payment:

12/1/2009 – \$1,000,000

Purpose of Grant:

Association Solidarite Feminine's charitable mission and activities

Total amounts expended as of December 31, 2013 since grant was awarded:

\$76,547.19

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

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

Report Received from Grantee on: 06/27/2014.

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

Not applicable

Opus Prize Foundation

FEIN # 46-0434399

**A Statement Attached To and Made Part of Form 990-PF
For the year ended December 31, 2013**

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

Name and Address of Grantee:

Ateliê de Idéias (AdI)
Rua Tenente Setúbal, 90
São Benedito, Vitória, Espírito Santo
Brazil

Date and Amount of Grant/Payment:

12/19/2012 – \$100,000

Purpose of Grant:

Charitable Mission and Activities

Total amounts expended as of December 31, 2013 since grant was awarded:

\$100,000

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

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

Report Received from Grantee on: 11/10/2014

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

Not applicable