Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning SEP 1, 2009, and ending AUG 31, 2010

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: OP & WE EDWARDS FOUNDATION INC

Number and street (or P O box number if mail is not delivered to street address): PO BOX 2445 — Room/suite:

City or town, state, and ZIP code: RED LODGE, MT 59068-2445

A Employer identification number: 13-6100965

B Telephone number: (406)446-1077

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 28,899,202.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	1,056,000.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	28,516.	28,516.		STATEMENT 1
	4 Dividends and interest from securities	1,684,555.	1,684,555.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<11,316.>			
	b Gross sales price for all assets on line 6a <11,316.>				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	2,171,694.	2,021,466.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	4,929,449.	3,734,537.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	18,420.	9,210.		9,210.
	15 Pension plans, employee benefits	5,576.	2,788.		2,788.
	16a Legal fees				
	b Accounting fees STMT 4	12,150.	6,075.		6,075.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	36,808.	0.		0.
	19 Depreciation and depletion	327,373.	2,154.		
	20 Occupancy	7,204.	3,602.		3,602.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	57,644.	32,891.		24,753.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	465,175.	56,720.		46,428.
	25 Contributions, gifts, grants paid	3,738,932.			3,738,932.
	26 **Total expenses and disbursements.** Add lines 24 and 25	4,204,107.	56,720.		3,785,360.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	725,342.			
	b **Net investment income** (if negative, enter -0-)		3,677,817.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
E2-627 APR 04 2011 IRS-OSC
OGDEN, UT

SCANNED APR 0 6 2011

923501 02-02-10 LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions. Form **990-PF** (2009)

11210322 792194 134285 2009.05070 OP & WE EDWARDS FOUNDATION 134285_1

8
2

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	2,980,442.	1,772,347.	1,772,347.
	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		8,191.	8,191.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	2,569,356.	2,569,356.	7,695,897.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	16,775,834.	18,459,343.	17,954,287.
	14 Land, buildings, and equipment: basis ▶ 15,029.			
	Less accumulated depreciation ▶ 10,041.	7,142.	4,988.	4,988.
	15 Other assets (describe ▶ STATEMENT 9)	1,441,043.	1,463,492.	1,463,492.
	16 **Total assets** (to be completed by all filers)	23,773,817.	24,277,717.	28,899,202.
Liabilities	17 Accounts payable and accrued expenses	1,067.	1,394.	
	18 Grants payable			
	19 Deferred revenue	197,936.		
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)	23,833.	0.	
	23 **Total liabilities** (add lines 17 through 22)	222,836.	1,394.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	8,927,597.	8,927,597.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	14,623,384.	15,348,726.	
	30 **Total net assets or fund balances**	23,550,981.	24,276,323.	
	31 **Total liabilities and net assets/fund balances**	23,773,817.	24,277,717.	

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	23,550,981.
2	Enter amount from Part I, line 27a	2	725,342.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	24,276,323.
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	24,276,323.

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	CL&F RESOURCES L.P. ID #76-0690190	P		
b	CL&F RESOURCES L.P. ID #76-0690190	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	<3,125.>			<3,125.>
b	<8,191.>			<8,191.>
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				<3,125.>
b				<8,191.>
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 — <11,316.>

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	3,908,193.	10,113,344.	.386439
2007	4,380,063.	13,258,625.	.330356
2006	6,743,286.	15,837,407.	.425782
2005	4,454,141.	14,870,309.	.299533
2004	5,581,468.	13,045,039.	.427861

2	**Total** of line 1, column (d)	2	1.869971
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	.373994
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	10,740,247.
5	Multiply line 4 by line 3	5	4,016,788.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	36,778.
7	Add lines 5 and 6	7	4,053,566.
8	Enter qualifying distributions from Part XII, line 4	8	4,282,860.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	36,778.
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	36,778.
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	36,778.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 45,000.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	45,000.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	31.
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	8,191.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶	8,191. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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.*	1b		X
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) ▶ NY			
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ ANDERSON ZURMUEHLEN & CO PC Telephone no. ▶ (406)245-5136

Located at ▶ 1601 LEWIS AVE., SUITE 105, BILLINGS, MT ZIP+4 ▶ 59102

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

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	1b		
	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 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ 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 2009 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 2009.)*		3b		X
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 2009?		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)? N/A | 5b |

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? N/A ☐ 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 10		0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
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 PRI FOR MOUNTAIN SPRINGS VILLA LOAN MADE AT A BELOW-MARKET INTEREST RATE	100,000.
2 BOYS AND GIRLS CLUB OF THE LITTLE ROCKIES LOAN MADE AT A BELOW-MARKET INTEREST RATE	10,000.
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	110,000.

Form **990-PF** (2009)

923561
02-02-10

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	2,705,433.
b	Average of monthly cash balances	1b	2,730,478.
c	Fair market value of all other assets	1c	5,467,893.
d	**Total** (add lines 1a, b, and c)	1d	10,903,804.
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	10,903,804.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	163,557.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,740,247.
6	**Minimum investment return.** Enter 5% of line 5	6	537,012.

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	537,012.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a 36,778.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	36,778.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	500,234.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	500,234.
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	500,234.

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	3,785,360.
b	Program-related investments - total from Part IX-B	1b	110,000.
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	387,500.
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,282,860.
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	36,778.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,246,082.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				500,234.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 5,095,374.				
b From 2005 3,925,712.				
c From 2006 6,013,134.				
d From 2007 3,778,516.				
e From 2008 3,498,748.				
f Total of lines 3a through e	22,311,484.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 4,282,860.				
a Applied to 2008, 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 2009 distributable amount				500,234.
e Remaining amount distributed out of corpus	3,782,626.			
5 Excess distributions carryover applied to 2009 (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	26,094,110.			
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 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				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 2004 not applied on line 5 or line 7	5,095,374.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	20,998,736.			
10 Analysis of line 9:				
a Excess from 2005 3,925,712.				
b Excess from 2006 6,013,134.				
c Excess from 2007 3,778,516.				
d Excess from 2008 3,498,748.				
e Excess from 2009 3,782,626.				

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 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED SCHEDULE	NONE			3738932.
Total			▶ 3a	3738932.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	28,516.	
4 Dividends and interest from securities			14	1,684,555.	
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			14	2,021,466.	
8 Gain or (loss) from sales of assets other than inventory			18	<11,316.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a INCOME FROM CL&F					
b RESOURCES L.P.					
c ID#76-0690190	211110	150,228.			
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		150,228.		3,723,221.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 3,873,449.

(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).

923821 02-02-10

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 or fiduciary) is based on all information of which preparer has any knowledge

[signature] Mar 29, 2011 PRESIDENT

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	DULCY N. NIEMELA, CPA [signature]	Date 3-22-11	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	ANDERSON ZURMUEHLEN & CO., P.C. 1601 LEWIS AVE, STE 105 BILLINGS, MT 59102	EIN	Phone no. 406-245-5136

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization	Employer identification number
OP & WE EDWARDS FOUNDATION INC	13-6100965

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. *Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions*

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. .... ▶ $ ______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
OP & WE EDWARDS FOUNDATION INC	13-6100965

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	HARRIET E GAMPER PO BOX 2445 RED LODGE, MT 59068	$ 1,000,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	JO ANN EDER PO BOX 2445 RED LODGE, MT 59068	$ 56,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
OP & WE EDWARDS FOUNDATION INC	13-6100965

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: OP & WE EDWARDS FOUNDATION INC

Employer identification number: 13-6100965

Part III **Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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

SOURCE	AMOUNT
ALTERNATIVES FEDERAL CREDIT UNION	996.
APPALACHIAN FEDERAL CREDIT UNION	1,090.
FIRST INTERSTATE BANK	23,857.
INTERNAL REVENUE SERVICE	495.
LOUISVILLE COMMUNITY DEVELOPMENT BANK	541.
OPPORTUNITIES CREDIT UNION	1,506.
WELLS FARGO	31.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	28,516.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CONTINENTAL LAND & FUR CO INC	1,682,456.	0.	1,682,456.
SENTINEL MM ACCOUNTS	2,099.	0.	2,099.
TOTAL TO FM 990-PF, PART I, LN 4	1,684,555.	0.	1,684,555.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM CL&F RESOURCES L.P. ID#76-0690190	1,997,373.	1,997,373.	
INTEREST INCOME FROM COMMUNITY INVESTMENT NOTES	10,306.	10,306.	
INTEREST INCOME FROM LOANS RECEIVABLE FROM EXEMPT COMMUNITY ORGANIZATIONS	13,787.	13,787.	
INCOME FROM CL&F RESOURCES L.P. ID#76-0690190	150,228.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,171,694.	2,021,466.	

FORM 990-PF — ACCOUNTING FEES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	12,150.	6,075.		6,075.
TO FORM 990-PF, PG 1, LN 16B	12,150.	6,075.		6,075.

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	36,808.	0.		0.
TO FORM 990-PF, PG 1, LN 18	36,808.	0.		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	19,389.	9,695.		9,694.
MISCELLANEOUS	1,911.	955.		956.
OFFICE & POSTAGE	6,867.	3,434.		3,433.
TRAVEL	9,307.	4,653.		4,654.
CONFERENCES & MEETINGS	4,498.	2,249.		2,249.
CONTINUING EDUCATION	7,535.	3,768.		3,767.
S1231 LOSS - CL&F RESOURCES L.P. ID #76-0690190	8,137.	8,137.		0.
TO FORM 990-PF, PG 1, LN 23	57,644.	32,891.		24,753.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CONTINENTAL LAND & FUR CO INC	2,459,356.	7,585,897.
COMMUNITY CAPITAL BANK	10,000.	10,000.
COOPERATIVE ASSISTANCE FUND	100,000.	100,000.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,569,356.	7,695,897.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CL&F RESOURCES LP	FMV	18,251,780.	17,700,427.
SENTINEL SUSTAINABLE CORE OPPRT	FMV	207,563.	253,860.
TOTAL TO FORM 990-PF, PART II, LINE 13		18,459,343.	17,954,287.

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	15,611.	17,856.	17,856.
LOANS RECEIVABLE FROM EXEMPT COMMUNITY ORGANIZATIONS	1,020,432.	1,030,636.	1,030,636.
COMMUNITY INVESTMENT NOTES	405,000.	415,000.	415,000.
TO FORM 990-PF, PART II, LINE 15	1,441,043.	1,463,492.	1,463,492.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JO ANN EDER PO BOX 2445 RED LODGE, MT 59068	PRESIDENT & TREASURER 15.00	0.	0.	0.
HARRIET E GAMPER PO BOX 2445 RED LODGE, MT 59068	DIRECTOR 1.00	0.	0.	0.
DAVID E GAMPER PO BOX 2445 RED LODGE, MT 59068	VICE PRESIDENT 1.00	0.	0.	0.
MARK D EDER PO BOX 2445 RED LODGE, MT 59068	SECRETARY 1.00	0.	0.	0.
CHRISTOPHER E GAMPER PO BOX 2445 RED LODGE, MT 59068	DIRECTOR 1.00	0.	0.	0.
JESSICA DUNBAR PO BOX 2445 RED LODGE, MT 59068	DIRECTOR 1.00	0.	0.	0.
*				
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.
* GISELA GAMPER PO BOX 2445 RED LODGE MT 59068	DIRECTOR 1.00	∅	∅	∅

General Fund

Alternative Education Resource Organization 31-6050408 Roslyn Heights, NY
Director's Discretionary grant as part of a grant for salary and operating costs not for direct program support. $5,000.00

The Albany Free School 23-7112492 Albany,NY
support for the internship program $4,000.00

American Indian Institute 81-0339551 Bozeman,MT
$15,000 to be allocated for support of the Youth and Elder Council and the Traditional Youth Leadership program, the other $10,000 can be used for general support. $25,000.00

Arlee Community Development Corporation 77-0591042 Arlee,MT
help sustain and strengthen youth programs that have been developed on the Flathead Indian Reservation, in particular the After School Art program. $12,000.00

Baby's Space - A Place to Grow 20-4502788 Minneapolis,MN
childcare scholarships for Native American families $15,000.00
childcare scholarships for Native American families $20,000.00

Big Brothers Big Sisters of Lake County & the Flathead Reservation 81-0362546 Polson,MT
annual general support for Native American School-Based Mentoring Project $20,000.00

Big Sky Institute for the Advancement of Nonprofits 81-0529716 Helena,MT
partial support of the 2010 program activities for BSI's Montana Nonprofit Connections (MNC) Program. $30,000.00

Big Sky Youth Empowerment Project, Inc 81-0543203 Bozeman, MT
general operating support for this adventure based group mentoring program $20,000.00

Boys & Girls Club of Carbon County 81-0493132 Red Lodge,MT
support for ED salary $25,000.00

Boys & Girls Club of the Eastern Shoshone Tribe 83-0314791 Fort Washakie, WY
Directors Discretionary grant for travel expenses to B&GC Summit training $213.17

Boys & Girls Club of the Little Rockies 90-0443789 Hays, MT
support for the SMART Moves program. $20,000.00

Boys & Girls Club of the Northern Cheyenne Nation 36-3945776 Lame Deer, MT
general support $85,000.00

Brooklyn Free School 20-1506040 Brooklyn,NY
scholarship support for low-income students $20,000.00
1:1 matching grant for tuition assistance for low income students to match funds given by the Bay and Paul Foundations. $10,000.00

Center for Creative Education 94-3152269 Kingston,NY
annual general support of the Thomas Street site in mid-town Kingston and support for the development of a program design for the new Carnegie Center for Arts and Technology $50,000.00

Center Pole/Congressional District Programs 65-0970090 Garryowen,MT
to fund activities for reservation children and youth that emphasize the teachings and practices of traditional Crow life ways as well as support the development of practical life skills that promote success in education beyond Indian Country as well as success in life as a member of a traditional community $20,000.00

Cloud Horse Art Institute 46-0461749 Kyle,SD
support for seasonal art and Science immersion camps. $5,000.00
part of challenge grant which must be matched with cash donations or grants, before it is received $2,450.00

City Stage 51-0147180 Boston, MA
For their performing arts education programs for urban youth from preschool through high school age year 3 of 3 $35,000.00

Community Center for Youth 91-2088665 Walla Walla,WA
annual general operating support $20,000.00

The Community School 01-0326419 Camden,ME
annual general support of The Community School $35,000.00

Denver Indian Family Resource Center 84-1568837 Denver, CO
Directors Discretionary grant for general support in honor of Phyllis Bigpond $5,000.00

The Dome Project 13-3060257 New York, NY
help increase organizational support for the Juvenile Justice, Academic Tutoring and College Prep Program programs, expand their scope and provide added cohesion year two of three $120,000.00
year three of three $100,000.00

Domestic and Sexual Violence Services of Carbon County 20-2358889 Red Lodge,MT
continuation support for its comprehensive violence prevention education programming in Carbon County $30,000.00
The Teen Dating Violence Prevention Initiative: Addressing Youth in Frontier America RWJ Local Partnership grant $40,000.00

El Faro de los Animales 66-0601385 Punta Santiago,Puerto Rico
support for Creating Compassion IV $30,000.00

Farmworker Housing Development Corporation 93-1055994 Woodburn,OR
annual general support $25,000.00

The Flagship Program 81-0307814 Missoula,MT
support for The Flagship Program's after-school program at Lowell Elementary
$18,000.00

Food Works at Two Rivers Center 22-2933300 Montpelier,VT
support of Gardens for Learning Program $35,000.00

The Foundation Center 13-1837418 New York,New York
general support for Foundation Center's free programs and services for grantseekers and grantmakers in 2009. $2,000.00

Friends of Children of Walla Walla 71-0886777 Walla Walla,WA
annual support to assist in funding the Friends Community-Based Program. $20,000.00

The Friends of Green Chimneys 13-3897106 Brewster,NY
to support our vocational programming for at risk children with emotional, behavioral, social and learning challenges $25,000.00

Friendship House 81-0300497 Billings,MT
support of the Summer Enrichment Project $30,000.00

The Harmony Project 20-3328575 Denver,CO
general operating support for 2010 $25,000.00
Part of a $15,000 1:1 matching challenge grant used to encourage support by matching donations and/or grants from organizations and individuals not already supporting the Harmony Project. $5,000.00

Harmony School Education Center 35-1554219 Bloomington,IN
scholarship support for economically disadvantaged young people to attend.year two of three $80,000.00

Hopa Mountain 84-1635749 Bozeman,Montana
general operating support, support of Storymakers and support for youth leadership camps
$22,000.00
year one of a three year grant to support Strengthening the Circle $50,000.00

Indian Nonprofit Alliance Roscoe,MT
Commitment of $50,000 for the year to be granted as follows: $10,000 granted April 1st and the remaining $40,000 to be granted only when matched with other funding. The total of $50,000 is to be allocated as: $20,000 for general support, $25,000 to develop and implement the survey of reservation nonprofits, and $5,000 as grants to reservation nonprofit leaders to attend the MNA conference. Hopa Mountain 84-1635749 is now the fiscal agent $10,000.00

Interfaith Hospitality Network of Yellowstone County 20-0323622 Billings,MT
to provide enrichment opportunities and activities for homeless and recently homeless children in Yellowstone County. $6,000.00

Kwanzaa Community Church 27-0031853 Minneapolis,MN
support for summer Freedom School and year-round after-school program
$40,000.00

Lawrence Partners in Education, Inc 04-3156452 Lawrence,MA
Directors Discretionary grant for annual general operating support for this mentoring program in Lawrence, MA. $5,000.00

The Lineage Project 94-3213100 New York, NY
general support for expansion of the yoga/meditation classes taught to incarcerated youth. Tides Foundation is the fiscal agent $25,000.00

Manaia Youth Programs 20-1110069 Livingston,MT
annual general operating support $18,000.00

Media4Good 26-0603721 Manchester,VT
general support for Youth Interactive 2010 of which $25,000 is granted immediately; the remaining $25,000 is a challenge grant which must be matched with cash contributions. The allocation of the total $50,000 is as follows: $25000 for the Montana program and its Hub schools and $25000 for general support. $25,000.00

Minnesota Indian Women's Resource Center 41-1500950 Minneapolis, MN
Scholarships for Native American families $11,600.00
to provide scholarship funds for impoverished American Indian children. $15,000.00

Montana Nonprofit Association 73-1654969 Helena, MT
Principles and Practices for Nonprofit Excellence in Montana Training Program year two of three $20,000.00
Director's Discretionary grant for Gold Sponsorship of 2010 conference $3,500.00

P.E.C.E.S. 66-0444454 Punta Santiago, PR
general support of Dolphins in the Daylight 2008 - 2011 Daring, Dedicated, Dynamic, Designers of the Future. Year three of three $121,355.00

Peninsula Children's Center 93-0585460 Portland,OR
general support grant that will fund the tuition assistance portion of our Child Care Quality Indicators Improvement Project (CCQIIP) $40,000.00

People's Partners for Community Development 41-2102823 Lame Deer,MT
Director's Discretionary grant as support for Respect Camp 2010 $4,000.00

Philanthropy Northwest 91-1110995 Seattle,WA
Director's Discretionary grant to support on the ground correspondent work for the Montana/Wyoming E-Bulletin $5,000.00

Planned Parenthood of Montana 81-0307201 Billings, MT
general funding to help support their Native American Initiative year 3 of 3 $108,797.00

Portland YouthBuilders 94-3123483 Portland,Oregon
annual general operating support $35,000.00

The Posse Foundation 13-3840394 New York, NY
General support $25,000.00

Red Lodge Area Community Foundation 20-0192255 Red Lodge,MT
support of the development of a local Non-Profit Network and Center. Year two of three $30,000.00
Director's Discretionary grant for Fun Run 7 sponsorship $1,000.00

Reuben Lindh Family Services Four Directions Family Center 41-1251871 Minneapolis,MN
Scholarship support for Native American youth $11,600.00
support for direct scholarship dollars for the children that attend our childcare (predominately Native Americans) $20,000.00

Sage Hill Camp, Inc. 84-6050193 Jamaica,VT
support for the Sage Hill Summer Camp and year round program 2009 $6,554.00
support for the Sage Hill Summer Camp and year round program. 2010 $7,763.00

Society for Art Publications of the Americas 94-2923815 San Francisco,CA
support for the Meridian Interns Program (MIP) $30,000.00

Southside Family Nurturing Center 41-1274177 Minneapolis, MN
support for their program of intensive, therapeutic, early childhood education and supportive services for families at risk for child abuse and neglect to establish and nurture family relationships and break the cycle of family violence. $40,000.00

Stand for Children Leadership Center 52-1957214 Portland,OR
annual general support of Stand for Children Leadership Center's Oregon section. $20,000.00

STARS Nashville 62-1285699 Nashville, TN
support for the Partners, Inc. Program $60,000.00

Thrive 36-3501185 Bozeman,MT
to provide childcare scholarships for families participating in our Partnership Project to Strengthen Families of which $15,000 is for scholarships and $2,000 is for an Emergency Fund. $17,000.00

United Movement to End Child Soldiering 51-0414602 Washington,DC
$25,000 to the A-Factor Project, $30,000 to the Northern Uganda Education Program and $15,000 to general support. $70,000.00

United Way for the Greater New Orleans Area 72-0471369 New Orleans,LA
support for the Fast Track CDA Certification Program $25,000.00

VAMOS! 03-0309899 Weston, VT
Annual support to help in funding the classes and training sessions around Cuernavaca, Mexico year 3 of 3 $15,000.00

Vermont Arts Exchange 03-0343015 North Bennington,VT
annual general support $30,000.00

Wind River Alliance 77-0597135 Fort Washakie,WY
Matching funds (1:1) for general support or support of youth programs $15,000.00
support for the youth-developed and youth-led PeaceMakers Initiative. $15,000.00

Windham Child Care Association 03-0286425 Brattleboro,VT
funding for program and core agency support to strengthen our work with early childhood educators, families needing child care, and our community. $23,000.00

Wisdom of the Elders 93-1164114 Portland, OR
Discovering our Story Youth Project $10,000.00

Women's Studio Workshop 22-2147463 Rosendale, NY
Hands-on-Art project $12,000.00

YWCA-Minneapolis 41-06993891 Minneapolis, MN
Native American Child Care Scholarships $11,600.00
Native American Child Care Scholarships $20,000.00

TOTAL GENERAL FUND GRANTS **$2,149,432.17**

Astronomy Fund

Yellowstone Park Foundation 83-0311166 Bozeman, MT	
Dark Skies: Ft. Yellowstone	$20,000.00
Lowell Observatory 86-0098918	
Navajo-Hopi Outreach year 3 of 3	$12,000.00
Cornell University 15-0532082	
Arecibo Observatory DPS Public Outreach	$3,500.00
Earth & Sky, Inc. 74-2837453 Austin, TX	
Tonight's Sky 2010-11	$20,000.00
TOTAL ASTRONOMY FUND GRANTS PAID	**$55,500.00**

Environmental Fund

Beartooth Nature Center 81-0422009 Red Lodge, MT	
to support the educational component of the Beartooth Nature Center	$28,200.00
The Friends of Green Chimneys 13-3897106 Brewster,NY	
Wildlife Rescue	$10,000.00
TOTAL ENVIRONMENTAL FUND GRANTS PAID	**$38,200.00**

Arts Fund

CEPA Gallery 23-7442268 Buffalo, NY	$10,000.00
General support	
Dance Theater Workshop 13-6206608 Urbana, IL	$5,000.00
Cynthia Oliver Dance	
Deep Listening Institute 14-1679235 Kingston, NY	$30,000.00
General support	
The Field 13-3357408 New York, NY	$5,000.00
Annabella Lenzu/ DanceDrama dance projects	
Harmonic Arts Society 13-3141299 Brooklyn, NY	$10,000.00
General support	
Harvestworks Digital Media Arts Center 13-2891159 New York, NY	$12,500.00
Harvestworks' Artist in Residency Program	
ISSUE Project Room 20-0367608	$10,000.00
General Support	
Krannert Art Museum 31-6000511 Champaign, IL	$5,000.00
General Support	
Location One 13-3951504 New York, NY	$5,000.00
Proposed Media Production Fund	
Dance Continuum for Susan Marshall & Company 13-3109381 New York, NY	
General support	$10,000.00
Roulette Intermedium 36-3046751 New York, NY	$15,000.00
Second of three year grant	
Vanguard Visions 13-3980928 Stockholm, Sweden	$10,000.00
General Support	
Women's Studio Workshop 22-2147463 Rosendale, NY	$10,000.00
General support	

TOTAL GRANTS PAID ARTS FUND	**$137,500.00**

W. E. Edwards Fund – Testamentary Contributions

American Bible Society, New York, NY	$16,800.00
Religious and charitable work.	
Asbury College, Wilmore, KY	$167,700.00
General support.	
Boy Scouts of America, Findlay, OH	$16,800.00
General support – Put-Han-Sen Council	
Board of Education, Leipsic, OH	$83,800.00
Music programs, library, playground, science department	
Leipsic United Methodist Church, Leipsic, OH	
Christian education and music programs	$167,700.00
Scholarship and missionaries	$83,800.00
Life Enriching Communities Foundation	$167,700.00
Benevolent Care Fund for health care residents requiring financial assistance	
Pacific Garden Mission, Chicago, IL	$16,800.00
General religious and charitable work.	
Piney Woods School, Piney Woods, MS	$83,800.00
General support.	
Putnam Acres Care Center, Ottawa, OH	$16,800.00
For the comfort and enjoyment of residents.	
Salvation Army, Cincinnati, OH	$83,800.00
General charitable work.	
Starr Commonwealth Schools, Van Wert, OH	$83,800.00
General support of school.	
Village of Leipsic, Leipsic, OH	$16,800.00
Maintain and support the library, parks and swimming pool program.	
Wesley Services Organization, Cincinnati, OH	$167,700.00
General support of elder care services.	
West Ohio Conference, United Methodist Church, Columbus, OH	$167,700.00
Pension fund for retired ministers.	
Wycliffe Bible Translators, Santa Anna, CA	$16,800.00
For missionary work. (David Mason)	
TOTAL GRANTS PAID WEE FUND	**$1,358,300.00**

TOTAL GRANTS PAID ALL FUNDS	**$3,738,932.17**

PRI LOANS MADE THIS FY

Neighborworks Montana 81-0543240 Great Falls, MT	
Loan for Mountain Springs Villas Red Lodge, MT	$100.000.00
Boys & Girls Club of the Little Rockies 90-0443789 Hays, MT	
Bridge loan to cover gap in government funding	$10,000.00
TOTAL PRI LOANS MADE THIS FY	**$110,000.00**

Multi Year Grants paid this FY

Community Action Brattleboro Area/Windham Child Care Association Brattleboro, VT
10/8/2010 Year three of thee $17,500.00

Harmony School Education Center 35-1554219 Bloomington,IN
scholarship support for economically disadvantaged young people to attend
2011 year three of three $80,000.00

Hopa Mountain 84-1635749 Bozeman,Montana
grant to support Strengthening the Circle
2011 year two of three $50,000.00
2012 year three of three $50,000.00

Montana Nonprofit Association 73-1654969 Helena, MT
Principles and Practices for Nonprofit Excellence in Montana Training Program
2011 year three of three $20,000.00

Red Lodge Area Community Foundation 20-0192255 Red Lodge,MT
Support of the development of a local Non-Profit Network and Center.
2011 Year three of three $20,000.00

The Symphony Women's Association 86-6051375 Tuscon, AZ
9/2/2010 Year three of three $10,000.00

Vermont Community Foundation 22-2712160 Middlebury, VT
10/2/2010 year one of four $35,000.00
2011 year two of four $35,000.00
2012 year three of four $35,000.00
2013 year four of four $35,000.00

Total **$387,500.00**

Form **8868**
(Rev. January 2011)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization	Employer identification number
File by the due date for filing your return See instructions	OP & WE EDWARDS FOUNDATION INC	13-6100965
	Number, street, and room or suite no. If a P.O. box, see instructions. PO BOX 2445	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. RED LODGE, MT 59068-2445	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ ANDERSON ZURMUEHLEN & CO PC 1601 LEWIS AVE., SUITE 106 - BILLINGS, MT 59102
  Telephone No. ▶ (406)245-5136 FAX No. ▶ (406) 245-6056
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______. If this is for the whole group, check this box ▶ [ ]. If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until APRIL 15, 2011, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ [ ] calendar year ______ or
▶ [X] tax year beginning SEP 1, 2009, and ending AUG 31, 2010.

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return
[ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 35,036.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 45,000.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.