Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning SEP 1, 2012 , and ending AUG 31, 2013

Name of foundation: OP & WE EDWARDS FOUNDATION INC

A Employer identification number: 13-6100965

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

Room/suite:

B Telephone number: 406-446-1077

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

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 34,130,144.

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

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

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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	1,701,000.		N/A	
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	7,771.	7,771.		STATEMENT 1
4	Dividends and interest from securities	498,353.	498,353.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	59,048.			
b	Gross sales price for all assets on line 6a 114,314.				
7	Capital gain net income (from Part IV, line 2)		59,048.		
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	1,742,983.	1,327,983.		STATEMENT 3
12	**Total.** Add lines 1 through 11	4,009,155.	1,893,155.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages	32,250.	16,125.		16,125.
15	Pension plans, employee benefits	6,390.	3,195.		3,195.
16a	Legal fees				
b	Accounting fees STMT 4	11,650.	5,825.		5,825.
c	Other professional fees				
17	Interest				
18	Taxes STMT 5	86,866.	0.		0.
19	Depreciation and depletion	417,615.	2,717.		
20	Occupancy	6,531.	3,266.		3,265.
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 6	57,007.	42,191.		14,816.
24	**Total operating and administrative expenses.** Add lines 13 through 23	618,309.	73,319.		43,226.
25	Contributions, gifts, grants paid	2,380,472.			2,380,472.
26	**Total expenses and disbursements.** Add lines 24 and 25	2,998,781.	73,319.		2,423,698.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	1,010,374.			
b	**Net investment income** (if negative, enter -0-)		1,819,836.		
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	3,290,286.	2,738,256.	2,738,256.
	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 STMT 7	2,569,356.	2,559,356.	17,320,432.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 8	23,649,464.	24,222,333.	13,339,751.
	14	Land, buildings, and equipment: basis ▶ 21,426.			
		Less accumulated depreciation STMT 9 ▶ 16,545.	6,434.	4,881.	4,881.
	15	Other assets (describe ▶ STATEMENT 10)	738,376.	726,824.	726,824.
	16	**Total assets** (to be completed by all filers)	30,253,916.	30,251,650.	34,130,144.
Liabilities	17	Accounts payable and accrued expenses	5,102.	2,573.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)	1,010,110.	0.	
	23	**Total liabilities** (add lines 17 through 22)	1,015,212.	2,573.	
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	10,234,573.	11,270,041.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	19,004,131.	18,979,036.	
	30	**Total net assets or fund balances**	29,238,704.	30,249,077.	
	31	**Total liabilities and net assets/fund balances**	30,253,916.	30,251,650.	

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	29,238,704.
2	Enter amount from Part I, line 27a	2	1,010,374.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	30,249,078.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING	5	1.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	30,249,077.

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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	5201.56SH SENTINEL SUSTAINABLE CORE			
b	OPPORTUNITIES FUND	P	VARIOUS	02/26/13
c	400SH COMMUNITY CAPITAL BANK	P	VARIOUS	04/16/13
d	CL&F RESOURCES L.P. ID #76-0690190	P		
e	CL&F RESOURCES L.P. ID #76-0690190	P		

	(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	80,000.	0.	45,266.	34,734.
c	16,000.	0.	10,000.	6,000.
d	526.			526.
e	17,788.			17,788.

	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				34,734.
c				6,000.
d				526.
e				17,788.

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 59,048.

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	3,207,721.	33,599,388.	.095470
2010	3,074,651.	27,202,752.	.113027
2009	4,246,082.	10,740,247.	.395343
2008	3,908,193.	10,113,344.	.386439
2007	4,380,063.	13,258,625.	.330356

2	**Total** of line 1, column (d)	2	1.320635
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	.264127
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	33,339,404.
5	Multiply line 4 by line 3	5	8,805,837.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	18,198.
7	Add lines 5 and 6	7	8,824,035.
8	Enter qualifying distributions from Part XII, line 4	8	2,423,698.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	36,397.
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	36,397.
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	36,397.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	45,584.		
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	45,584.
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	9,187.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 9,187. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ OPWEEDWARDS.ORG

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶ 406-446-1077

Located at ▶ PO BOX 2445, RED LODGE, MT ZIP+4 ▶ 59068-2445

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)? 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 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______ , ______ , ______ , ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______ , ______ , ______ , ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	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 2012?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** X

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? **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 11		0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
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 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:				
a	Average monthly fair market value of securities			1a	17,659,515.
b	Average of monthly cash balances			1b	3,152,098.
c	Fair market value of all other assets			1c	13,035,498.
d	**Total** (add lines 1a, b, and c)			1d	33,847,111.
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	33,847,111.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	507,707.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	33,339,404.
6	**Minimum investment return.** Enter 5% of line 5			6	1,666,970.

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	1,666,970.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	36,397.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	36,397.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,630,573.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	1,630,573.
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	1,630,573.

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	2,423,698.
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	2,423,698.
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	2,423,698.

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.

Form **990-PF** (2012)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,630,573.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: _____ , _____ , _____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 3,778,516.				
b From 2008 3,498,748.				
c From 2009 3,782,626.				
d From 2010 1,780,490.				
e From 2011 2,494,812.				
f **Total** of lines 3a through e	15,335,192.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 2,423,698.				
a Applied to 2011, 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 2012 distributable amount				1,630,573.
e Remaining amount distributed out of corpus	793,125.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	16,128,317.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				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 2007 not applied on line 5 or line 7	3,778,516.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	12,349,801.			
10 Analysis of line 9:				
a Excess from 2008 3,498,748.				
b Excess from 2009 3,782,626.				
c Excess from 2010 1,780,490.				
d Excess from 2011 2,494,812.				
e Excess from 2012 793,125.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

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

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

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

1 **Information Regarding Foundation Managers:**

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

JO ANN EDER

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 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				2,380,472.
Total			▶ 3a	2,380,472.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	7,771.	
4 Dividends and interest from securities			14	498,353.	
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	1,327,983.	
8 Gain or (loss) from sales of assets other than inventory			18	59,048.	
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	415,000.			
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		415,000.		1,893,155.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 2,308,155.

(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).

223621
12-05-12

Form **990-PF** (2012)

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

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

Signature of officer or trustee

Date: 4/11/2014

Title: PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
DULCY N. NIEMELA, CPA	DULCY N. NIEMELA,	02/11/14		P00080791

Firm's name ▶ ANDERSON ZURMUEHLEN & CO., P.C.

Firm's EIN ▶ 81-0385940

Firm's address ▶ P.O. BOX 20435
BILLINGS, MT 59104-0435

Phone no. 406-245-5136

Form 990-PF, Part VII-B, Line 5c - Expenditure Responsibility Statement

Recipient's Name and Address NO. 1	Grant Amount	Date of Grant	Amount Expended	Verification Date
EAST BAY COMMUNITY MUSIC PROJECT 3143B ELLIS ST BERKLEY, CA	5,000.	07/12/13	5,000.	03/03/14

Purpose of Grant

GENERAL SUPPORT

Date of Reports by Grantee	Diversions by Grantee
2/24/14 & 3/3/14	NONE

Results of Verification

Recipient's Name and Address	Grant Amount	Date of Grant	Amount Expended	Verification Date

Purpose of Grant

Date of Reports by Grantee	Diversions by Grantee

Results of Verification

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

SOURCE	AMOUNT
FIRST INTERSTATE BANK	7,770.
WELLS FARGO	1.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	7,771.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CONTINENTAL LAND & FUR CO INC	494,840.	0.	494,840.
SENTINEL ACCOUNTS	3,513.	0.	3,513.
TOTAL TO FM 990-PF, PART I, LN 4	498,353.	0.	498,353.

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	1,316,156.	1,316,156.	
INTEREST INCOME FROM COMMUNITY INVESTMENT NOTES	2,156.	2,156.	
INTEREST INCOME FROM LOANS RECEIVABLE FROM EXEMPT COMMUNITY ORGANIZATIONS	9,671.	9,671.	
INCOME FROM CL&F RESOURCES L.P. ID#76-0690190	415,000.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,742,983.	1,327,983.	

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	11,650.	5,825.		5,825.
TO FORM 990-PF, PG 1, LN 16B	11,650.	5,825.		5,825.

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	36,397.	0.		0.
STATE UBI TAX	50,469.	0.		0.
TO FORM 990-PF, PG 1, LN 18	86,866.	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	17,850.	8,925.		8,925.
BANK & CREDIT CARD CHARGES	112.	56.		56.
OFFICE & POSTAGE	1,670.	835.		835.
TRAVEL	5,733.	2,866.		2,867.
CONFERENCES & MEETINGS	4,028.	2,014.		2,014.
CONTINUING EDUCATION	238.	119.		119.
S1231 LOSS - CL&F RESOURCES L.P. ID #76-0690190	27,376.	27,376.		0.
TO FORM 990-PF, PG 1, LN 23	57,007.	42,191.		14,816.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CONTINENTAL LAND & FUR CO INC	2,459,356.	17,220,432.
COMMUNITY CAPITAL BANK	0.	0.
COOPERATIVE ASSISTANCE FUND	100,000.	100,000.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,559,356.	17,320,432.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CL&F RESOURCES LP	FMV	24,051,823.	13,014,292.
SENTINEL SUSTAINABLE CORE OPPRT	FMV	170,510.	325,459.
TOTAL TO FORM 990-PF, PART II, LINE 13		24,222,333.	13,339,751.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE - JO ANN'S DESK	2,552.	2,552.	0.
COMPUTER - JO ANN'S TOWER	4,098.	4,098.	0.
PRINTER/SCANNER/FAX HP LASER	670.	670.	0.
COMPUTERS - 2 MACBOOK PRO	7,709.	7,581.	128.
MAC MINI & ACCESSORIES	2,084.	834.	1,250.
MAC BOOK PRO	3,149.	682.	2,467.
2 FILE CABINETS	906.	119.	787.
SCANNER	258.	9.	249.
TOTAL TO FM 990-PF, PART II, LN 14	21,426.	16,545.	4,881.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	13,855.	6,885.	6,885.
LOANS RECEIVABLE FROM EXEMPT COMMUNITY ORGANIZATIONS	490,000.	480,000.	480,000.
COMMUNITY INVESTMENT NOTES	213,486.	215,623.	215,623.
PREPAID EXCISE TAX	21,035.	9,187.	9,187.
PREPAID UBI TAX	0.	15,129.	15,129.
TO FORM 990-PF, PART II, LINE 15	738,376.	726,824.	726,824.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JO ANN EDER PO BOX 2445 RED LODGE, MT 59068	PRESIDENT 15.00	0.	0.	0.
HARRIET E GAMPER PO BOX 2445 RED LODGE, MT 59068	DIRECTOR 1.00	0.	0.	0.
GISELA 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.

YOGEETA GAMPER PO BOX 2445 RED LODGE, MT 59068	TREASURER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization

OP & WE EDWARDS FOUNDATION INC

Employer identification number

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, total 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 total 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 Part I, 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

OP & WE EDWARDS FOUNDATION INC

Employer identification number

13-6100965

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HARRIET E GAMPER PO BOX 2445 RED LODGE, MT 59068	$ 1,600,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
2	JO ANN EDER PO BOX 2445 RED LODGE, MT 59068	$ 101,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of 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). Use duplicate copies of Part II if additional space is needed.

(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 that total 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) ▶ $

Use duplicate copies of Part III if additional space is needed.

(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

O.P. and W.E. Edwards Foundation 1/23/2014

Grants Paid and PRI loans for FY 9/1/2012 - 8/31/2013

GENERAL FUND

Association of Small Foundations 65-0617866 Washington, D.C.	
general support	1,000.00
Baby's Space - A Place to Grow 20-4502788 Minneapolis, MN	
child care scholarships for Native American families	20,000.00
Beartooth Billings Clinic Foundation 81-0484562 Red Lodge, MT	
child care scholarships	5,000.00
Big Sky Youth Empowerment Project, Inc 81-0543203 Bozeman, MT	
support for comprehensive, scholarship based, mentoring programs.	17,500.00
BORN/2nd Season 76-0822232 Lame Deer, Montana	
general support	20,000.00
Boys & Girls Club of Carbon County 81-0493132 Red Lodge, MT	
support for ED and Program Aide	27,500.00
support for MT B&GC annual conference. .	3,200.00
Celebration of Our Youth	1,000.00
matching support for program assistant	7,500.00
Brooklyn Free School 20-1506040 Brooklyn, NY	
matching grant for scholarship support with a maximum of $5000	5,000.00
Center for Creative Education 94-3152269 Kingston, NY	
after school programs for low-income and at-risk children and youth.	20,000.00
Cheyenne River Youth Project 46-0423106 Eagle Butte, SD	
general support	25,000.00
Child Care Resources 23-7096799 Missoula, MT	
child care scholarships	20,000.00
The Community School 01-0326419 Camden, ME	
general operating support	15,000.00
The Dome Project 13-3060257 New York, NY	
general support	50,000.00
DSVS 20-2358889 Red Lodge, Montana	
Year 3 of 3 matching support for the RWJF grant for Power Up, Speak Out	31,096.00
Youth Outreach	5,000.00
The Family Partnership 41-1251871 Minneapolis, MN	
childcare/preschool scholarships	20,000.00
Farmworker Housing Development Corporation 93-1055994 Woodburn, OR	
support for youth programs	15,000.00
The Flagship Program 81-0307814 Missoula, MT	
Support for Lowell Eementary Program	18,500.00
Food Works at Two Rivers Center 22-2933300 Montpelier, VT	
support of Gardens for Learning/Herbs for Life	30,000.00
Foundation Center 13-1837418 New York, NY	
general support	2,000.00
Friendship House 81-0300497 Billings, MT	
support for summer program.	25,000.00

Grace Montessori 61-1513394 Billings, MT	
pre-school scholarships	4,000.00
Harmony School Education Center 35-1554219 Bloomington, IN	
early childhood education scholarships	20,000.00
The Health and Human Services High School Lawrence, MA	
Support for the Helping Hand program	3,000.00
Winning from the Beginning	3,000.00
Hopa Mountain 84-1635749 Bozeman, Montana	
support for the 2012-13 Indigenous Scholars of Promise Program	20,000.00
general support and youth	10,000.00
match funds for Indigenous Scholarsof Promise	10,000.00
Facilitation of Funders meetings at STC 2013 gathering	940.00
Kwanzaa Community Church 27-0031853 Minneapolis, MN	
support for the Expanded Freedom School	20,000.00
The Lineage Project 94-3213100 New York, New York	
general operating support	10,000.00
Minnesota Indian Women's Resource Center 41-1500950 Minneapolis, MN	
child care/preschool scholarships	20,000.00
Montana Nonprofit Association 73-1654969 Helena, MT	
Annual Conference sponsorship- DD grant	3,500.00
P.E.C.E.S. 66-0444454 Punta Santiago, PR	
support for the Dolphin Club 2012-13	60,000.00
Park County Community Foundation 20-5581763 Livingston, MT	
Montana Community Foundations collaborative	5,000.00
Peninsula Children's Center 93-0585460 Portland, OR	
Child Care Quality Indicators Improvement Project	20,000.00
Planned Parenthood of Montana 81-0307201 Billings, MT	
Native American Outreach Project	40,000.00
Portland YouthBuilders 94-3123483 Portland, Oregon	
Apprenticeship and College Transition Program	25,000.00
Red Lodge Community Foundation 20-0192255 Red Lodge, MT	
Fun Run 10 Sponsorship	2,000.00
Shift Empowerment Programs 20-1110069 Livingston, MT	
General Operating	15,000.00
Society for Art Publications of the Americas 94-2923815 San Francisco, CA	
Meridian Interns Program	15,000.00
Southside Family Nuturing Center 41-1274177 Minneapolis, MN	
general operating support	25,000.00
STARS 62-1285699 Nashville, TN	
Partners Inc. Program year 3 of 3	20,000.00
The Symphony Women's Association 86-6051375 Tucson, AZ	
support for Piano Lab	5,000.00
United Movement to End Child Soldiering (UMECS) 51-0414602 Washington, DC	
support the Northern Uganda Education Program (NUEP)	12,000.00

Vermont Business Roundtable Research and Education Fdn. 46-0716588 East Dorset, VT	
general support	5,000.00
Vermont Community Foundation 22-2712160 Middlebury, VT	
child care	35,000.00
Windham Child Care Association 03-0286425 Brattleboro, VT	
general operating support and Evening Care program	42,500.00
Young Families Early Head Start, Inc. 81-0422429 Billings, MT	
general support	15,000.00
TOTAL GRANTS PAID GENERAL FUND	**850,236.00**

IN KIND GIFTS GENERAL FUND

Hopa Mountain 84-1635749 Bozeman, Montana	
ISP Pendelton Blankets	2,135.18
TOTAL IN KIND GIFTS GENERAL FUND	**2,135.18**

SKY & EARTH FUND

Montana State University Foundation 81-6001649 Bozeman, MT	
Crow Education Partnership	20,000.00
Peaks and Prairies Land Trust 81-0528731 Red Lodge, MT	
Willow Creek Conservation Partnership	10,000.00
Red Lodge Area Community Foundation 20-0192255 Red Lodge, MT	
build capacity local nonprofits	25,000.00
Yellowstone Park Foundation 83-0311166 Bozeman, MT	
support for Dark Skies - Mammoth	20,000.00
TOTAL GRANTS PAID SKY & EARTH FUND	**75,000.00**

ARTS FUND

Center for Creative Education 94-3152269 Kingston, NY	
Support for David Hykes – Harmonic Presence	15,000.00
CEPA Gallery 23-7442268 Buffalo, NY	
General support	10,000.00
Dance Continuum for Susan Marshall & Company 13-3109381 New York, NY	
General support	10,000.00
Deep Listening Institute 14-1679235 Kingston, NY	
general support	15,000.00
The Field 13-3357408 New York, NY	
Annabella Lenzu/ DanceDrama dance projects	7,000.00
Harvestworks Digital Media Arts Center 13-2891159 New York, NY	
Creative Residency Program	12,500.00
ISSUE Project Room 20-0367608	
General Support	25,000.00
Krannert Art Museum 31-6000511 Champaign, IL	
Sudden Sound Concert Series	5,000.00
Location One 13-3951504 New York, NY	

general support	5,000.00
Roulette Intermedium 36-3046751 New York, NY	
general support	20,000.00
Society for Art Publications of the Americas 94-2923815 San Francisco, CA	
Meridian Gallery/General support	15,000.00
Vanguard Visions 13-3980928 Stockholm, Sweden	
General Support	10,000.00
Women's Studio Workshop 22-2147463 Rosendale, NY	
General support	10,000.00
TOTAL GRANTS PAID ARTS FUND	**159,500.00**

ENVIRONMENTAL FUND

no grants awarded

SOUND JUSTICE FUND

East Bay Community Music Project 90-0986513 Berkeley, CA	
general support	5,000.00
TOTAL GRANTS PAID SOUND JUSTICE FUND	**$5,000.00**

W.E.E. TESTEMANTARY FUND

American Bible Society New York, NY	
general support	16,900.00
Asbury University Wilmore, KY	
general support	169,600.00
Boy Scouts of America - Black Swamp Area Council 34-1694797 Findlay, OH	
general support	16,900.00
Leipsic Local School District Leipsic, OH	
Music programs, library, playground, science department	84,800.00
Leipsic United Methodist Church Leipsic, OH	
Scholarship and missionaries	169,600.00
Christian education and music programs	84,800.00
Life Enriching Communities Foundation Cincinnati, Ohio	
Benevolent Care Fund for health care residents requiring financial assistance	169,600.00
The Meadows at Putnam Acres Ottawa, OH	
for the comfort and enjoyment of the residents	16,900.00
Pacific Garden Mission Chicago, IL	
General religious and charitable work.	16,900.00
The Salvation Army 13-5562351 Cincinnati, OH	
General charitable work.	84,800.00
The Starr Commonwealth Schools Albion, MI	
help support the Columbus-Community Based Program	84,800.00
The United Methodist Church, West Ohio Conference Worthington, OH	

Pension fund for retired ministers.	169,600.00
Village of Leipsic Leipsic, OH	
Maintain and support the library, parks and swimming pool program	16,900.00
Wesley Services Organization Cincinnati,	
General support of elder care services.	169,600.00
Wycliffe Bible Translators, Inc. Orlando, FL	
For missionary work. (David Mason)	16,900.00
TOTAL GRANTS PAID WEE TESTEMENTARY FUND	**1,288,600.00**
TOTAL GRANTS PAID	**2,380,471.18**

Form **8868**
(Rev January 2013)
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 . . . ▶ ☒
- 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 File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions OP & WE EDWARDS FOUNDATION INC	Employer identification number (EIN) or 13-6100965
	Number, street, and room or suite no. If a P.O. box, see instructions. PO BOX 2445	Social security number (SSN)
	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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ THE FOUNDATION
PO BOX 2445 - RED LODGE, MT 59068-2445

Telephone No ▶ 406-446-1077 FAX No. ▶

- 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, 2014 , to file the exempt organization return for the organization named above. The extension is for the organization's return for.

▶ ☐ calendar year ______ or

▶ ☒ tax year beginning SEP 1, 2012 , and ending AUG 31, 2013 .

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	$ 36,397.
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	$ 45,584.
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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev. 1-2013)

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01-21-13