Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

▶ Do not enter Social Security numbers on this form as it may be made public.
▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning SEP 1, 2013 , and ending AUG 31, 2014

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 or province, country, and ZIP or foreign postal 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)* ▶$ 35,323,119.

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

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

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

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	760,000.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	19,748.	19,748.		STATEMENT 1
	4 Dividends and interest from securities	169,603.	169,603.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	969,962.			
	b Gross sales price for all assets on line 6a 999,363.				
	7 Capital gain net income (from Part IV, line 2)		969,962.		
	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	2,606,787.	905,556.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	4,526,100.	2,064,869.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages	39,595.	19,798.		19,797.
	15 Pension plans, employee benefits	5,935.	2,967.		2,967.
	16a Legal fees				
	b Accounting fees STMT 4	11,230.	5,615.		5,615.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	<24,429.>	0.		0.
	19 Depreciation and depletion	559,708.	1,356.		
	20 Occupancy	9,533.	4,767.		4,766.
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	33,111.	16,555.		16,556.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	634,683.	51,058.		49,701.
	25 Contributions, gifts, grants paid	2,479,763.			2,479,763.
	26 **Total expenses and disbursements.** Add lines 24 and 25	3,114,446.	51,058.		2,529,464.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	1,411,654.			
	b **Net investment income** (if negative, enter -0-)		2,013,811.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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10-10-13 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2013)

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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	2,738,256.	3,813,242.	3,813,242.
	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	2,559,356.	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	24,222,333.	24,458,111.	13,342,730.
	14	Land, buildings, and equipment basis ▶ 21,426.			
		Less accumulated depreciation STMT 9 ▶ 17,901.	4,881.	3,525.	3,525.
	15	Other assets (describe ▶ STATEMENT 10)	726,824.	843,190.	843,190.
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	30,251,650.	31,677,424.	35,323,119.
Liabilities	17	Accounts payable and accrued expenses	2,573.	3,300.	
	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 ▶ EXCISE TAX PAYABLE)	0.	13,394.	
	23	**Total liabilities** (add lines 17 through 22)	2,573.	16,694.	
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	11,270,041.	11,641,951.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	18,979,036.	20,018,779.	
	30	**Total net assets or fund balances**	30,249,077.	31,660,730.	
	31	**Total liabilities and net assets/fund balances**	30,251,650.	31,677,424.	

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	30,249,077.
2	Enter amount from Part I, line 27a	2	1,411,654.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	31,660,731.
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	31,660,730.

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	3324.397SH SENTINEL SUSTAINABLE CORE OPP 1	P	VARIOUS	01/09/14
b	CL&F RESOURCES L.P. ID #76-0690190	P		
c	CL&F RESOURCES L.P. ID #76-0690190	P		
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	62,000.		29,401.	32,599.
b	90,022.			90,022.
c	573,281.			573,281.
d	98,031.			98,031.
e	176,029.			176,029.

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				32,599.
b				90,022.
c				573,281.
d				98,031.
e				176,029.

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	969,962.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	2,423,698.	33,339,404.	.072698
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

2 **Total** of line 1, column (d)	2	1.062977
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	.212595
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	33,760,680.
5 Multiply line 4 by line 3	5	7,177,352.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	20,138.
7 Add lines 5 and 6	7	7,197,490.
8 Enter qualifying distributions from Part XII, line 4	8	2,769,464.

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	40,276.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	40,276.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	40,276.
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 27,311.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 25,000.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	52,311.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached		8	429.
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	11,606.
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 11,606. **Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ 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 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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 2013?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*		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 2013?		4b		X

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

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

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

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

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

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

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

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

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 MOUNTAIN SPRINGS VILLAS - RENEWED LOAN MADE AT A BELOW-MARKET INTEREST RATE.	100,000.
2 SOCIETY FOR ART PUBLICATIONS OF AMERICA - RENEWED LOAN MADE AT A BELOW-MARKET INTEREST RATE.	80,000.
All other program-related investments. See instructions.	
3 P.E.C.E.S - LOAN MADE AT A BELOW-MARKET INTEREST RATE.	60,000.
Total. Add lines 1 through 3 ▶	240,000.

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	16,951,794.
b	Average of monthly cash balances	1b	3,520,527.
c	Fair market value of all other assets	1c	13,802,481.
d	**Total** (add lines 1a, b, and c)	1d	34,274,802.
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	34,274,802.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	514,122.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	33,760,680.
6	**Minimum investment return.** Enter 5% of line 5	6	1,688,034.

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	1,688,034.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 40,276.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	40,276.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,647,758.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,647,758.
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	1,647,758.

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	2,529,464.
b	Program-related investments - total from Part IX-B	1b	240,000.
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	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,769,464.
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	2,769,464.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,647,758.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 3,498,748.				
b From 2009 3,782,626.				
c From 2010 1,780,490.				
d From 2011 2,494,812.				
e From 2012 793,125.				
f **Total** of lines 3a through e	12,349,801.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 2,769,464.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				1,647,758.
e Remaining amount distributed out of corpus	1,121,706.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,471,507.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	3,498,748.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	9,972,759.			
10 Analysis of line 9:				
a Excess from 2009 3,782,626.				
b Excess from 2010 1,780,490.				
c Excess from 2011 2,494,812.				
d Excess from 2012 793,125.				
e Excess from 2013 1,121,706.				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 12

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE				2,479,763.
Total			▶ **3a**	2,479,763.
b *Approved for future payment*				
NONE				
Total			▶ **3b**	0.

Form **990-PF** (2013)

323611
10-10-13

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	19,748.	
4 Dividends and interest from securities			14	169,603.	
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			15	905,556.	
8 Gain or (loss) from sales of assets other than inventory			18	969,962.	
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	1,701,231.			
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		1,701,231.		2,064,869.	0.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 3,766,100.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

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

▶ [signature] 3/30/15 ▶ PRESIDENT

Signature of officer or trustee | Date | Title

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,	03/24/15		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	

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.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

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, 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 its Form 990-PF, Part I, line 2, 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). 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	$ 700,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
2	JO ANN EDER PO BOX 2445 RED LODGE, MT 59068	$ 60,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

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	Employer identification number
OP & WE EDWARDS FOUNDATION INC	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

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

SOURCE	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
FIRST INTERSTATE BANK	4,192.	4,192.	
INCOME FROM CL&F RESOURCES L.P. ID#76-0690190	14.	14.	
INCOME FROM CL&F RESOURCES L.P. ID#76-0690190	14,785.	14,785.	
TAXING AUTHORITIES	756.	756.	
WELLS FARGO	1.	1.	
TOTAL TO PART I, LINE 3	19,748.	19,748.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
CONTINENTAL LAND & FUR CO INC	0.	0.	0.	0.	
INCOME FROM CL&F RESOURCES L.P. ID#76-0690190	167,057.	0.	167,057.	167,057.	
SENTINEL ACCOUNTS	2,546.	0.	2,546.	2,546.	
TO PART I, LINE 4	169,603.	0.	169,603.	169,603.	

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
INCOME FROM CL&F RESOURCES L.P. ID#76-0690190	886,872.	886,872.	
INTEREST INCOME FROM COMMUNITY INVESTMENT NOTES	2,178.	2,178.	
INTEREST INCOME FROM LOANS RECEIVABLE FROM EXEMPT COMMUNITY ORGANIZATIONS	8,207.	8,207.	
INCOME FROM CL&F RESOURCES L.P. ID#76-0690190	8,299.	8,299.	

INCOME FROM CL&F RESOURCES L.P. ID#76-0690190	1,701,231.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,606,787.	905,556.	

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	11,230.	5,615.		5,615.
TO FORM 990-PF, PG 1, LN 16B	11,230.	5,615.		5,615.

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	40,705.	0.		0.
STATE UBI TAX	<65,134.>	0.		0.
TO FORM 990-PF, PG 1, LN 18	<24,429.>	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	15,327.	7,663.		7,664.
BANK & CREDIT CARD CHARGES	83.	42.		41.
OFFICE & POSTAGE	7,071.	3,535.		3,536.
TRAVEL	8,430.	4,215.		4,215.
CONFERENCES & MEETINGS	220.	110.		110.
CONTINUING EDUCATION	1,900.	950.		950.
MISCELLANEOUS	80.	40.		40.
TO FORM 990-PF, PG 1, LN 23	33,111.	16,555.		16,556.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CONTINENTAL LAND & FUR CO INC	2,459,356.	17,220,432.
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	24,314,456.	13,014,292.
SENTINEL SUSTAINABLE CORE OPPRT	FMV	143,655.	328,438.
TOTAL TO FORM 990-PF, PART II, LINE 13		24,458,111.	13,342,730.

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.	7,709.	0.
MAC MINI & ACCESSORIES	2,084.	1,251.	833.
MAC BOOK PRO	3,149.	1,312.	1,837.
2 FILE CABINETS	906.	248.	658.
SCANNER	258.	61.	197.
TOTAL TO FM 990-PF, PART II, LN 14	21,426.	17,901.	3,525.

FORM 990-PF — OTHER ASSETS — STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	6,885.	6,246.	6,246.
LOANS RECEIVABLE FROM EXEMPT COMMUNITY ORGANIZATIONS	480,000.	515,000.	515,000.
COMMUNITY INVESTMENT NOTES	215,623.	217,777.	217,777.
PREPAID EXCISE TAX	9,187.	0.	0.
PREPAID UBI TAX	15,129.	104,167.	104,167.
TO FORM 990-PF, PART II, LINE 15	726,824.	843,190.	843,190.

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.

FORM 990-PF | PART XV - LINE 1A | STATEMENT 12

LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

JO ANN EDER
HARRIET E GAMPER

Grants Paid and PRI Loans FY 9/1/13 - 8/31/14

General Fund

Baby's Space - A Place to Grow 20-4502788 Minneapolis, MN	
general operating support	$20,000.00
Big Sky Institute for the Advancement of Nonprofits 81-0529716 Helena, MT	
reimbursement for BSI's work with the MECI Funders Collaborative	$2,307.50
MNC Demonstration Phase Evaluation Products and Dissemination	$5,000.00
Big Sky Youth Empowerment Project, Inc 81-0543203 Bozeman, MT	
Adventure Based Mentoring general support	$17,500.00
Boys & Girls Club of Carbon County 81-0493132 Red Lodge, MT	
Celebration of our Youth 2014 support	$1,000.00
support for staff-mentors.	$27,500.00
Boys & Girls Club of Little Rockies 90-0443789 Hays, MT	
general operating support	$10,000
Boys & Girls Club of the Northern Cheyenne Nation 36-3945776 Lame Deer, Montana	
general operating support	$55,000.00
Center for Creative Education 94-3152269 Kingston, NY	
general operating support	$50,000.00
Cheyenne River Youth Project 46-0423106 Eagle Butte, SD	
general support	$24,400.00
ChildWise Institute 27-4470144 Helena, MT	
Elevate Montana Scholarships	$1,408.83
Elevate Montana Scholarships	$1,536.36
City Stage 51-0147180 City Stage Boston, MA	
support for City Youth On Stage	$30,000.00
Community Health Partners 84-1420492 Livingston, MT	
Parents As Teachers for Caregivers Community Health Partners (CHP), in collaboration with Thrive,	$10,000.00
DSVS 20-2358889 Red Lodge, Montana	
support for Power Up, Speak Out!	$25,000.00
matching support for Power Up, Speak Out!	$10,000.00
The Family Partnership 41-1251871 Minneapolis, MN	
Four Directions Family Center -Native American Scholarships	$25,000.00
The Flagship Program 81-0307814 Missoula, MT	
The Flagship Program at Lowell Elementary School	$19,400.00
Florence Crittenton Home & Services 81-0231788 Helena, MT	
general operating support	$30,000.00
Foundation Center 13-1837418 Foundation Center New York, NY	
general operating support	$2,000.00
Friends Forever Mentoring 81-0362546 Polson, MT	
general operating support	$24,400.00
The Friends of Green Chimneys 13-3897106 Brewster, NY	
Green Chimney's Promise Program early childcare scholarships	$25,000.00
Friendship House 81-0300497 Billings, MT	
support of summer enrichment program	$25,000.00

Harmony School Education Center 35-1554219 Bloomington, IN
Harmony School Early Childhood Scholarship Program $22,000.00
Head Start, Inc.. 81-0398508 Billings, Montana
Big Sky Language and Literacy $10,000.00
The Health and Human Services High School
Winning from the Beginning $ 0.00
Hopa Mountain 84-1635749 Bozeman, Montana
Indigenous Scholars of Promise $25,000.00
StoryMakers, Strengthening the Circle, and Youth Leadership Programs along with general operating support $30,000.00
Kwanzaa Community Church 27-0031853 Minneapolis, MN
Freedom School and after-school programming $40,000.00
The Lineage Project 94-3213100 New York, New York
general operating support $30,000.00
Minnesota Indian Women's Resource Center 41-1500950 Minneapolis, MN
Cherish the Children Learning Center $25,000.00
Montana Food Bank Network 81-0421243 Missoula, Montana
scholarship support for Montana Partnership to End Child Hunger 2013 summit
$2,000.00
Montana Nonprofit Association 73-1654969 Helena, MT
Eastern Montana Nonprofit Capacity Building Initiative $10,000.00
support for 2014 Annual conference $2,500.00
P.E.C.E.S. 66-0444454 Punta Santiago, PR
Los Líderes Valientes (The Courageous Leaders) $68,840.00
Park County Community Foundation 20-5581763 Livingston, MT
Community Foundation of Montana Council Initiative $5,000.00
Peninsula Children's Center 93-0585460 Portland, OR
Oregon's Quality Rating & Improvement System $20,000.00
Planned Parenthood of Montana 81-0307201 Billings, MT
Native American Outreach Project $25,000.00
Red Lodge Area Community Foundation 20-0192255 Red Lodge, MT
General Operating support $23,000.00
2014 Fun Run for Charities $2,000.00
Rural America Initiatives 46-0390273 Rapid City , SD
Transitional Early Head Start Operating Funds $10,000.00
Shift Empowerment Programs 20-1110069 Livingston, MT
general operating support $20,000.00
matching grant $5,000.00
Southside Family Nurturing Center 41-1274177 Minneapolis, MN
General Operating Support $40,000.00
St. Labre Indian School Billings, MT
Continuing and Expanding the St. Labre/San Ignacio Connection $5,000.00
Thrive 36-3501185 Bozeman, MT
Partnership Project Child Care Scholarships and Early Childhood Parenting Classes
$19,500.00
United Movement to End Child Soldiering (UMECS) 51-0414602 Washington, DC

Northern Uganda Education Program (NUEP) $40,000.00
match for 2014 Northern Uganda Education Program (NUEP) $20,000.00
VAMOS!, Inc. 03-0309899 Weston, VT
VAMOS! Community Centers $15,000.00
Vermont Arts Exchange 03-0343015 North Bennington, VT
2014 general support $29,400.00
Vermont Community Foundation 22-2712160 Middlebury, VT
Vermont Community Preschool Collaborative $35,000.00
Child Care scholarships $35,000.00
Vermont Birth to Three Initiative $30,000.00
Vermont Community Preschool Collaborative $34,400.00
Vermont Community Garden Network 31-1783597 Burlington, VT
Gardens for Learning $30,000.00
Vermont Community Loan Fund 22-2864900 Montpelier, VT
VCLF Child Care Program / Project SUCCESS $25,000.00
Wayfinder Schools 01-0326419 Camden, ME
general operating support $35,000.00
Windham Child Care Association 03-0286425 Brattleboro, VT
$20,000 general operating support and $22,500 for Sprouts $42,500.00
Young Families Early Head Start, Inc. 81-0422429 Billings, MT
scholarship support for area low-income families not provided for through the Early Head Start grant. $25,000.00
YWCA Billings 81-0235415 Billings, MT
child care tuition assistance and support the Child Center food program
$35,000.00
YWCA of Minneapolis 41-0693891 Minneapolis, MN
Native American Childcare scholarships $20,000.00

TOTAL GENERAL FUND **$1,332,592.69**

SKY & EARTH FUND

Alliance of Early Childhood Professionals 41-1794564 Minneapolis, MN
Sky Lab project $5,000.00
American Indian Institute 81-0339551 Bozeman, MT
support for youth programs $25,000.00
Beartooth Humane Alliance 20-4513120 Red Lodge, Montana
Animal Afternoons support for Animal Afternoons $5,000.00
Blackhorse Pride 26-3637305 Lame Deer, MT
5th annual Cowboy camp during summer 2014 $15,000.00
one year planning process for the implementation of a partnership with National Indian Youth Leadership Project (NIYLP) $10,000.00
Boys & Girls Club of the Northern Cheyenne Nation 36-3945776 Lame Deer, Montana
help fund the Executive Assistant position $30,000.00
Earth & Sky, Inc. 74-2837453 Austin, TX
support for Tonight's Sky year 2 of 3 $20,000.00

First People's Center for Education 20-1276817Sheridan, WY	
general support for Mathematics education	$20,000.00
Hopa Mountain 84-1635749 Bozeman, MT	
Promise Neighborhoods community organizing work	$30,000.00
Lowell Observatory 86-0098918 Flagstaff, AZ	
Navajo-Hopi Astronomy program year 2 of 3	$15,000.00
Navajo-Hopi Astronomy program year 3 of 3	$15,000.00
Native Youth Leadership Alliance 56-1849598 Pine Ridge, South Dakota	
Montana Leadership Program	$10,000.00
NeighborWorks MT 81-0543240 Great Falls, MT	
Trust Montana	$20,000.00
Planned Parenthood of Montana 81-0307201 Billings, MT	
Native American Initiative	$21,000.00
Red Lodge Area Community Foundation 20-0192255 Red Lodge, MT	
general operating support	$7,000.00
Seventh Generation Fund 68-0027247 Arcata, CA	
Generations-Indigenous Ways Itancan Kagapi-Creating Leaders in Science, Technology, Engineering, and Math support for summer program	$20,000.00
The Posse Foundation 13-3840394 New York, NY	
general support	$10,000.00
W.O.R.C. Education Project 84-1123481 Billings, MT	
support for Western Native Voice	$10,000.00
TOTAL SKY & EARTH FUND	**$288,000.00**

ARTS FUND

Center for Creative Education 94-3152269 Kingston, NY	
support for David Hykes/Harmonic Presence Foundation	$15,000.00
CEPA Gallery 23-7442268 Buffalo, NY	
General support 2013	$10,000.00
Dance Continuum/Susan Marshall & Company 13-3109381 New York, NY	
support for Dance Continuum	$10,000.00
Deep Listening Institute 14-1679235 Kingston, NY	
General support 2013	$15,000.00
The Field 13-3357408 New York, NY	
Lenzu/DanceDrama 2014	$8,000.00
Harvestworks Digital Media Arts Center 13-2891159 New York, NY	
General Support 2013	$12,500.00
ISSUE Project Room 20-0367608 Brooklyn, NY	
General support 2013	$20,000.00
General support 2014	$20,000.00
Krannert Art Museum University of Illinois 31-6000511 Champaign, IL	
support of the Sudden Sound Concert Series	$5,000.00
New York Live Arts 13-6206608 New York, NY	
support for Cynthia Oliver BOOM	$5,000.00
Roulette Intermedium 36-3046751 New York, New York	

General support 2013 general support	$20,000.00
Society for Art Publications of the Americas 94-2923815 San Francisco, CA	
Emergency support for Meridian Gallery	$5,000.00
Women's Studio Workshop 22-2147463 Rosendale, NY	
general operating support	$10,000.00
TOTAL ARTS FUND	**$155,500.00**

ENVIRONMENTAL FUND

Yellowstone Wildlife Sanctuary 81-0422009 Red Lodge, MT	
Education Program Funding for a full time Education Director and a part time Education Manager.	$58,640.00
TOTAL ENVIRONMENTAL FUND	**$58,640.00**

SOUND JUSTICE FUND

Community Initiatives 94-3255070 Oakland, CA	
Restorative Justice for Oakland Youth general support	$10,000.00
East Bay Community Music Project*90-0986513 Berkeley, CA	
EBCMP General Support general support	$5,000.00
Youth Tennis Advantage 94-2293585 San Francisco, California	
Mosswood Park YTA project	$5,000.00
Mosswood Park homework assistance project	$5,000.00
TOTAL SOUND JUSTICE FUND	**$25,000.00**

W.E.E. TESTEMANTARY FUND

American Bible Society New York, NY	
general support	$7,040.00
Asbury University Wilmore, KY	
general support	$70,430.00
Boy Scouts of America - Black Swamp Area Council 34-1694797 Findlay, OH	
general support	$7,040.00
Leipsic Local School District Leipsic, OH	
Music programs, library, playground, science department	$35,210.00
Leipsic United Methodist Church Leipsic, OH	
Scholarship and missionaries	$70,430.00
Christian education and music programs	$35,210.00
Life Enriching Communities Foundation Cincinnati, Ohio	
Benevolent Care Fund for health care residents requiring financial assistance	$70,430.00
Pacific Garden Mission Chicago, IL	
General religious and charitable work.	$7,040.00
The Piney Woods School Piney Woods, MS	
WEE Grant 2013	$84,800.00
WEE Grant 2014	$35,210.00
The Starr Commonwealth Schools Albion, MI	
Starr Detroit Academy	$35,210.00

Trilogy Foundation 20-5755082 Louisville, KY	
for the comfort and enjoyment of the residents of The Meadows at Putnam Acres Ottawa, OH	$7,040.00
The United Methodist Church, West Ohio Conference Worthington, OH	
Pension fund for retired ministers.	$70,430.00
Village of Leipsic Leipsic, OH	
Maintain and support the library, parks and swimming pool program	$7,040.00
Wesley Services Organization Cincinnati, OH	
General support of elder care services.	$70,430.00
Wycliffe Bible Translators, Inc. Orlando, FL	
For missionary work. (David Mason)	$7,040.00
TOTAL WEE TESTAMENTARY FUND	**$620,030.00**

WEE Testamentary Funds Promised but not paid

The Salvation Army 13-5562351 Cincinnati, OH	
General charitable work	$35,210.00

TOTAL EDWARDS FOUNDATION GRANTS PAID	**$2,479,762.69**

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.	08/15/14	2,519.	

Purpose of Grant

GENERAL SUPPORT

Date of Reports by Grantee	Diversions by Grantee
2/13/15	NONE

Results of Verification

THEY HAVE NOT SPENT THE ENTIRE GRANT AMOUNT BUT THEIR FISCAL YEAR (GRANT PERIOD) ENDS IN JUNE 2015. THEY HAVE ALSO RAISED $1,204.78 IN OTHER DONATIONS THIS YEAR. THEY WERE GRANTED THEIR NON-PROFT STATUS MARCH 3, 2015.

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 **8868**
(Rev. January 2014)
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.
▶ Information about Form 8868 and its instructions is at *www.irs.gov/form8868*.

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 or other filer, see instructions.	Enter filer's identifying number
File by the due date for filing your return 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 (other than individual)	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 ORGANIZATION 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, 2015 , 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, 2013 , and ending AUG 31, 2014 .

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 Forms 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 52,311.
b	If this application is for Forms 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	$ 27,311.
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	$ 25,000.

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