EXTENDED TO APRIL 18, 2016

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

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning SEP 1, 2014 , and ending AUG 31, 2015

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)* ▶$ 18,794,884.

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	750,000.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	7,722.	7,722.		STATEMENT 1
	4	Dividends and interest from securities	971,605.	971,605.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	92,174.			
	b	Gross sales price for all assets on line 6a 92,174.				
	7	Capital gain net income (from Part IV, line 2)		92,174.		
	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	2,159,867.	767,900.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	3,981,368.	1,839,401.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages	37,300.	18,650.		18,650.
	15	Pension plans, employee benefits	4,377.	2,188.		2,189.
	16a	Legal fees				
	b	Accounting fees STMT 4	15,375.	7,688.		7,687.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 5	25,451.	0.		0.
	19	Depreciation and depletion	414,633.	1,228.		
	20	Occupancy	9,239.	4,620.		4,619.
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	78,149.	62,984.		15,165.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	584,524.	97,358.		48,310.
	25	Contributions, gifts, grants paid	3,219,833.			3,219,833.
	26	**Total expenses and disbursements.** Add lines 24 and 25	3,804,357.	97,358.		3,268,143.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	177,011.			
	b	**Net investment income** (if negative, enter -0-)		1,742,043.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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423501 11-24-14 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2014)

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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	3,813,242.	3,011,332.	3,011,332.
	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.	8,424,119.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	24,458,111.	25,518,507.	6,609,273.
	14 Land, buildings, and equipment: basis ▶ 21,426.			
	Less accumulated depreciation STMT 9 ▶ 19,129.	3,525.	2,297.	2,297.
	15 Other assets (describe ▶ STATEMENT 10)	843,190.	747,863.	747,863.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	31,677,424.	31,839,355.	18,794,884.
Liabilities	17 Accounts payable and accrued expenses	3,300.	1,617.	
	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)	13,394.	0.	
	23 **Total liabilities** (add lines 17 through 22)	16,694.	1,617.	
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	11,641,951.	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	20,018,779.	20,195,787.	
	30 **Total net assets or fund balances**	31,660,730.	31,837,738.	
	31 **Total liabilities and net assets/fund balances**	31,677,424.	31,839,355.	

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	31,660,730.
2 Enter amount from Part I, line 27a	2	177,011.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	31,837,741.
5 Decreases not included in line 2 (itemize) ▶ ROUNDING	5	3.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	31,837,738.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CL&F RESOURCES L.P. ID #76-0690190	P		
b	CL&F RESOURCES L.P. ID #76-0690190	P		
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	22,847.			22,847.
b	69,327.			69,327.
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				22,847.
b				69,327.
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } **2** 92,174.

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))
2013	2,769,464.	33,760,680.	.082032
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

2	**Total** of line 1, column (d)	2	.758570
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	.151714
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	18,566,609.
5	Multiply line 4 by line 3	5	2,816,815.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	17,420.
7	Add lines 5 and 6	7	2,834,235.
8	Enter qualifying distributions from Part XII, line 4	8	3,328,143.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	17,420.
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	17,420.
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	17,420.
6 Credits/Payments:				
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	41,000.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	41,000.
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	23,580.
11 Enter the amount of line 10 to be: **Credited to 2015 estimated tax** ▶		15,000. **Refunded** ▶	11	8,580.

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)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*	1b		X
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (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 ORGANIZATION 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 2014, 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 FinCEN Form 114, (formerly 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 2014?		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 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? If "Yes," list the years ▶ ____, ____, ____, ____	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2014 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 2014.)*		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 2014?		4b		X

Form **990-PF** (2014)

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

			Yes	No
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 4945(d)(4)(A)? (see instructions)	☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A *If "Yes," attach the statement required by Regulations section 53.4945-5(d).*	☐ Yes ☐ No			
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? *If "Yes" to 6b, file Form 8870.*		6b		X
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 BOYS & GIRLS CLUB OF CARBON COUNTY - RENEWED LOAN MADE AT A BELOW-MARKET INTEREST RATE.	60,000.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	60,000.

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	8,761,144.
b	Average of monthly cash balances		1b	3,755,124.
c	Fair market value of all other assets		1c	6,333,081.
d	**Total** (add lines 1a, b, and c)		1d	18,849,349.
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	18,849,349.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	282,740.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	18,566,609.
6	**Minimum investment return.** Enter 5% of line 5		6	928,330.

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	928,330.
2a	Tax on investment income for 2014 from Part VI, line 5	2a 17,420.		
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	17,420.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	910,910.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	910,910.
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	910,910.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,268,143.
b	Program-related investments - total from Part IX-B	1b	60,000.
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	3,328,143.
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	17,420.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,310,723.

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 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				910,910.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2014:				
a From 2009 3,782,626.				
b From 2010 1,780,490.				
c From 2011 2,494,812.				
d From 2012 793,125.				
e From 2013 1,121,706.				
f **Total** of lines 3a through e	9,972,759.			
4 Qualifying distributions for 2014 from Part XII, line 4: ▶ $ 3,328,143.				
a Applied to 2013, 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 2014 distributable amount				910,910.
e Remaining amount distributed out of corpus	2,417,233.			
5 Excess distributions carryover applied to 2014 (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	12,389,992.			
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 2013. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	3,782,626.			
9 **Excess distributions carryover to 2015.** Subtract lines 7 and 8 from line 6a	8,607,366.			
10 Analysis of line 9:				
a Excess from 2010 1,780,490.				
b Excess from 2011 2,494,812.				
c Excess from 2012 793,125.				
d Excess from 2013 1,121,706.				
e Excess from 2014 2,417,233.				

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 2014, 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) 2014	(b) 2013	(c) 2012	(d) 2011	(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 ▶ ☒ 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				3,219,833.
Total			▶ 3a	3,219,833.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	7,722.	
4 Dividends and interest from securities			14	971,605.	
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	767,900.	
8 Gain or (loss) from sales of assets other than inventory			18	92,174.	
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	1,391,967.			
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		1,391,967.		1,839,401.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 3,231,368.

(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

Signature of officer or trustee: [signature] Date: 4/6/2016 Title: PRESIDENT

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
DULCY N. NIEMELA, CPA	DULCY N. NIEMELA,	03/02/16		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

2014

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, contributions totaling $5,000 or more (in money or property) from any one contributor. Complete Parts I and II. See instructions for determining a contributor's total contributions.

Special Rules

☐ For an organization described in section 501(c)(3) 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), that checked Schedule A (Form 990 or 990-EZ), Part II, line 13, 16a, or 16b, and that received from any one contributor, during the year, total contributions 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 an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 *exclusively* for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For an organization described in section 501(c)(7), (8), or (10) filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions *exclusively* for religious, charitable, etc., purposes, but no such contributions totaled 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 totaling $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	$ 50,000.	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: OP & WE EDWARDS FOUNDATION INC

Employer identification number: 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., contributions to organizations described in section 501(c)(7), (8), or (10) that total more than $1,000 for the year from any one contributor. 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 info 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	6,154.	6,154.	
INCOME FROM CL&F RESOURCES L.P. ID#76-0690190	32.	32.	
INCOME FROM CL&F RESOURCES L.P. ID#76-0690190	1,534.	1,534.	
WELLS FARGO	2.	2.	
TOTAL TO PART I, LINE 3	7,722.	7,722.	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CONTINENTAL LAND & FUR CO INC	494,840.	0.	494,840.	494,840.	
INCOME FROM CL&F RESOURCES L.P. ID#76-0690190	473,255.	0.	473,255.	473,255.	
SENTINEL ACCOUNTS	3,510.	0.	3,510.	3,510.	
TO PART I, LINE 4	971,605.	0.	971,605.	971,605.	

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	736,007.	736,007.	
INTEREST INCOME FROM COMMUNITY INVESTMENT NOTES	2,200.	2,200.	
INTEREST INCOME FROM LOANS RECEIVABLE FROM EXEMPT COMMUNITY ORGANIZATIONS	12,144.	12,144.	
INCOME FROM CL&F RESOURCES L.P. ID#76-0690190	17,549.	17,549.	
INCOME FROM CL&F RESOURCES L.P. ID#76-0690190	1,391,967.	0.	
	2,159,867.	767,900.	

TOTAL TO FORM 990-PF, PART I, LINE 11

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	15,375.	7,688.		7,687.
TO FORM 990-PF, PG 1, LN 16B	15,375.	7,688.		7,687.

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	17,421.	0.		0.
STATE UBI TAX	8,030.	0.		0.
TO FORM 990-PF, PG 1, LN 18	25,451.	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	17,125.	8,562.		8,563.
BANK & CREDIT CARD CHARGES	65.	33.		32.
OFFICE & POSTAGE	3,643.	1,821.		1,822.
TRAVEL	8,617.	4,309.		4,308.
CONFERENCES & MEETINGS	635.	317.		318.
CONTINUING EDUCATION	244.	122.		122.
S1231 LOSS - CL&F RESOURCES L.P. ID #76-0690190	47,820.	47,820.		0.
MISCELLANEOUS	0.	0.		0.
TO FORM 990-PF, PG 1, LN 23	78,149.	62,984.		15,165.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CONTINENTAL LAND & FUR CO INC	2,459,356.	8,314,284.
COOPERATIVE ASSISTANCE FUND	100,000.	109,835.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,559,356.	8,424,119.

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CL&F RESOURCES LP	FMV	25,371,344.	6,283,496.
SENTINEL SUSTAINABLE CORE OPPRT	FMV	147,163.	325,777.
TOTAL TO FORM 990-PF, PART II, LINE 13		25,518,507.	6,609,273.

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.	1,668.	416.
MAC BOOK PRO	3,149.	1,942.	1,207.
2 FILE CABINETS	906.	377.	529.
SCANNER	258.	113.	145.
TOTAL TO FM 990-PF, PART II, LN 14	21,426.	19,129.	2,297.

FORM 990-PF | OTHER ASSETS | STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	6,246.	9,799.	9,799.
LOANS RECEIVABLE FROM EXEMPT COMMUNITY ORGANIZATIONS	515,000.	476,000.	476,000.
COMMUNITY INVESTMENT NOTES	217,777.	219,955.	219,955.
PREPAID UBI TAX	104,167.	18,530.	18,530.
PREPAID EXCISE TAX	0.	23,579.	23,579.
TO FORM 990-PF, PART II, LINE 15	843,190.	747,863.	747,863.

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.
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.

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

FORM 990-PF — PART XV - LINE 1A — LIST OF FOUNDATION MANAGERS — STATEMENT 12

NAME OF MANAGER

JO ANN EDER
HARRIET GAMPER

General Fund

American Indian Institute 81-0339551 Bozeman, MT
General Support Grant $10,000.00
Boys & Girls Club of Carbon County 81-0493132 Red Lodge, MT
Celebration of Our Youth $1,000.00
support for staff positions $27,500.00
Boys & Girls Club of the Northern Cheyenne Nation 36-3945776 Lame Deer, Montana
general support $50,000.00
Center for Creative Education 94-3152269 Kingston, NY
general support $50,000.00
Child Care Resources 23-7096799 Missoula, MT
child care access and provider training $20,000.00
Cheyenne River Youth Project 46-0423106 Eagle Butte, SD
general support $25,000.00
City Stage 51-0147180 Boston, MA
high impact school programs $20,000.00
Community Health Partners
MECI Funders Grant year 2 of 2 $10,000.00
The Dome Project 13-3060257 New York, NY
40,000 for Bridge 2 Success, $20,000 for general operating $60,000.00
DSVS 20-2358889 Red Lodge, Montana
support for Power Up, Speak Out! $20,000.00
matching support to accompany project support grant $1,000.00
Exponent Philanthropy
general support $1,250.00
Families First (dba Children's Museum Missoula) 81-0490719 Missoula, MT
Equal Early Opportunities Program $5,000.00
The Family Partnership 41-0693858 Minneapolis, MN
Four Directions Family Center child care scholarships $25,000.00
Family Promise of Yellowstone Valley 20-0323622 Billings, MT
education and enrichment program $7,000.00
The Flagship Program 81-0307814 Missoula, MT
The Flagship Program- Lowell Elementary School $20,000.00
Florence Crittenton Home & Services 81-0231788 Helena, MT
general support $30,000.00
The Friends of Green Chimneys 13-3897106 Brewster, NY
childcare scholarships for the Promise Program $25,000.00
Friendship House 81- 0300497 Billings, MT
Summer Enrichment Program $25,000.00
Foundation Center 13-1837418 New York, NY
general support $2,500.00
Harmony School Education Center 35-1554219 Bloomington, IN
early childhood scholarships $20,000.00

Hopa Mountain 84-1635749 Bozeman, Montana	
N. Cheyenne/Crow nonprofit gathering	$500.00
Indigenous Scholars of Promise	$25,000.00
program support	$30,000.00
Kwanzaa Community Church 27-0031853 Minneapolis, MN	
Out-Of-School Time Programming	$40,000.00
The Lineage Project 94-3213100 New York, New York	
general support	$30,000.00
Montana Community Foundation 81-0450150 Helena, MT	
support for the Advancing Early Childhood Education Fund	$30,000.00
support for the Advancing Early Childhood Education Fund	$5,000.00
CFP child welfare meeting travel assistance	$1,100.00
Montana Nonprofit Association 73-1654969 Helena, MT	
Increasing Access to Nonprofit Educational Resources	$15,000.00
Conference Support 2015	$2,500.00
P.E.C.E.S. 66-0444454 Punta Santiago, PR	
Los Líderes Valientes (The Courageous Leaders) Year Two	$60,000.00
Philanthropy Northwest 91-1110995 Seattle, Wa	
Local Matters: Montana conference	$4,000.00
Piegan Institute 36-3566677 Browning, Montana	
ANA grant application training	$855.68
Planned Parenthood of Montana 81-0307201 Billings, MT	
Healthy Native Teens Project	$25,000.00
Portland YouthBuilders 94-3123483 Portland, Oregon	
YouthBuild Equity Project	$25,000.00
Red Lodge Area Community Foundation 20-0192255 Red Lodge, MT	
Fun Run Support 2015	$2,000.00
Pool Endowment Kick off support	$200.00
Red Lodge City Police Department Red Lodge, MT	
National Child Safety Council	$300.00
Rural America Initiatives 46-0390273 Rapid City, SD	
Transitional Head Start Support	$2,000.00
Second Season 76-0822232 Lame Deer, Montana	
general support	$20,000.00
Shift Empowerment Programs 20-1110069 Livingston, MT	
General operating	$20,000.00
Society for Art Publications of the Americas 94-2923815 San Francisco, CA	
Meridian Interns Program	$20,000.00
Southside Family Nurturing Center 41-1274177 Minneapolis, MN	
general operating support	$40,000.00
St. Labre Indian School 81-0244542 Billings, MT	
Crow Language Immersion Program	$14,000.00
Thrive 36-3501185 Bozeman, MT	
Partnership Project Child Care and Emergency Support and Early Childhood Parenting Classes	$25,000.00

United Movement to End Child Soldiering (UMECS) 51-0414602 Washington, DC

Northern Uganda Education Program	$40,000.00
Northern Uganda Education Program match support	$20,000.00

Vermont Arts Exchange 03-0343015 North Bennington, VT

general support	$30,000.00

Vermont Community Garden Network 31-1783597 Burlington, VT

Gardens For Learning and related garden education	$30,000.00

Vermont Community Foundation 22-2712160 Middlebury, VT

Vermont Birth to Five part 1 of 2	$30,000.00
Edwards Child Care Scholarships year 1 of 3	$35,000.00

Vermont Community Loan Fund 22-2864900 Montpelier, VT

Child Care Program / Project SUCCESS	$30,000.00

Wayfinder Schools 01-0217639 Camden, ME

general support	$40,000.00

Windham Child Care Association 03-0286425 Brattleboro, VT

$20,000 Sprouts Early Learning Center $20,000 general support	$40,000.00

Women's Opportunity and Resource Development 81-0362732 Missoula, Montana

Summer Arts and Leadership Camp	$10,000.00

Young Families Early Head Start, Inc. 81-0422429 Billings, MT

center-based and home-based services	$25,000.00

YWCA Billings 81-0235415 Billings, MT

childcare scholarships.	$25,000.00

YWCA of Minneapolis 41-0693891 Minneapolis, MN

Native American Early Childhood scholarships	$20,000.00
TOTAL GENERAL FUND	$1,267,705.68

Sky and Earth Fund

Big Sky Institute for the Advancement of Nonprofits 81-0529716 Helena, MT

Montana Fund Development Assistance Program Pilot	$10,000.00

Blackhorse Pride 26-3637305 Lame Deer, MT

Horsemanship Camp	$10,000.00
matching grant for general support	$10,000.00

Boys & Girls Club of the Northern Cheyenne Nation 36-3945776 Lame Deer, Montana

matching support for Best Beginnings Early Childhood Coalition	$7,287.00

Center Pole 20-8780215 Garryowen, MT

Unity Hoops/Pathways to College program	$10,000.00

Community Foundations of Montana 20-5581763 Livingston, MT

capacity building for Montana community foundations	$7,500.00

DSVS 20-2358889 Red Lodge, MT

Power Up, Speak Out!	$6,000.00

Earth and Sky 74-2837453 Austin, TX

Tonight's Sky year 3 of 3	$20,000.00

First People's Center for Education 20-1276817 Sheridan, WY	
Shakopee Challenge Grant	$10,000.00
Indian Nations Conservation Alliance 30-0094371 Twin Bridges, MT	
INCA Student Pathways	$5,000.00
Lowell Observatory 86-0098918 Flagstaff,AZ	
Navajo- Hopi Outreach Program	$15,000.00
Montana State University Alumni Foundation 81-6001649 Bozeman, MT	
Fort Peck "Buffalo Summit"	$5,000.00
Fort Peck "Buffalo Summit" match	$5,000.00
Piegan Institute 36-3566677 Browning, Montana	
Cuts Wood Academy match funds	$10,000.00
Red Lodge Area Community Foundation 20-0192255 Red Lodge, MT	
general support	$30,000.00
Inclusive Community: Affordable Housing Initiative	$12,000.00
St. Labre Indian School 81-0244542 Billings, MT	
Crow Language Immersion Program	$8,280.00
St. Labre/CEI San Ignacio Exchange 2015-16	$10,000.00
Trust Montana 45-3204921 Great Falls, MT	
general support	$20,000.00
The University of Montana spectrUM Discovery Area 81-0362989 Missoula, MT	
Deepening spectrUM's Engagement in Montana's Tribal Communities	$10,000.00
TOTAL SKY & EARTH FUND	$221,067.00

Arts Fund

Center for Creative Education 94-3152269 Kingston, NY	
fiscal agent for Harmonic Presence Foundation	$15,000.00
CEPA Gallery 23-7442268 Buffalo, 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	
general support of Lenzu/DanceDrama	$8,000.00
Harvestworks Digital Media Arts Center 13-2891159 New York, NY	
general support	$12,500.00
ISSUE Project Room 20-0367608 Brooklyn, NY	
general support	$20,000.00
Krannert Art Museum University of Illinois 31-6000511 Champaign, IL	
Sudden Sound Concert Series	$5,000.00
Roulette Intermedium 36-3046751 New York, New York	
general support	$20,000.00
Society for Art Publications of the Americas 94-2923815 San Francisco, CA	
Meridian Gallery and Internship program	$10,000.00
Susan Marshall & Company/Dance Continuum 13-3109381 New York, NY	
General Support	$10,000.00

Women's Studio Workshop 22-2147463 Rosendale, NY	
general support	$10,000.00
TOTAL	$135,500.00

Environmental Fund

Yellowstone Wildlife Sanctuary 81-0422009 Red Lodge, MT	
Education Program	$50,850.00
TOTAL ENVIRONMENTAL FUND	$50,850.00

Sound Justice

North Oakland Little League Oakland, CA	
NOLL/SOLL Farm B team: San Diego Padres sponsorship	$1,000.00
Community Initiatives 94-3255070 San Francisco, CA	
fiscal sponsor for Restorative Justice for Oakland Youth	$10,000.00
TOTAL SOUND JUSTICE FUND	$11,000.00

WEE Fund

American Bible Society New York, NY	
general support	$18,500.00
Asbury University Wilmore, KY	
general support	$185,000.00
Boy Scouts of America - Black Swamp Area Council 34-1694797 Findlay, OH	
general support	$18,500.00
Leipsic Local School District Leipsic, OH	
Music program, library, playground, science department	$92,500.00
Leipsic United Methodist Church Leipsic, OH	
Scholarship and missionaries	$92,500.00
Christian education and music programs	$185,000.00
Life Enriching Communities Foundation Cincinnati, Ohio	
Benevolent Care Fund for health care residents requiring financial assistance	$185,000.00
Pacific Garden Mission Chicago, IL	
General religious and charitable work	$18,500.00
The Piney Woods School Piney Woods, MS	
general support	$92,500.00
The Salvation Army 13-5562351 Cincinnati, OH	
general charitable work 2014	$35,210.00
general charitable work 2015	$92,500.00
Starr Commonwealth Schools Albion, MI	
teacher training and home visiting support for Autistic youth	$92,500.00
Trilogy Foundation 20-5755082 Louisville,KY	
Meadows at Putnam Acres WEE 2015	$18,500.00
The United Methodist Church, West Ohio Conference Worthington,OH	
WEE Grant 2015	$185,000.00

Village of Leipsic Leipsic, OH
Maintain and support the library, parks and swimming pool program $18,500.00
Wesley Community Services Cincinnati,
General support of elder care services. $185,000.00
Wycliffe Bible Translators, Inc. 95-1831097 Orlando, FL
For missionary work. (David Mason) $18,500.00

TOTAL WEE FUND $1,533,710.00

TOTAL O.P. & W.E EDWARDS FOUNDATION $3,219,832.68

Renegotiated PRI loans

Boys & Girls Club of Carbon County $60,000.00

1. Payments. Maker shall pay to Payee annual payments of $15,000 towards principal as well as interest accrued on the balance.
2. Interest. Interest shall be calculated on the balance remaining the day before the annual payment is due

Interest calculated on:	**Principal Balance**	**Interest**	**Payment**	**Payment due:**	**Principal Balance after payment**
July 27, 2016	$60,000	$600	$15,600	July 28, 2016	$45,000
July 27, 2017	$45,000	$450	$15,450	July 28, 2017	$30,000
July 27, 2018	$30,000	$300	$15,300	July 28, 2018	$15,000
July 27, 2019	$15,000	$150	$15,150	July 28, 2019	$0

2. Balance on Maturity. On or before July 28, 2019, Maker shall pay to Payee the full principal balance of this Note, together with any unpaid interest.