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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 instructions is at *www.irs.gov/form990pf*.

OMB No 1545-0052

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015 , and ending 12-31-2015

Name of foundation
EAGLE FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)
18081 BURT STREET NO 200

Room/suite

City or town, state or province, country, and ZIP or foreign postal code
OMAHA, NE 68022

A Employer identification number
47-0773892

B Telephone number (see instructions)
(402) 330-2660

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)* ▶$ 78,356,778

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) (see instructions))*	**(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 (attach schedule)				
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	2,277,421	2,277,177		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	1,242,382			
	b	Gross sales price for all assets on line 6a 15,397,176				
	7	Capital gain net income (from Part IV, line 2)		1,242,382		
	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) (attach schedule)				
	11	Other income (attach schedule)	74,701	586		
	12	**Total.** Add lines 1 through 11	3,594,504	3,520,145		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0	0		0
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	13,521	0		13,521
	b	Accounting fees (attach schedule)	18,266	0		18,266
	c	Other professional fees (attach schedule)	424,481	398,481		26,000
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	70,188	24,246		0
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	2,427	0		0
	24	**Total operating and administrative expenses.** Add lines 13 through 23	528,883	422,727		57,787
	25	Contributions, gifts, grants paid	4,500,000			4,500,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	5,028,883	422,727		4,557,787
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-1,434,379			
	b	**Net investment income** (if negative, enter -0-)		3,097,418		
	c	**Adjusted net income** (if negative, enter -0-)				

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			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	858,919	689,537	689,560
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		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 (attach schedule)	1,388,913	2,147,116	2,093,964
	b	Investments—corporate stock (attach schedule)	535,368	0	0
	c	Investments—corporate bonds (attach schedule)	2,079,060	5,148,660	5,056,077
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	73,418,333	68,860,901	70,517,177
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets**(to be completed by all filers—see the instructions Also, see page 1, item I)	78,280,593	76,846,214	78,356,778
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities**(add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	78,280,593	76,846,214	
	30	**Total net assets or fund balances**(see instructions)	78,280,593	76,846,214	
	31	**Total liabilities and net assets/fund balances**(see instructions)	78,280,593	76,846,214	

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	78,280,593
2	Enter amount from Part I, line 27a	2	-1,434,379
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	76,846,214
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	76,846,214

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	See Additional Data Table			
b				
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	See Additional Data Table			
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
b				
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	1,242,382
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) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)
If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☑ No
If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2014	4,553,925	84,805,732	0 053698
2013	4,289,849	81,051,268	0 052928
2012	3,901,211	77,124,262	0 050583
2011	3,468,814	77,120,180	0 044979
2010	3,150,614	72,054,874	0 043725

2	**Total** of line 1, column (d).	2	0 245913
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	0 049183
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	82,537,522
5	Multiply line 4 by line 3.	5	4,059,443
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	30,974
7	Add lines 5 and 6.	7	4,090,417
8	Enter qualifying distributions from Part XII, line 4.	8	4,557,787

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 page 18 of the 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	30,974
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	30,974
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	30,974
6	Credits/Payments				
a	2015 estimated tax payments and 2014 overpayment credited to 2015	**6a**	50,433		
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	50,433
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached			8	7
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	19,452
11	Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 19,452 **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**		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?	**1b**		No
	*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**		No
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**		No
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**	Yes	
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	**4a**		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	**4b**		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	**5**		No
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**	Yes	
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**	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NE			
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**	Yes	
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 2015 or the taxable year beginning in 2015 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	**9**		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses.*	**10**		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶SEIM JOHNSON LLP Telephone no ▶(402) 330-2660

Located at ▶18081 BURT STREET OMAHA NE ZIP+4 ▶68022

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 |

			Yes	No
16	At any time during calendar year 2015, 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		No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any**of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	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 2015?	1c		No
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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☑ No If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
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)	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 ▶ 20____ , 20____ , 20____ , 20____			
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 2015 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 2015.)*.	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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 2015?	4b		No

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 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)? **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? ☐ **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**

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? **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 (see instructions).

(a) Name and address	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation**(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	Expense account, **(e)** other allowances
See Additional Data Table				

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

(a) Name and address of each employee paid more than $50,000	Title, and average hours per week **(b)** devoted to position	**(c)** Compensation	Contributions to employee benefit plans and deferred **(d)** compensation	Expense account, **(e)** 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 (see instructions). 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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See instructions **3**	
Total. Add lines 1 through 3 . . . . ▶	0

Part X Minimum Investment Return

(All domestic foundations must complete this part. Foreign foundations,see instructions.)

1		Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes				
	a	Average monthly fair market value of securities.			1a	82,239,501
	b	Average of monthly cash balances.			1b	1,554,938
	c	Fair market value of all other assets (see instructions).			1c	0
	d	**Total** (add lines 1a, b, and c).			1d	83,794,439
	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	83,794,439
4		Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).			4	1,256,917
5		**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	82,537,522
6		**Minimum investment return.** Enter 5% of line 5.			6	4,126,876

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	4,126,876
2a		Tax on investment income for 2015 from Part VI, line 5.	2a	30,974		
	b	Income tax for 2015 (This does not include the tax from Part VI). . . .	2b			
	c	Add lines 2a and 2b.			2c	30,974
3		Distributable amount before adjustments Subtract line 2c from line 1.			3	4,095,902
4		Recoveries of amounts treated as qualifying distributions.			4	0
5		Add lines 3 and 4.			5	4,095,902
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	4,095,902

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	4,557,787
	b	Program-related investments—total from Part IX-B.	1b	0
2		Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3		Amounts set aside for specific charitable projects that satisfy the		
	a	Suitability test (prior IRS approval required).	3a	
	b	Cash distribution test (attach the required schedule).	3b	
4		**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,557,787
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 (see instructions).	5	30,974
6		**Adjusted qualifying distributions.** Subtract line 5 from line 4.	6	4,526,813

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 2014	(c) 2014	(d) 2015
1	Distributable amount for 2015 from Part XI, line 7					4,095,902
2	Undistributed income, if any, as of the end of 2015					
a	Enter amount for 2014 only.				2,732,271	
b	Total for prior years 20___ , 20___ , 20___			0		
3	Excess distributions carryover, if any, to 2015					
a	From 2010.					
b	From 2011.					
c	From 2012.					
d	From 2013.					
e	From 2014.					
f	**Total** of lines 3a through e.		0			
4	Qualifying distributions for 2015 from Part XII, line 4 ▶ $ 4,557,787					
a	Applied to 2014, but not more than line 2a				2,732,271	
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 2015 distributable amount.					1,825,516
e	Remaining amount distributed out of corpus		0			
5	Excess distributions carryover applied to 2015 *(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		0			
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 2014 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f	Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015					2,270,386
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 2010 not applied on line 5 or line 7 (see instructions) . . .		0			
9	**Excess distributions carryover to 2016.** Subtract lines 7 and 8 from line 6a		0			
10	Analysis of line 9					
a	Excess from 2011. . . .					
b	Excess from 2012. . . .					
c	Excess from 2013. . . .					
d	Excess from 2014. . . .					
e	Excess from 2015. . . .					

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, enter the date of the ruling. . . . . . ▶

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

	Tax year	Prior 3 years			(e) Total
	(a) 2015	**(b)** 2014	**(c)** 2013	**(d)** 2012	
2a 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 organization 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))

JAMES W CABELA

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

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 email 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 Additional Data Table				
Total . . . . ▶ **3a**				4,500,000
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		**(e)** Related or exempt function income (See instructions)
1 Program service revenue	**(a)** Business code	**(b)** Amount	**(c)** Exclusion code	**(d)** Amount	
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					
4 Dividends and interest from securities. . .			14	2,277,421	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.			14	586	
8 Gain or (loss) from sales of assets other than inventory			18	1,242,382	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue **a** ACCRUED INTEREST			14	74,115	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		3,594,504	0

13 **Total.** Add line 12, columns (b), (d), and (e). **13** 3,594,504

(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) (See instructions)

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)**		**No**
(2) Other assets.	**1a(2)**		**No**
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
(4) Reimbursement arrangements.	**1b(4)**		**No**
(5) Loans or loan guarantees.	**1b(5)**		**No**
(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

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

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

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

******	2016-05-10	******	May the IRS discuss this return with the preparer shown below (see instr)? ☑ **Yes** ☐ **No**
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
LARRY D TENNISON				P00049603

Firm's name ▶ SEIM JOHNSON LLP

Firm's EIN ▶ 47-6097913

Firm's address ▶ 18081 BURT STREET SUITE 200 OMAHA, NE 680224722

Phone no (402) 330-2660

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
WESTWOOD ALLCAP GROWTH	P	2015-01-01	2015-12-31
WESTWOOD ALLCAP GROWTH	P	2012-09-04	2015-12-31
WESTWOOD EMERGING MARKETS	P	2015-01-01	2015-12-31
WESTWOOD EMERGING MARKETS	P	2012-09-04	2015-12-31
WESTWOOD GLOBAL EQUITY	P	2015-01-01	2015-12-31
WESTWOOD GLOBAL EQUITY	P	2012-09-04	2015-12-31
WESTWOOD HIGH YIELD BOND	P	2015-01-01	2015-12-31
WESTWOOD HIGH YIELD BOND	P	2012-09-04	2015-12-31
WESTWOOD INCOME OPPORTUNITY	P	2015-01-01	2015-12-31
WESTWOOD INCOME OPPORTUNITY	P	2012-09-04	2015-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
		97,215	-97,215
925,919			925,919
		128,677	-128,677
		167,951	-167,951
		53,743	-53,743
127,271			127,271
		33,009	-33,009
		61,998	-61,998
		93,247	-93,247
279,925			279,925

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-97,215
			925,919
			-128,677
			-167,951
			-53,743
			127,271
			-33,009
			-61,998
			-93,247
			279,925

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
WESTWOOD INTERNATIONAL FIXED INCOME	P	2015-01-01	2015-12-31
WESTWOOD INTERNATIONAL FIXED INCOME	P	2012-09-04	2015-12-31
WESTWOOD LARGCAP EQUITY	P	2015-01-01	2015-12-31
WESTWOOD LARGCAP EQUITY	P	2012-09-04	2015-12-31
WESTWOOD REIT INVESTMENT	P	2015-01-01	2015-12-31
WESTWOOD REIT INVESTMENT	P	2012-09-04	2015-12-31
WESTWOOD SHORT DURATION HIGH YIELD BOND	P	2015-01-01	2015-12-31
WESTWOOD SHORT DURATION HIGH YIELD BOND	P	2012-09-04	2015-12-31
WESTWOOD SMALLCAP VALUE EQUITY	P	2015-01-01	2015-12-31
WESTWOOD SMALLCAP VALUE EQUITY	P	2012-09-04	2015-12-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
		46,334	-46,334
		83,751	-83,751
		61,444	-61,444
708,392			708,392
9,236			9,236
60,592			60,592
		73,396	-73,396
		404,423	-404,423
		52,292	-52,292
232,769			232,769

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-46,334
			-83,751
			-61,444
			708,392
			9,236
			60,592
			-73,396
			-404,423
			-52,292
			232,769

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
WESTWOOD SMIDCAP PLUS INVESTMENT	P	2015-01-01	2015-12-31
WESTWOOD SMIDCAP PLUS INVESTMENT	P	2012-09-04	2015-12-31
COMMON FUND UNITS - WESTWOOD POOLED FUNDS	P	2012-09-04	2015-12-31
COMMON FUND UNITS - WESTWOOD POOLED FUNDS	P	2015-01-01	2015-12-31
FELTL	P	2012-09-04	2015-12-31
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
		296,767	-296,767
459,828			459,828
11,358,110		10,933,329	424,781
922,180		1,031,850	-109,670
312,912		535,368	-222,456
42			42

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			-296,767
			459,828
			424,781
			-109,670
			-222,456
			42

Form 990PF Part VIII Line 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
JAMES W CABELA 1475 ROAD 105 SIDNEY, NE 691624236	PRES/TR/DIR 1 00	0	0	0
GERALD E MATZKE THRU 12182015 907 JACKSON ST SIDNEY, NE 691621653	SEC/DIR 1 00	0	0	0
MICHAEL R MCCARTHY 1601 DODGE ST STE 3800 OMAHA, NE 681021637	DIR 1 00	0	0	0
MICHAEL HUPP FROM 12182015 1125 SOUTH 103 ST STE 800 OMAHA, NE 68124	DIR 1 00	0	0	0
ALEXANDER J WOLF FROM 12182015 1125 SOUTH 103 ST STE 800 OMAHA, NE 68124	SEC 1 00	0	0	0

Form 990PF Part XV Line 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				
CATHOLIC MEDICAL MISSION BOARD 10 W 17TH ST NEW YORK,NY 100115765	NONE	PC	HEALTHCARE PROGRAMS AND SERVICES TO PEOPLE IN NEED AROUND THE WORLD WITH A SPECIAL FOCUS ON WOMEN AND CHILDREN	500,000
CATHOLIC NEAR EAST WELFARE ASSN 1011 FIRST AVE NEW YORK,NY 100224195	NONE	PC	PROVIDE HUMANITARIAN ASSISTANCE TO THOSE IN NEED	500,000
CATHOLIC RELIEF SERVICES PO BOX 17090 BALTIMORE,MD 212970303	NONE	PC	TO SUPPORT THE BISHOPS WHO ASSIST THE POOR AND VULNERABLE OVERSEAS	400,000
CROSS CATHOLIC OUTREACH 2700 N MILITARY TRAIL SUITE 240 BOCA RATON,FL 33427	NONE	PC	TO ASSIST IN THE MINISTRY OF RELIEF AND DEVELOPMENT TO AID THE POOREST OF THE POOR	600,000
DIOCESE OF GRAND ISLAND 2708 OLD FAIR ROAD GRAND ISLAND,NE 68803	NONE	PC	TO ENSURE COMMUNICATION, EDUCATION, COOPERATION AND ASSISTANCE IN THE RELIGIOUS NEEDS OF THE CHURCH THROUGHOUT WESTERN NEBRASKA	300,000
DOCTORS WITHOUT BORDERS 333 SEVENTH AVE 2ND FLOOR NEW YORK,NY 10001	NONE	PC	TO SUPPORT RELIEF PROJECTS, INCLUDING EMERGENCY MEDICAL RELIEF PROJECTS, CONDUCTED PRIMARILY BY THE INTERNATIONAL MEDECINS SANS FRONTIERES NETWORK, WHEREVER IN THE WORLD MEDICAL AND PUBLIC HEALTH CRISES MAY EXIST	500,000
FATHER WOODY'S HAVEN OF HOPE 1101 W 7TH AVE DENVER,CO 80204	NONE	PC	TO FEED AND CLOTHE THE HOMELESS	25,000
FOOD FOR THE POOR INC 6401 LYONS RD COCONUT CREEK,FL 33073	NONE	PC	TO PROVIDE SUPPORT IN THE MISSION TO FEED MILLIONS OF HUNGRY POOR IN 17 COUNTRIES OF THE CARIBBEAN AND LATIN AMERICA AND PROVIDE EMERGENCY RELIEF ASSISTANCE, CLEAN WATER, MEDICINES, EDUCATIONAL MATERIALS, HOMES, SUPPORT FOR ORPHANS AND THE AGED, SKILLS TRAINING AND MICRO-ENTERPRISE DEVELOPMENT ASSISTANCE	400,000
GIVE DIRECT CHURCH STREET STATION PO BOX 3221 NEW YORK,NY 10008	NONE	PC	TO REDUCE POVERTY BY PROVIDING FINANCIAL ASSISTANCE DIRECTLY TO THOSE IN NEED	100,000
HEIFER PROJECT INTERNATIONAL 1 WORLD AVE LITTLE ROCK,AR 72202	NONE	PC	TO PROVIDE SUPPORT IN THE MISSION TO END HUNGER AND POVERTY AND TO CARE FOR THE EARTH USING GIFTS OF LIVESTOCK, SEEDS, TREES AND TRAINING IN SUSTAINABLE AGRICULTURE COMMUNITY DEVELOPMENT PROJECTS TO HELP MILLIONS OF PEOPLE BECOME SELF-RELIANT	500,000
MATT TALBOT KITCHEN & OUTREACH 2121 N 27TH ST LINCOLN,NE 68501	NONE	PC	TO SERVE THE PHYSICAL, EMOTIONAL AND SPIRITUAL NEEDS OF LINCOLN'S WORKING POOR, AND HOMELESS THROUGH OUTREACH, ADVOCACY, EDUCATION AND THE PROVISION OF FOOD AND SHELTER	25,000
NURSING HEART INC 715 WASHINGTON PLACE STE 3R BALTIMORE,MD 21201	NONE	PC	TO HIGHLIGHT AND PROMOTE METHODS AND MEANS TO FOSTER RESILIENCY IN NURSING PROFESSIONS	150,000
PARTNERS IN HEALTH PO BOX 845578 BOSTON,MA 022845578	NONE	PC	AN INTEGRATED HEALTH CARE DELIVERY SYSTEM THROUGHOUT THE REGION THAT OFFERS PATIENTS A CONTINUUM OF COORDINATED, HIGH-QUALITY CARE	200,000
RETIREMENT FUND FOR RELIGIOUS PO BOX 96988 WASHINGTON,DC 200906988	NONE	PC	FUNDS FOR RETIRED RELIGIOUS, HELP RELIGIOUS INSTITUTES REALISTICALLY ASSESS THEIR CURRENT RETIREMENT NEEDS AND IMPLEMENT PLANNING, EDUCATE RELIGIOUS INSTITUTES TO ALLOCATE ASSETS REALISTICALLY, DEVELOP EDUCATIONAL TOOLS, PROGRAMS, SERVICES AND RESOURCE MATERIALS THAT ENABLE RELIGIOUS INSTITUTES TO ADDRESS RETIREMENT WISELY	50,000
SAINT JOHN'S ABBEY PO BOX 2015 COLLEGEVILLE,MN 56321	NONE	PC	TO PROVIDE SUPPORT IN THE MISSION OF SEEK GOD THROUGH A COMMON LIFE OF PRAYER, STUDY AND WORK	100,000
Total . . . . ▶ **3a**				4,500,000

Form 990PF Part XV Line 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*				
SIENA FRANCIS HOUSE 1702 NICHOLAS STRET OMAHA, NE 68102	NONE	PC	CARE FOR THE POOR REALIZED THROUGH FEEDING THE HUNGRY, SHELTERING THE HOMELESS, AND CLOTHING THE NEEDY	50,000
WORLD FOOD PROGRAM USA 1725 EYE STREET NW STE 510 WASHINGTON, DC 20006	NONE	PC	TO SAVE LIVES IN REFUGEE AND OTHER EMERGENCY SITUATIONS, TO IMPROVE THE NUTRITION AND QUALITY OF LIFE OF THE MOST VULNERABLE PEOPLE AT CRITICAL TIMES IN THEIR LIVES, AND TO HELP BUILD ASSETS AND PROMOTE THE SELF-RELIANCE OF POOR PEOPLE AND COMMUNITIES, PARTICULARLY THROUGH LABOUR-INTENSIVE WORKS PROGRAMS	100,000
Total . . . . ▶ **3a**				4,500,000

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TY 2015 Accounting Fees Schedule

Name: EAGLE FOUNDATION

EIN: 47-0773892

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	18,266	0		18,266

TY 2015 Investments Corporate Bonds Schedule

Name: EAGLE FOUNDATION

EIN: 47-0773892

Name of Bond	End of Year Book Value	End of Year Fair Market Value
GOLDMAN SACHS 2.9%	1,030,360	1,032,519
JP MORGAN CHASE 3.45%	1,048,700	1,015,574
AT & T INC 3.900%	1,055,690	1,032,898
AETNA INC 2.7500%	1,007,560	974,888
WELLS FARGO & COMPANY 2.1500%	1,006,350	1,000,198

TY 2015 Investments Corporate Stock Schedule

Name: EAGLE FOUNDATION

EIN: 47-0773892

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PUTNAM DIVERSIFIED INCOME TRUST-CLASS A	0	0
PUTNAM HIGH YIELD ADVANTAGE FUND	0	0
AIM HIGH YIELD FUND	0	0
EATON VANCE INC. FUND	0	0
DREYFUS HIGH YIELD STRATEGIES FUND	0	0
HIGHLAND CREDIT STRATEGIES FUND	0	0
CREDIT SUISSE HI YIELD BOND FUND	0	0

TY 2015 Investments Government Obligations Schedule

Name:	EAGLE FOUNDATION
EIN:	47-0773892
US Government Securities - End of Year Book Value:	2,147,116
US Government Securities - End of Year Fair Market Value:	2,093,964
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2015 Investments - Other Schedule

Name: EAGLE FOUNDATION

EIN: 47-0773892

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
FANNIE MAE 2.75%	AT COST	0	0
FEDERAL HOME LOAN BANK 2.75%	AT COST	0	0
FEDERAL HOME LOAN MORTGAGE CORP 3.75%	AT COST	1,335,235	1,296,417
LARGECAP VALUE EQUITY	AT COST	10,275,173	10,546,059
SMIDCAP PLUS INVESTEMNT	AT COST	3,638,454	3,984,679
SMALLCAP VALUE EQUITY	AT COST	3,115,346	3,188,711
ALLCAP GROWTH EQUITY	AT COST	9,497,783	10,104,030
GLOBAL EQUITY	AT COST	8,780,850	9,782,410
EMERGING MARKETS	AT COST	3,380,332	3,061,946
HIGH YIELD BOND	AT COST	3,400,229	2,977,897
SHORT DURATION HIGH YIELD BOND	AT COST	5,790,821	5,465,208
GLOBAL STRATEGIC DIVERSIFICATION	AT COST	2,400,286	2,146,594
INCOME OPPORTUNITY	AT COST	13,576,122	14,125,369
REIT INVESTMENT	AT COST	2,065,735	2,268,696
FHLB .67%	AT COST	0	0
FHLB .65%	AT COST	0	0
FANNIE MAE .75%	AT COST	0	0
FNMA .50%	AT COST	548,075	550,288
FANNIE MAE 2.625%	AT COST	1,056,460	1,018,873

TY 2015 Legal Fees Schedule

Name: EAGLE FOUNDATION

EIN: 47-0773892

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	13,521	0		13,521

TY 2015 Other Expenses Schedule

Name: EAGLE FOUNDATION

EIN: 47-0773892

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER EXPENSES	2,427	0		0

TY 2015 Other Income Schedule

Name: EAGLE FOUNDATION

EIN: 47-0773892

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
WESTWOOD - CLASS ACTION SETTLEMENT	586	586	586
ACCRUED INTEREST	74,115		74,115

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TY 2015 Other Professional Fees Schedule

Name: EAGLE FOUNDATION

EIN: 47-0773892

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CONSULTING FEE	26,000	0		26,000
WESTWOOD ASSET MANAGEMENT FEE	398,441	398,441		0
FELTL MANAGEMENT FEE	40	40		0

TY 2015 Taxes Schedule

Name: EAGLE FOUNDATION

EIN: 47-0773892

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	24,246	24,246		0
EXCISE TAX	45,942	0		0

CERTIFICATE OF AMENDMENT AND RESTATEMENT OF THE ARTICLES OF INCORPORATION OF EAGLE FOUNDATION

Pursuant to the provisions of the Nebraska Nonprofit Corporation Act, the undersigned Corporation hereby certifies that:

1. The name of the Corporation is: Eagle Foundation
2. The Amended and Restated Articles of Incorporation, attached hereto as Exhibit "A" ("Restated Articles"), shall supersede the existing Articles of Incorporation and all amendments thereto.
3. The Restated Articles contain amendments to the existing Articles of Incorporation of the Corporation which require approval by the Board of Directors. The Restated Articles of Incorporation were unanimously adopted by the Board of Directors of the Corporation on April 23, 2014.

Dated this 23rd day of April, 2014.

EAGLE FOUNDATION,
a Nebraska nonprofit corporation,

James W. Cabela
James W. Cabela, President

EXHIBIT "A"

AMENDED AND RESTATED

ARTICLES OF INCORPORATION
OF
EAGLE FOUNDATION

Pursuant to the provisions of the Nebraska Nonprofit Corporation Act, as amended ("Act"), the Articles of Incorporation of Eagle Foundation, a Nebraska nonprofit corporation ("Corporation"), which were filed with the Nebraska Secretary of State on December 30, 1993, are hereby amended and restated in their entirety as follows:

ARTICLE I
NAME

The name of the corporation is Eagle Foundation ("Corporation").

ARTICLE II
DESIGNATION

The Corporation is a public benefit corporation under the Act.

ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's registered office is 1125 South 103rd Street, Suite 800, Omaha, Nebraska 68124, and the name of the initial registered agent at such address is Koley Jessen P.C., L.L.O.

ARTICLE IV
PURPOSES

The Corporation is organized, and shall be operated, on a not-for-profit basis and exclusively for charitable, religious, educational and scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code ("Code"). Without limiting the application of the foregoing sentence, the specific purposes of the Corporation shall include, but not be limited to the following:

(a) To provide funding for educational, religious, scientific and charitable purposes;

(b) To provide relief of the poor and of the underprivileged, both locally and globally;

(c) To promote social welfare in and combat community deterioration of the Sidney, Nebraska community and its surrounding communities;

(d) To engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering, and attainment of any and all of its purposes, except as restricted herein; and

EXHIBIT "A"

(e) Incidental to the above purposes, to have and to exercise all of the rights and powers conferred upon corporations under the Nebraska Nonprofit Corporation Act, Neb. Rev. Stat. § 21-1901 et seq.

ARTICLE V
POWERS

The Corporation shall have all the powers conferred upon nonprofit corporations by the Act, and any enlargement of such powers conferred by subsequent legislative acts. In addition thereto, the Corporation shall have and exercise all powers and rights not otherwise denied nonprofit corporations by the laws of the State of Nebraska, as are necessary, suitable, proper, convenient or expedient to the attainment of the purposes set forth in Article IV above; provided, however:

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any officer or director of the Corporation, or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV above.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in, any political campaign on behalf of, or in opposition to, any candidate for public office, including the publication or distribution of statements.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under section 501(c)(3) of the Code, or by an organization, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE VI
MEMBERS

The Corporation shall have no members.

ARTICLE VII
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively to charitable, religious, educational or scientific organizations which are engaged in affairs substantially similar to those of the Corporation and which would qualify under the provisions of section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the President has executed these Amended and Restated Articles of Incorporation this 23rd day of April, 2014.

James W. Cabela

James W. Cabela, President

AMENDED AND RESTATED BYLAWS OF EAGLE FOUNDATION

ARTICLE I
OFFICES

The principal office of the Corporation in the State of Nebraska shall be located in the City of Sidney, County of Cheyenne. The Corporation may have such other offices, either within or without the State of Nebraska, as the Board of Directors may determine or the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of Nebraska a registered office, and a registered agent whose office is identical with such registered office, as required by the Nonprofit Corporation Act of the State of Nebraska. The registered office may be, but need not be, identical with the principal office in the State of Nebraska, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II
MEMBERSHIP

Except as the Board of Directors may otherwise determine from time to time, the Corporation shall have no members.

ARTICLE III
BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Corporation shall be managed by its Board of Directors. The Directors need not be residents of the State of Nebraska. Subject to the limitations of the Articles of Incorporation of the Corporation, these Bylaws, and the laws of the State of Nebraska, the Directors are vested with all of the powers now or hereafter conferred by law.

Section 2. Number. The number of Directors shall consist of either three (3) or five (5), with the exact number to be determined by Board of Directors from time to time. Although the number of Directors may be changed from time to time by amendment to these Bylaws, no change shall affect the incumbent Directors during the term for which they were elected or appointed.

Section 3. Election and Term of Office. So long as James W. Cabela remains living and not incapacitated, he shall have the right to nominate and appoint successor directors to fill any vacancy which occurs. Following the death of James W. Cabela, any future nominations and appointments shall be made by a majority vote of the Board of Directors. In the event vacancies result in only one remaining Director, then "a majority vote of the Board of Directors" means the vote of the sole remaining Director. In the event that the vote of the Board of Directors to fill a vacancy results in deadlock, the Board shall resolve the deadlock by counting twice the vote of the Chairman of the Board. Retiring Directors shall be allowed to provide input and/or nominate successor Directors, but retiring Directors shall not have the right to select successor Directors. The criteria and term for successor Directors shall be as follows:

(a) Criteria for Selection of Directors. In order to be eligible to be nominated as a Director, one of the following criteria must be met:

(1) Must be an individual who knew James W. Cabela during his lifetime and who understands or has an appreciation for James W. Cabela's core qualities and his charitable and philanthropic objectives and preferences; or

(2) Must be an individual who, based on information available, understands James W. Cabela's charitable and philanthropic objectives and preferences.

(b) Term of Office. Once appointed or elected as the case may be, a Director shall serve for a period of three (3) years or until his or her successor is duly elected, or if earlier, until his or her resignation or removal as provided in this Article III or his or her death. Subject to the remaining Sections of this Article, Directors appointed by James W. Cabela shall have no limit on his/her/their term as a Director. However, Directors not appointed by James W. Cabela shall be limited to three (3) terms of three (3) years per term.

Section 4. Resignation. A Director may resign at any time by giving written notice to the Secretary of the Corporation, who shall advise the Board of Directors of any such resignation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary of the Corporation, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 5. Removal. Any individual Director may be removed from office, with or without cause, at any time by James W. Cabela. Following the death of James W. Cabela, removal shall be by action of a majority vote of the Directors then in office.

Section 6. Vacancies. A vacancy or vacancies in the Board of Directors occurring for any reason, including an increase in the number of Directors, may be filled pursuant to the provisions of Section 3 above. Each Director so appointed or elected shall hold office for the remaining term of the Director so succeeded or until such Director resigns or is removed as provided in this Article III or until his or her death.

Section 7. Compensation. Directors as such may receive compensation for their services, provided that such compensation shall be reasonable. Compensation of Directors shall not be tied to or be in excess of the average compensation paid to directors of foundations of similar size and purpose as published by the Council on Foundations, Charity Navigator, or by such other similar organization accumulating national/regional data on compensation paid to directors of charitable foundations. If a Director elects to receive compensation, such compensation shall be in part cash remuneration and in part the right of the Director to designate small grants to charitable organizations whose purposes are consistent with the purposes of the Corporation. The Board of Directors shall establish the amounts of cash remuneration versus grant-making discretion, including the amount of the discretionary grants to be designated by the Directors. The foregoing to the contrary notwithstanding, if a Director individually or any entity with which such individual may be affiliated performs consulting or other professional services, the individual and affiliated entity should be compensated for the professional services provided and costs incurred. By resolution, the Board of Directors may be reimbursed for expenses of attendance at each regular or special meeting of the Board of Directors and for expenses incurred in performing the duties of the Directors.

ARTICLE IV
MEETINGS OF BOARD OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board of Directors of the Corporation shall be held at such time and place as the Board of Directors may designate, or in the absence of designation by the Board, as the President shall designate. An annual meeting of the Board of Directors shall be held in the month of December of each year. The Board may provide by resolution the time and place for the holding of the annual or other regular meetings of the Board without other notice than such resolution. At the annual meeting of the Board of Directors, a Chairman of the Board and a successor Chairman shall be appointed. So long as James W. Cabela is a Director, James W. Cabela shall appoint the current Chairman and successor Chairman, who shall serve in such role in the event that the Chairman is no longer able to serve. If James W. Cabela is not serving as a Director, the appointment of the Chairman and successor Chairman shall be made by a majority vote of the Board of Directors.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place for holding any special meeting of the Board of Directors called by them.

Section 3. Telephone or Electronic Meetings. Any regular or special meeting of the Board or any committee, as the case may be, may be held by means of conference telephone or similar communication equipment, by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the member or members participating.

Section 4. Notices. Other than as provided in Section 1 of this Article, regular meetings of the Board of Directors may not be held without notice of the date, time, place, or purpose of the meeting. Notice of special meetings providing the date, time and place of the meeting shall be communicated to each Director at his or her last known address by such means as are authorized from time to time by the Nebraska Nonprofit Corporation Act, as determined by the person calling such meeting, at least two (2) days prior to the date of holding these meetings. Neither the business to be transacted at nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice unless such meeting is to remove a director, to amend the Articles of Incorporation or these Bylaws or to approve any other matter that would require approval by the members if the Corporation had members. In such case, the notice shall specify removal, amendment or such other matter as one purpose of the meeting and precede the meeting by at least seven (7) days. In the case of an amendment to the Articles of Incorporation or these Bylaws, the notice shall be accompanied by a copy or summary of the amendment or shall state the general nature of the amendment. A Director may waive any notice required by the Nebraska Nonprofit Corporation Act, the Articles of Incorporation, or the Bylaws, before or after the date and time stated in the notice. The waiver shall be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. Attendance of a Director at or participation in a meeting waives any required notice to him or her of the meeting, unless the Director at the beginning of the meeting or promptly upon his or her arrival, objects to the holding of the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 5. Quorum. A majority of the Board of Directors entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 6. Manner of Acting. The act of a majority of the Directors entitled to vote present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 7. Informal Action by Directors. Any action required by law to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

Section 8. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered or certified mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Section 9. Committees. The Board of Directors, may by resolution, appoint one or more advisory committees, which must consist of at least one (1) Director, but which may have non-Directors appointed thereto. Such advisory committee shall not have the power to act on behalf of the Board of Directors, but shall fulfill the purposes for which they were formed and report their findings to the Board of Directors.

ARTICLE V
OFFICERS

Section 1. Officers. The officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer. Upon the death, incapacity or resignation of James W. Cabela, the Board of Directors may also appoint an Executive Director. Such other officers as may be deemed necessary may be elected in accordance with the provisions of this Article V. Any two or more of said offices may be held by the same person. Such other officers, assistant officers, and acting officers as may be deemed necessary may be elected or appointed by the Board of Directors, such officers to have authority to perform the duties prescribed, from time to time, by the Board of Directors.

Section 2. Election. The officers of the Corporation shall be chosen annually by the Board of Directors, and each shall hold his or her office until his or her successor shall have been duly elected and qualified, or until his or her death, resignation, or removal.

Section 3. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or the Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation by the Secretary or the Board of Directors as the case may be, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any officer may be removed from office by the Board of Directors, whenever in its judgment the best interests of the Corporation will be served thereby.

Section 5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 6. President. The President shall, in general, supervise and control all of the business and affairs of the Corporation. The President may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general, the President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. Vice President. In the absence or disability of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions imposed upon, the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or Board of Directors.

Section 8. Treasurer. If required by the Board of Directors, the Treasurer shall give bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for all securities and monies due and payable to the Corporation from any source whatsoever, deposit all such monies in the name of the Corporation in such banks, trust companies, or in other depositories as shall be selected in accordance with the provisions of these Bylaws, and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or Board of Directors.

Section 9. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, be the custodian of the corporate records of the Corporation, keep a register of the post office address of each Director of the Board which shall be furnished to the Secretary by such Director, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or Board of Directors.

Section 10. Executive Director. Upon the death, incapacity or resignation of James W. Cabela, the Board of Directors may appoint an Executive Director.

(a) Duties. Subject to the control of the Board of Directors, such Executive Director shall be responsible for conducting the day-to-day administration and business of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control the employees of the Corporation, if any. The Executive Director may sign, with the President or the Secretary, any deeds mortgages bonds, contracts or other instruments that the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. In addition, the Executive Director shall perform such other duties as from time to time may be assigned to the Executive Director by the President or Board of Directors. The Board of Directors shall establish a separate guidance document to outline the specific duties and requirements for the Executive Director position.

(b) Compensation. The Executive Director as such may receive compensation for his/her services, provided that such compensation shall be reasonable and at market rates. Compensation of an Executive Director shall not be tied to or be in excess of the average compensation paid to executive directors of foundations of similar size and purpose as published by the Council on Foundations, Charity Navigator, or by such other similar organization accumulating national/regional data on compensation paid to executive directors of charitable foundations.

ARTICLE VI
CABELA'S INCORPORATED STOCK

The assets of the Corporation may include a significant ownership interest in the common stock of Cabela's Incorporated. The Corporation shall exercise any and all rights as a shareholder of Cabela's Incorporated for as long as it is legally permissible and advisable, in the reasonable judgment of the Board of Directors. The Board of Directors is hereby authorized and instructed to refrain from selling the Cabela's Incorporated stock for as long as it is legally permissible and advisable, in the reasonable judgment of the Directors, to do so. The Directors are relieved of any fiduciary duty for not diversifying the Corporation's asset allocation, subject, however, to any Internal Revenue Code or state law requirement for diversification.

ARTICLE VII
INCAPACITY DETERMINATION

Any determination that James W. Cabela is incapacitated shall be made by a Court of competent jurisdiction or by two licensed physicians, at least one of which is either James W. Cabela's regular physician or his then currently treating physician. If such determination is made by a licensed physician, then it must be evidenced by a letter or other written instrument, signed and dated by the physician, in which the physician states that he or she has personally examined James W. Cabela, is familiar with his medical condition and has concluded that he is incapacitated. Said letter or other written instrument shall specifically describe the basis for such determination, may be relied on by any person dealing with the Corporation and shall serve as conclusive proof that James W. Cabela is incapacitated. For purposes of this Article, "incapacitated" shall mean lacking the ability to effectively appreciate the import of decisions to be made by the Board of Directors and officers and agents of the Corporation (e.g., management of Corporation's assets, selection of grant recipients, and administration of the Corporation) on a regular, routine and consistent basis by reason of mental illness, deficiency or impairment, physical illness or disability, chronic use of drugs, chronic intoxication, advanced age or other disabling cause, such that the Corporation's assets may be wasted or dissipated and/or the Corporation's exempt status may be jeopardized unless proper management is provided.

ARTICLE VIII
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President, the Vice President or the Executive Director of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE IX
BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by any member of the Board of Directors, or his agent or attorney, for any proper purpose at any reasonable time. Upon the death, incapacity or resignation of James W. Cabela, an audit of the Corporation's financial statements shall be performed annually.

ARTICLE X
FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of January and end on the last day of December of each year.

ARTICLE XI
DURATION

The Corporation shall have perpetual existence unless the Directors unanimously agree to dissolve the Corporation and a Court of competent jurisdiction finds that the use of the Corporation's remaining assets are better served by distributing them to other charitable organizations whose purposes are consistent with the purposes of the Corporation.

ARTICLE XII
SEAL

Unless otherwise provided by the Board of Directors, the Corporation shall have no seal.

ARTICLE XIII
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Nonprofit Corporation Act of the State of Nebraska or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XIV
INDEMNIFICATION OF DIRECTORS

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation against expenses, including attorney fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed, to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture or other enterprise or as a trustee, officer, employee or agent of an employee benefit plan, against expenses, including attorney fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation.

To the extent permitted by law, the Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation against any liability asserted against him or her and incurred in such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability.

The indemnity provided for by this Article XIV shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this Article XIV be deemed to prohibit the Corporation from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provision in the Bylaws.

ARTICLE XV
AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the Board of Directors at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to alter, amend, or repeal or to adopt new Bylaws at such meeting; provided, however, that so long as James W. Cabela remains living and competent, any amendment to or restatement of the Bylaws must be approved in writing by him.

The undersigned Secretary of the Eagle Foundation hereby certifies that the foregoing Amended and Restated Bylaws of the Eagle Foundation were adopted by the Board of Directors on the 23rd day of April, 2014.

Gerald E. Matzke

Gerald E. Matzke, Secretary