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

OMB No. 1545-0052

2011

Department of the Treasury
Internal Revenue Service

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

For calendar year 2011, or tax year beginning , 2011, and ending , 20

Name of foundation
BRIDGEWATER FOUNDATION

Number and street (or P.O. box number if mail is not delivered to street address) Room/suite
951 SOUTH PINE STREET

City or town, state, and ZIP code
Spartanburg SC 29302

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ **674,303**

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

A Employer identification number
58-2421520

B Telephone number (see instructions)
(864) 542-8062

C If exempt application is pending, check here ☐

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

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

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) Check ☐ if the foundation is not required to attach Sch. B				
	2 Interest on savings and temp. cash investments	16	16		
	3 Dividends and interest from securities	12,814	12,814		
	4 Gross rents				
	5 Net rental income or (loss)				
	6 Net gain/(loss) from sale of assets not on line 10	10,977			
	7 Gross sales price for all assets on line 6a 92,909				
	8 Capital gain net income (from Part IV, line 2)		10,977		
	9 Net short-term capital gain			0	
	10 Income modifications			0	
	11 Gross sales less rtns. & allowances 0				
	12 Less Cost of goods sold				
13 Gross profit or (loss) (attach schedule)					
14 Other income (attach schedule)					
15 Total. Add lines 1 through 11	23,807	23,807	0		
OPERATING & ADMINISTRATIVE EXPENSES	16 Compensation of officers, directors, trustees, etc.	0			
	17 Other employee salaries and wages				
	18 Pension plans, employee benefits	-1,000			
	19 Legal fees (attach schedule)				
	20 Accounting fees (attach schedule)				
	21 Other professional fees (attach schedule)				
	22 Interest				
	23 Taxes (attach schedule) (see instructions)	178			
	24 Depreciation (attach sch.) and depletion	1,244			
	25 Occupancy				
	26 Travel, conferences, and meetings	4,539			
	27 Printing and publications				
28 Other expenses (attach schedule) #3	11,243	7,692			
29 Total operating and administrative expenses. Add lines 13 through 23	16,204	7,692	0	0	
30 Contributions, gifts, grants paid	10,000			10,000	
31 Total exp. & disbursements. Add lines 24 and 25	26,204	7,692	0	10,000	
32 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-2,397				
b Net Investment Income (if neg., enter -0-)		16,115			
c Adjusted net Income (if neg., enter -0-)					

For Paperwork Reduction Act Notice, see the Instructions.

Form 990-PF (2011)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See inst.)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
ASSETS	1	Cash -- non-interest-bearing	22,270	1,989	1,989
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ Less: allowance for doubtful accts. ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accts. ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the 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	250	250	250
	10a	Investments -- U.S. and state govt. obligations (attach schedule)			
	b	Investments -- corporate stock (attach schedule) #4	578,447	594,562	666,934
	c	Investments -- corporate bonds (attach schedule)			
	11	Investments -- land, buildings, and equipment: basis			
	12	Less: accumulated depreciation (attach schedule) ▶			
	13	Investments -- mortgage loans			
	14	Investments -- other (attach schedule)			
15	Land, buildings, and equipment: basis ▶ 6,560 Less: accumulated depreciation (attach schedule) ▶ 1,430	#5 5,371	5,130	5,130	
16	Other assets (describe ▶				
16	Total assets (to be completed by all filers -- see the instructions. Also, see page 1, item I)	606,338	601,931	674,303	
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 ▶	2,010		
	23	Total liabilities (add lines 17 through 22)	2,010	0	
FUND ASSETS	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, ck. here ▶ ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	604,328	601,931	
	30	Total net assets or fund balances (see the instructions)	604,328	601,931	
	31	Total liabilities and net assets/fund balances (see the inst.)	606,338	601,931	

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	604,328
2	Enter amount from Part I, line 27a	2	-2,397
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	601,931
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) -- Part II, column (b), line 30.	6	601,931

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 attachment #6			
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			
b			
c			
d			
e			

(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			
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	10,977
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 the instructions) If (loss), enter -0- in Part I, line 8		3	0

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.

(a) Base period years Calendar year (or tax year beg. in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	11,000	636,746	0.017275
2009		360,417	0.000000
2008		365,992	0.000000
2007		243,739	0.000000
2006	129,921	218,693	0.594079

2 Total of line 1, column (d)	2	0.611354
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	0.122271
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	669,555
5 Multiply line 4 by line 3	5	81,867
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	161
7 Add lines 5 and 6	7	82,028
8 Enter qualifying distributions from Part XII, line 4	8	10,000

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 the instructions)

1 a 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 Inst.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	322
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	322
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	322
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a		
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		0
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		322
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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 the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.	1b	X
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation . . . ▶ \$ 0 (2) On foundation managers . . ▶ \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers . . . ▶ \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.	3	X
4 a 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	N/A
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 yr.? If "Yes," complete Part II, col. (c), & Part XV.	7	X
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) ▶ NONE		
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 2011 or the taxable year beginning in 2011 (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)

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 ▶ <u>N/A</u>				
14	The books are in care of ▶ <u>See attachment #7</u>	Telephone no. ▶ _____		
	Located at ▶ _____	ZIP+4 ▶ _____		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 -- Check here ▶ ☐	15		
16	At any time during calendar year 2011, 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	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶ _____				X

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)? ☐ Yes ☒ No	1b	
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 2011? ☐ Yes ☒ No	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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.) ☐ Yes ☒ No	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 2011 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 2011.) ☐ Yes ☒ No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐ Yes ☒ No	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 2011? ☐ Yes ☒ No	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐

5b

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? ☐ Yes ☒ No
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? ☐ Yes ☒ No

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	(b) Title, and avg. hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred comp.	(e) Expense account, other allowances
See attachment #8				

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	(b) Title, and avg. 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 (see the 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 ▶

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 the 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 the instructions.	
3	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see the 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	600,993
b	Average of monthly cash balances	1b	78,758
c	Fair market value of all other assets (see the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	679,751
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d	3	679,751
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see the instructions)	4	10,196
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	669,555
6	Minimum investment return. Enter 5% of line 5	6	33,478

Part XI Distributable Amount (see the 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	33,478
2a	Tax on investment income for 2011 from Part VI, line 5	2a	322
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	322
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	33,156
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	33,156
6	Deduction from distributable amount (see the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	33,156

Part XII Qualifying Distributions (see the 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	10,000
b	Program-related investments -- total from Part IX-B	1b	
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	10,000
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 the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	10,000

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 the instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				33,156
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2011:				
a From 2006 42,462				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	42,462			
4 Qualifying distributions for 2011 from Part XII, line 4. ► \$ 10,000				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required -- see the instructions)				
c Treated as distributions out of corpus (Election required -- see the instructions)				
d Applied to 2011 distributable amount.				10,000
e Remaining amount distributed out of corpus.				
5 Excess distributions carryover applied to 2011 . . . (If an amount appears in column (d), the same amount must be shown in column (a).)	23,156			23,156
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	19,306			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount -- see the instructions				
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount -- see the instructions				
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see the instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see the instructions)				
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	19,306			
10 Analysis of line 9:				
a Excess from 2007. . .				
b Excess from 2008. . .				
c Excess from 2009. . .				
d Excess from 2010. . .				
e Excess from 2011. . .				

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 2011, enter the date of the ruling.					N/A				
b Check box to indicate whether the foundation is a private operating foundation described in section					4942(j)(3) or		4942(j)(5)		
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year				Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008					
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 exempt act.									
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 min. investment return shown in Part X, line 6 for each year listed.									
c "Support" alternative test -- enter:									
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)									
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)									
(3) Largest amount of support from an exempt organization									
(4) Gross investment income									

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

Check here ☐ 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 the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

See attachment 9

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

See attachment 9

c Any submission deadlines:

See attachment 9

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

See attachment 9

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year See attachment #10				
Total			3a	10,000
b Approved for future payment				
Total			3b	

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 the instructions.)
	(a) Business code	(b) Amount	(c) Excl. code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees & contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments . .			14	16	
4 Dividends and interest from securities			14	12,814	
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					
8 Gain or (loss) from sales of assets other than inventory			18	10,977	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue: a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e).		0		23,807	0
13 Total. Add line 12, columns (b), (d), and (e)			13	23,807	

(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 the instructions.)

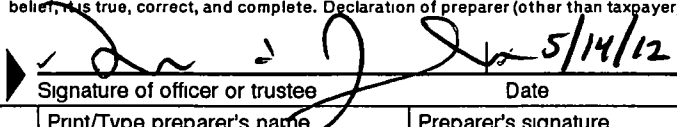
Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

		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)	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

- 2 a** 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, this 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	5/14/12 Date	Chairman Title
Paid Preparer Use Only	Print/Type preparer's name		Preparer's signature
	Firm's name ▶		Firm's EIN ▶
	Firm's address ▶		Phone no.
	Check ☐ if self-employed PTIN 000-00-0000		

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

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

OMB No. 1545-0047

2011**Name of the organization****Employer identification number**

BRIDGEWATER FOUNDATION

58-2421520

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

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

Special Rules

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

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

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

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).**For Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.****Schedule B (Form 990, 990-EZ, or 990-PF) (2011)**

990 SCHEDULE OF TAXES PAID

Attachment 1: page 1 - 990- PF Page 1, Part I, Line 18

**Open to Public
Inspection**

For calendar year 2011, or tax period beginning

 , and ending

Name of Organization

BRIDGEWATER FOUNDATION

Employer Identification Number

58-2421520

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charity
2010 Excise Tax	178			
Total:	178			

990 SCHEDULE OF DEPRECIATION

Attachment 2: page 1 - 990-PF Page 1, Part I, Line 19

Open to Public Inspection

For Calendar year 2010, or tax year period beginning

and ending

Name of Organization

BRIDGEWATER FOUNDATION

Employer Identification Number

58-2421520

Description of Property		Date Acquired	Cost or Other Basis	Prior Year Depreciation	Method of Computation	Rate
Photographic Equipment Computer Equipment IPAD		2010-11	1,915	64	SL	
		2010-11	3,641	121	SL	
		2011-05	1,004		SL	
Total:			6,560	185		
Life Years	Depreciation This Year	Net Investment Income	Acquired Net Income	Cost of Goods Sold		
5	384					
5	726					
5	134					
Total:	1,244					

990 OTHER EXPENSES SCHEDULE

Attachment 3: page 1 990-PF Page 1, Part I, Line 23

**Open to Public
Inspection**

For calendar year 2011, or tax period beginning

, and ending

Name of Organization

Employer Identification Number

BRIDGEWATER FOUNDATION

58-2421520

[illegible]

990 SCHEDULE OF INVESTMENTS - CORPORATE STOCKS

Attachment 4: page 1 - 990-PF Page 2, Part II, Line 10b

Open to Public

Inspection

For calendar year 2011, or tax period beginning

, and ending

Name of Organization

BRIDGEWATER FOUNDATION

Employer Identification Number

58-2421520

Description of Property	Cost	FMV at Year End	Book Value	Fair Market Value
Kovitz Securites Brockerage Account	X		594,562	666,934
Total:			594,562	666,934

990 SCHEDULE OF LAND, BUILDING & EQUIPMENT

Attachment 5: page 1 - 990-PF Page 2, Part II, Line 14

Open to Public
Inspection

For Calendar year 2011, or tax year period beginning

and ending

Name of Organization

BRIDGEWATER FOUNDATION

Employer Identification Number

58-2421520

Category or Description of Property	Cost or Other Basis	Accumulated Depreciation	End of Year Book Value	Ending FML (990-PF Only)
Computer & Photographic Equipment	6,560	1,430	5,130	5,130
Total:				5,130

990 PART IV CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Attachment 6: page 1 - 990-PF Page 3, Part IV, line 1

Open to Public Inspection	For calendar year 2011 or tax period beginning , and ending
---------------------------	---

Name of Organization BRIDGEWATER FOUNDATION	Employer Identification Number 58-2421520
--	--

	(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.)
1	See Attached Schedule			
2	See Attached Schedule			
	(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)
1	14,861		11,196	3,665
2	78,048		70,736	7,312
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 if Col. (i) Over Col. (j), if Any	
1				3,665
2				7,312

990 BOOKS ARE IN CARE OF

Attachment 7 - 990-PF Page 5, Part VII-A, Line 14

Open to Public Inspection	For calendar year 2011, or tax period beginning	, and ending
Name of Organization BRIDGEWATER FOUNDATION		Employer Identification Number 58-2421520
Part VII-A - Line 14		

Individual Name Mark E Johnson
or
Business Name:

Street Address
.....

U.S. Address:

Zip code City State
or
Foreign Address

City

Province or State

Country

Postal code

Phone Number (864) 542-8062

Fax Number

990 CURRENT OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

Attachment 8: page 1 - 990-PF Page 6, Part VIII

Open to Public Inspection	For calendar year 2011, or tax period beginning , and ending			
Name of Organization BRIDGEWATER FOUNDATION			Employer Identification Number 58-2421520	
(A) Name and Address	(B) Title and Average Hrs. per Week	(C) Compensation (If not paid, enter 0)	(D) Cont. to Employee Ben. Plans & Def. Comp.	(E) Expense Account & Other Allowances
Mark E. Johnson Spartanburg, SC 29302	Chairman	0	0	0
T. Dodd Caldwell Spartanburg, SC 29302	Vice Chairman	0	0	0
Sarah R. Caldwell Spartanburg, SC 29302	Secretary	0	0	0
Kathy C. Johnson Spartanburg, SC 29302	Treasurer	0	0	0
Robert E. Caldwell, Jr Spartanburg, SC 29302	Director	0	0	0
Robert E. Caldwell, Sr Spartanburg, SC 29302	Director	0	0	0
Sylvia R. Caldwell Spartanburg, SC 29302	Director	0	0	0
Hugh H. Brantley Spartanburg, SC 29302	Director	0	0	0
Spartanburg, SC 29302		0	0	0

990 APPLICATION SUBMISSION INFORMATION

Attachment 9: page 1 990-PF Page 10, Part XV, Line 2
Open to Public

For Calendar year 2011, or tax year period beginning

and ending

Name of Organization

BRIDGEWATER FOUNDATION

Employer Identification Number

58-2421520

Name	Phone Number	Info and Materials Included	Submission Deadlines	Restrictions on Awards
Mark E Johnson 951 S Pine Street Spartanburg, SC 29302	864-542-8062	Written request with assurance that applicant has 501 (C) 3 status	None	None

990 GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

Attachment 10: page 1 990-PF Page 11, Part XV Line 3a

Open to Public Inspection For calendar year 2011, or tax period beginning , and ending

Name of Organization BRIDGEWATER FOUNDATION Employer Identification Number 58-2421520

Recipient	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
Name and Address (home or business)				
South Carolina Christian Foundation PO Box 2397 Spartanburg, SC 29304				10,000
Total:				10,000

#6

58-2421520

Kovitz Investment Group, LLC
REALIZED GAINS AND LOSSES
BRIDGEWATER FOUNDATION
ADV-205648 M03
From 01-01-11 Through 12-31-11

Open Date	Close Date	Quantity	Security	Adjusted Cost Basis	Amort. or Accretion	Gain Or Loss		
						Proceeds	Short Term	Long Term
05-29-08	01-10-11	100	WALGREEN CO COM	3,644.69		4,048.56		401.87
07-31-08	01-10-11	75	WALGREEN CO COM	2,606.67		3,034.92		428.25
07-31-08	02-09-11	50	WALGREEN CO COM	1,737.78		2,107.47		369.69
09-08-09	02-09-11	75	WALGREEN CO COM	2,547.92		3,161.21		613.29
09-11-07	03-31-11	0	CEMEX SAB DE CV SPON ADR NEW	4.30		1.44		-2.86
05-07-10	05-24-11	75	COSTCO WHSL CORP NEW COM	4,361.76		6,107.43		1,745.67
02-23-10	05-24-11	75	VODAFONE GROUP PLC NEW SPONS ADR NEW	1,644.25		2,062.16		417.90
07-07-10	05-24-11	300	VODAFONE GROUP PLC NEW SPONS ADR NEW	6,535.93		8,248.63		
10-30-09	05-25-11	125	PRIVATEBANCORP INC COM	1,148.47		1,944.75	1,712.70	796.28
07-01-10	05-25-11	425	PRIVATEBANCORP INC COM	4,659.53		6,612.14	1,952.61	
10-02-08	07-05-11	50	3M CO COM	3,308.62		4,784.41		1,475.79
01-29-10	08-08-11	100	LOCKHEED MARTIN CORP COM	7,519.65		7,045.44		-474.21
07-01-10	08-08-11	90	LOCKHEED MARTIN CORP COM	6,712.79		6,340.89		-371.90
08-24-10	09-09-11	350	MEDTRONIC INC COM	11,002.39		11,657.09		654.70
10-15-10	10-03-11	5,000	JOHNSON & JOHNSON INC COM	5,000.00	-123.85	5,000.00		
			4.450% Due 10-01-11					
01-18-07	10-25-11	115	QUEST DIAGNOSTICS INC COM	5,796.16		6,509.06		712.90
07-07-10	10-25-11	75	QUEST DIAGNOSTICS INC COM	3,700.53		4,245.04		544.51
07-29-10	12-01-11	10,000	ESSEX CNTY N J GO	10,000.00	-381.20	10,000.00		
			4.400% Due 12-01-11					
TOTAL GAINS				81,931.44	-505.05	92,908.64	3,665.31	8,160.86
TOTAL LOSSES								-848.97
TOTAL REALIZED GAIN/LOSS			10,977.20				3,665.31	7,311.89

In the event that the above schedule reflects a situation where a Treasury Bill or Government Agency Discount Note was sold prior to maturity, it will be included in Short Term Gain or Loss column of this report. The gain or loss should be reported as ordinary interest income or as a reduction of ordinary interest income, as the case may be. In the event that the above schedule reflects a maturity of a Treasury Bill, no gain or loss will be reported in the above schedule. Instead, the discount on Treasury Bills is reported on Form 1099-Int provided by your custodian. While the securities transactions listed here are derived from records which we believe to be reliable and the calculations contained herein are based upon our best understanding of the proper methods for such calculations, no assurances are hereby given nor any representations made as to the accuracy or completeness of these reports. Therefore each individual investor should consult his/her tax consultant as to the matters addressed here. This report does not include transactions in certain non-agency residential mortgage-backed securities (CMOs/MBBS) as information necessary to accurately portray realized gains and/or losses in these securities is not available as of the date of this report. If these securities are held in your account, a separate schedule will be sent to you at a later date containing relevant tax information for transactions in these securities.