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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. By law, the IRS cannot redact the information on the form.**

▶ **Information about Form 990-PF and its instructions is at *www.irs.gov/form990pf*.**

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013, or tax year beginning 01-01-2013 , and ending 12-31-2013

Name of foundation
BRIDGEMILL FOUNDATION

% FOUNDATION SOURCE

A Employer identification number
13-3671059

Number and street (or P O box number if mail is not delivered to street address)
C/O FOUNDATION SOURCE
55 WALLS DRIVE 3RD FLOOR Suite

Room/suite

B Telephone number (see instructions)

City or town, state or province, country, and ZIP or foreign postal code
FAIRFIELD, CT 06824

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)* ▶$ 21,753,578

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)	0			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	93,413	93,413		
	4	Dividends and interest from securities	231,466	231,466		
	5a	Gross rents				
	b	Net rental income or (loss) ________				
	6a	Net gain or (loss) from sale of assets not on line 10	2,339,491			
	b	Gross sales price for all assets on line 6a 5,105,913				
	7	Capital gain net income (from Part IV, line 2)		2,339,491		
	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)	39,969			
	12	**Total.** Add lines 1 through 11	2,704,339	2,664,370		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	10,210	0	0	10,210
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	90,332	22,565		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	162,658	162,630		25
	24	**Total operating and administrative expenses.** Add lines 13 through 23	263,200	185,195	0	10,235
	25	Contributions, gifts, grants paid	449,712			449,712
	26	**Total expenses and disbursements.** Add lines 24 and 25	712,912	185,195	0	459,947
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,991,427			
	b	**Net investment income** (if negative, enter -0-)		2,479,175		
	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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	498,574	14,612	14,612
	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)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)	1,290,752	1,290,752	1,658,918
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	6,158,435	6,836,623	14,462,492
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)	1,000,000	4,000,000	5,617,556
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	8,947,761	12,141,987	21,753,578
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	
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			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	8,947,761	12,141,987	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	8,947,761	12,141,987	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	8,947,761	12,141,987	

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	8,947,761
2	Enter amount from Part I, line 27a	2	1,991,427
3	Other increases not included in line 2 (itemize) ▶	3	1,202,799
4	Add lines 1, 2, and 3	4	12,141,987
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	12,141,987

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)
1 a	PUBLICLY TRADED SECURITIES			
b	PUBLICLY TRADED SECURITIES			
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	334,440		288,553	45,887
b	4,771,473		2,477,869	2,293,604
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				45,887
b				2,293,604
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	2,339,491
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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	351,597	17,555,323	0 020028
2011	1,021,661	16,154,320	0 063244
2010	2,968,918	9,169,716	0 323774
2009	338,063	6,133,241	0 05512
2008	416,726	7,674,993	0 054297

2	**Total** of line 1, column (d).	2	0 516463
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 103293
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5.	4	19,563,580
5	Multiply line 4 by line 3.	5	2,020,781
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	24,792
7	Add lines 5 and 6.	7	2,045,573
8	Enter qualifying distributions from Part XII, line 4.	8	459,947

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	49,584
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	
3	Add lines 1 and 2	3	49,584
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	49,584
6	Credits/Payments		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 67,767		
b	Exempt foreign organizations—tax withheld at source — 6b:		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 75,000		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	142,767
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	93,183
11	Enter the amount of line 10 to be **Credited to 2014 estimated tax** ▶ 93,183 **Refunded** ▶	11	

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 page 19 of the 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 ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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		No
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) ▶ CT, DE			
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 2013 or the taxable year beginning in 2013 (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)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		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 ▶

14 The books are in care of ▶FOUNDATION SOURCE Telephone no ▶(800) 839-1754

Located at ▶55 WALLS DRIVE 3RD FLOOR FAIRFIELD CT ZIP+4 ▶06824

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 |

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
	See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶			

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Line	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 page 20 of the 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 2013?	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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 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 2013 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		
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 2013?	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 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)?	**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**		No

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 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
EMILY WILSON BURNS 33 GERRISH LANE NEW CANAAN, CT 06840	MEMBER 0	0		
JOHN H TUCKER WILSON JR 392 BRUSHY RIDGE ROAD NEW CANAAN, CT 06840	MEMBER 0	0		
WILLIAM WILSON 9 MONADNOCK ROAD WELLESLEY, MA 02481	MEMBER 0	0		
DAVID WILSON 5065 THIRD ST BOULDER, CO 80304	MEMBER 0	0		

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 average hours per week devoted to position	**(c)** Compensation	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances

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

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
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 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 page 24 of the instructions 3	
Total. Add lines 1 through 3 . . . . ▶	

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	14,569,715
b	Average of monthly cash balances	1b	598,858
c	Fair market value of all other assets (see instructions)	1c	4,692,930
d	**Total** (add lines 1a, b, and c)	1d	19,861,503
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	0
3	Subtract line 2 from line 1d	3	19,861,503
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	297,923
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	19,563,580
6	**Minimum investment return.** Enter 5% of line 5	6	978,179

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	978,179
2a	Tax on investment income for 2013 from Part VI, line 5	2a	49,584		
b	Income tax for 2013 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	49,584
3	Distributable amount before adjustments Subtract line 2c from line 1			3	928,595
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	928,595
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	928,595

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	459,947
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	459,947
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	459,947

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				928,595
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only.			0	
b Total for prior years 2011 , 2010 , 2009		0		
3 Excess distributions carryover, if any, to 2013				
a From 2008.				
b From 2009.				
c From 2010. 2,075,178				
d From 2011. 267,360				
e From 2012.				
f **Total** of lines 3a through e.	2,342,538			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 459,947				
a Applied to 2012, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2013 distributable amount.				459,947
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	468,648			468,648
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,873,890			
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.				
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions) . . .				
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	1,873,890			
10 Analysis of line 9				
a Excess from 2009. . . .				
b Excess from 2010. . . . 1,606,530				
c Excess from 2011. . . . 267,360				
d Excess from 2012. . . .				
e Excess from 2013. . . .				

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 2013, 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) 2013	**(b)** 2012	**(c)** 2011	**(d)** 2010	
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))

SANDRA W WILSON

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

NA

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 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**				449,712
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 instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments			14	93,413	
4 Dividends and interest from securities. . . .			14	233,668	
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	2,339,491	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a EXCISE TAX REFUND			01	37,767	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .				2,704,339	

13 **Total.** Add line 12, columns (b), (d), and (e). 13 2,704,339

(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 or fiduciary) is based on all information of which preparer has any knowledge

****** | 2014-11-14 | ******

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
DARCY A LOUGHRAN				P00429203

Firm's name ▸	FRANKEL LOUGHRAN STARR VALLONE LLP	Firm's EIN ▸
Firm's address ▸	7900 SE 28TH STREET STE 226 MERCER ISLAND, WA 98040	Phone no (206) 275-4600

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*				
NATURE CONSERVANCY OF RI - 301 SHS OF UNP 352 HIGH STREET BLOCK ISLAND,RI 02807	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - NATURE AND CONSERVATION EDUCATION	50,011
GLOBAL FUND FOR CHILDREN - 36 SHS AAPL PO BOX 560026 ORLANDO,FL 32856	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - SUPPORT COMMUNITY BASED ORGANIZATIONS SERVING CHILDREN AND YOUTH	20,231
DOCTORS WITHOUT BORDERS - 317 SHS AMT 333 7TH AVENUE 2ND FLOOR NEW YORK,NY 10001	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - PHILLIPPINE TYPHOON RELIEF	24,957
UNION SETTLEMENT ASSOCIATION - 227 SHS VISA 237 E 104TH ST NEW YORK,NY 10029	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - COMPREHENSIVE PROGRAMS FOR THE RESIDENTS OF EAST HARLEM	50,003
ENVIRONMENTAL DEFENSE FUND - 317 SHS AMT 257 PARK AVENUE SOUTH NEW YORK,NY 10010	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - SOLVING THE MOST CRITICAL ENVIRONMENTAL PROBLEMS FACING THE PLANET	24,957
MEMORIAL SLOAN KETTERING - 53 SHS AAPL 633 THIRD AVENUE 28TH FLOOR NEW YORK,NY 10017	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - CANCER TREATMENT AND RESEARCH	29,784
FARM AND WILDERNESS FOUNDATION - 27 SHS AAPL 263 FARM WILDERNESS ROAD PLYMOUTH,VT 05056	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - EDUCATION - VERMONT BASED SUMMER CAMP, COMMUNITY SERVICE TRIPS, ORGANIC FARMING	15,173
NEW YORK YOUTH SYMPHONY - 9 SHS GOOGLE 850 SEVENTH AVENUE SUITE 505 NEW YORK,NY 100195230	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - TUITION FREE MUSIC ORGANIZATION FOR YOUTH IN NEW YORK CITY	10,049
AMERICARES FOUNDATION - 317 SHS AMT 88 HAMILTON AVE STAMFORD,CT 06902	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - DISASTER RELIEF AND HUMANITARIAN MEDICAL AID TO PEOPLE IN CRISIS	24,957
FAIRFIELD CNTY COMM FOUNDATION - 27 SHS AAPL 383 MAIN STREET NORWALK,CT 06851	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - GRANTS, COUNSEL AND LEADERSHIP TRAINING TO FAIRFIELD COUNTY NONPROFITS	15,173
UNICEF - 113 SHS VISA 125 MAIDEN LANE NEW YORK,NY 10038	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - HUMANITARIAN AND DEVELOPMENTAL ASSISTANCE TO CHILDREN AND MOTHERS IN DEVELOPING COUNTRIES	24,891
REACH PREP - 18 SHS GOOGLE 2777 SUMMER STREET STAMFORD,CT 06905	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - HELPS TALENTED STUDENTS FROM LOW TO MODERATE INCOME FAMILIES GAIN ADMISSION TO COMPETITIVE SCHOOLS	20,099
INTERNATIONAL RESCUE COMMITTEE - 18 SHS AAPL 122 EAST 42ND STREET NEW YORK,NY 10168	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - RESPONSE TO THE WORLD'S WORST HUMANITARIAN CRISES	10,115
CARE USA - 254 SHS AMT PO BOX 7039 MERRIFIELD,VA 22116	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - EMERGENCY RELIEF AND LONG TERM INTERNATIONAL DEVELOPMENT PROJECTS	19,997
CLASSROOM INC - 190 SHS AMT 245 FIFVE AVENUE 20TH FLOOR NEW YORK,NY 10016	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - EDUCATION & TECHNOLOGY PROGRAMS FOR LOW INCOME ADOLESCENTS	14,959
Total . . . . ▶ **3a**				449,712

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*				
MICHAEL J FOX FOUNDATION - 44 SHS AAPL GRAND CENTRAL STATION PO BOX 4777 NEW YORK, NY 101634777	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - PARKINSON'S RESEARCH	24,726
AMERICAN COMMITTEE - WEIZMANN INST - 127 SHS AMT 663 3RD AVE FL 20 NEW YORK, NY 10017	NONE	PUBLIC CHARITY	CHARITABLE CONTRIBUTION - SCIENCE/MEDICAL RESEARCH	9,999
GREENWICH LAND TRUST 132 E PUTNAM AVE GREENWICH, CT 06807	NONE	PC	CHARITABLE CONTRIBUTION - LAND CONSERVATION	35,000
SAVE THE CHILDREN FEDERATION - 13 SHS GOOGLE 54 WILTON ROAD WESTPORT, CT 06880	NONE	PC	CHARITABLE CONTRIBUTION - PROGRAMS AND RESOURCES FOR UNDERSERVED CHILDREN	14,516
FOUNDATION FOR PSP CBD - 18 SHS AAPL 30 E PADONIA ROAD STE 201 LUTHERVILLE, MD 21093	NONE	PC	CHARITABLE CONTRIBUTION - NEURODEGENERATIVE DISEASE RESEARCH	10,115
Total . . . . ▶ **3a**				449,712

TY 2013 Accounting Fees Schedule

Name: BRIDGEMILL FOUNDATION

EIN: 13-3671059

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	10,210			10,210

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2013 Depreciation Schedule

Name: BRIDGEMILL FOUNDATION

EIN: 13-3671059

TY 2013 Investments Corporate Bonds Schedule

Name: BRIDGEMILL FOUNDATION

EIN: 13-3671059

Name of Bond	End of Year Book Value	End of Year Fair Market Value
$100,000 ALTRIA GROUP INC SR	0	100,650
$100,000 AT&T INC SR UNS GLOB	0	0
$100,000 CSX CORP SR UNS	0	0
$100,000 HEWLETT-PACK CO	0	0
$100,000 AMERICA MOVIL SA	0	100,710
$100,000 VALE OVERSEAS SR	0	109,140
$100,000 JP MORGAN CHASE	0	110,250
$200,000 GOLDMAN SACHS	210,122	200,304
$200,000 PRUDENTIAL LIFE INS	219,586	213,128
$200,000 VORNADO REALTY	209,916	206,246
$400,000 BARCLAYS BANK	424,110	409,620
$200,000 PETROBAS INTERNATION	227,018	208,870

TY 2013 Investments - Land Schedule

Name: BRIDGEMILL FOUNDATION

EIN: 13-3671059

TY 2013 Investments - Other Schedule

Name: BRIDGEMILL FOUNDATION

EIN: 13-3671059

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
2,253 SHS SCHLUMBERGER LTD	AT COST	0	0
3,570 SHS EXXON MOBIL	AT COST	0	0
3113 SHS UNITED TECHNOLOGIES	AT COST	229,912	354,259
9270 SHS CSX CORP COM	AT COST	0	266,698
4144 SHS UNION PACIFIC CORP	AT COST	184,592	696,192
17,145 SHS ANHEUSER-BUSCH	AT COST	600,250	1,825,263
25,500 SHS DIAGEO PLC	AT COST	314,967	844,687
9780 SHS NESTLE SA	AT COST	167,962	718,091
872 SHS GOOGLE	AT COST	394,114	977,259
2167 SHS APPLE INC	AT COST	289,729	1,215,730
6170 SHS EBAY INC	AT COST	311,412	338,517
6968 SHS AMERICAN TOWER	AT COST	119,375	556,186
710 SHS MASTERCARD INC	AT COST	297,093	593,177
5860 SHS VISA INC	AT COST	287,282	1,304,905
2860 SHS AMAZON	AT COST	656,655	1,140,539
11,000 SHS COLGATE PALMOLIVE	AT COST	545,210	717,310
10,560 SHS UNITEDHEALTH GRP	AT COST	0	0
20,210 SHS BURGER KING	AT COST	403,264	462,001
4210 SHS CROWN CASTLE	AT COST	232,971	316,483
2930 SHS MARATHON PETROLEUM	AT COST	243,733	268,769
4144 SHS THERMO FISHER	AT COST	700,756	872,984
10,000 SHS WILLIAMS CO INC	AT COST	343,901	385,700
6860 SHS ISHARES US FIN SERV	AT COST	513,445	574,456
ACCRUED INCOME	AT COST	0	33,286

TY 2013 Land, Etc. Schedule

Name: BRIDGEMILL FOUNDATION

EIN: 13-3671059

TY 2013 Other Assets Schedule

Name: BRIDGEMILL FOUNDATION

EIN: 13-3671059

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
ARCHIPELAGO HOLDINGS, LTD	1,000,000	4,000,000	5,617,556

TY 2013 Other Expenses Schedule

Name: BRIDGEMILL FOUNDATION

EIN: 13-3671059

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ASSET MANAGEMENT FEES	95,680	95,680		
BANK FEES	4	1		
FOUNDATION SOURCE QUARTRLY FEE	66,949	66,949		
FILING FEES	25			25

TY 2013 Other Income Schedule

Name: BRIDGEMILL FOUNDATION

EIN: 13-3671059

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
2012 990PF OVERPAYMENT APPLIED	37,767		
MS - NONDIV DISTRIBUTIONS	2,202		

TY 2013 Other Increases Schedule

Name: BRIDGEMILL FOUNDATION

EIN: 13-3671059

Description	Amount
UNREALIZED APPRECIATION OF STOCK GIFTED	414,712
PRIOR PERIOD BASIS ADJUSTMENT - ABI	788,087

TY 2013 Taxes Schedule

Name: BRIDGEMILL FOUNDATION

EIN: 13-3671059

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INTERNAL REVENUE SERVICE				
2012 990PF	37,767			
2013 ESTIMATED PAYMENTS	30,000			
FOREIGN TAX WITHHOLDING	22,565	22,565		