Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: J. S. Bridwell Foundation

A Employer identification number: 75-6032988

Number and street (or P O box number if mail is not delivered to street address): 807 8th Street, 2nd Floor

Room/suite:

B Telephone number: 940-322-4436

City or town, state or province, country, and ZIP or foreign postal code: Wichita Falls, TX 76301-3365

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: [X] 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)* ▶$ 52,027,016.79

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis)*

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

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

	Line		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	361.47	361.47		Statement 1
	4	Dividends and interest from securities	1,082,990.80	1,082,990.80		Statement 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	5,160,587.29			
	b	Gross sales price for all assets on line 6a 13196214.66				
	7	Capital gain net income (from Part IV, line 2)		5,160,587.29		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	82.75	82.75		Statement 3
	12	**Total.** Add lines 1 through 11	6,244,022.31	6,244,022.31		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	75,000.00	26,250.00		48,750.00
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees Stmt 4	21,900.00	10,950.00		10,950.00
	c	Other professional fees Stmt 5	113,125.74	113,125.74		0.00
	17	Interest				
	18	Taxes Stmt 6	128,789.23	6,312.90		0.00
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses Stmt 7	4,758.01	4,758.01		0.00
	24	**Total operating and administrative expenses.** Add lines 13 through 23	343,572.98	161,396.65		59,700.00
	25	Contributions, gifts, grants paid	1,471,800.00			1,471,800.00
	26	**Total expenses and disbursements** Add lines 24 and 25	1,815,372.98	161,396.65		1,531,500.00
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	4,428,649.33			
	b	**Net investment income** (if negative, enter -0-)		6,082,625.66		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	155,166.00	182,063.75	182,063.75
	2 Savings and temporary cash investments	1,767,389.18	3,487,294.62	3,487,294.62
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations Stmt 8	845,571.79	623,682.55	623,263.25
	b Investments - corporate stock Stmt 9	18,803,223.79	21,631,384.79	47,732,122.90
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ Schedule 5)	5.09	2,272.27	2,272.27
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	21,571,355.85	25,926,697.98	52,027,016.79
Liabilities	17 Accounts payable and accrued expenses	7,450.87	64.67	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	7,450.87	64.67	
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	20,219,006.69	21,563,904.98	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.00	0.00	
	29 Retained earnings, accumulated income, endowment, or other funds	1,344,898.29	4,362,728.33	
	30 Total net assets or fund balances	21,563,904.98	25,926,633.31	
	31 Total liabilities and net assets/fund balances	21,571,355.85	25,926,697.98	

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	21,563,904.98
2	Enter amount from Part I, line 27a	2	4,428,649.33
3	Other increases not included in line 2 (itemize) ▶	3	0.00
4	Add lines 1, 2, and 3	4	25,992,554.31
5	Decreases not included in line 2 (itemize) ▶ Passive loss carryover	5	65,921.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	25,926,633.31

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	Schedule 3	P	Various	Various
b	Schedule 3	P	Various	Various
c	Capital Gains Dividends			
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	1,583,244.36		1,388,532.50	194,711.86
b	11,592,257.00		6,647,094.87	4,945,162.13
c	20,713.30			20,713.30
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				194,711.86
b				4,945,162.13
c				20,713.30
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 — 5,160,587.29

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	1,978,921.04	41,363,891.22	.047842
2011	1,559,333.33	39,891,150.83	.039090
2010	1,137,750.99	35,443,898.06	.032100
2009	1,932,583.74	31,736,522.36	.060895
2008	2,163,021.62	42,270,336.41	.051171

2 **Total** of line 1, column (d)	2	.231098
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	.046220
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	46,690,842.81
5 Multiply line 4 by line 3	5	2,158,050.75
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	60,826.26
7 Add lines 5 and 6	7	2,218,877.01
8 Enter qualifying distributions from Part XII, line 4	8	1,531,500.00

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	121,652.51
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	0.00
3	Add lines 1 and 2		3	121,652.51
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.00
5	**Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-		5	121,652.51
6	Credits/Payments:			
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a 124,441.74		
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	124,441.74
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	823.82
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	1,965.41
11	Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶ 1,965.41 **Refunded** ▶		11	0.00

Part VII-A | Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? *If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0.00 (2) On foundation managers. ▶ $ 0.00			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.00			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	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		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ Mac W. Cannedy, Jr. Telephone no. ▶ 940-322-4436

Located at ▶ 807 8th Street, 2nd Floor, Wichita Falls, TX ZIP+4 ▶ 76301

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?		4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b |

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ 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 | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Schedule 8	President/Treasurer 5.00	18,000.00	0.00	0.00
Schedule 8	Secretary & Directors 2.00	57,000.00	0.00	0.00

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶ 0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
American National Bank Wichita Falls, Texas	Asset Custody & Inv.	113125.74
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.00

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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	44,636,844.88
b	Average of monthly cash balances		1b	2,753,623.66
c	Fair market value of all other assets		1c	11,402.33
d	**Total** (add lines 1a, b, and c)		1d	47,401,870.87
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.00		
2	Acquisition indebtedness applicable to line 1 assets		2	0.00
3	Subtract line 2 from line 1d		3	47,401,870.87
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	711,028.06
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	46,690,842.81
6	**Minimum investment return** Enter 5% of line 5		6	2,334,542.14

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	2,334,542.14
2a	Tax on investment income for 2013 from Part VI, line 5	2a 121,652.51		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	121,652.51
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	2,212,889.63
4	Recoveries of amounts treated as qualifying distributions		4	0.00
5	Add lines 3 and 4		5	2,212,889.63
6	Deduction from distributable amount (see instructions)		6	0.00
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	2,212,889.63

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	1,531,500.00
b	Program-related investments - total from Part IX-B	1b	0.00
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	1,531,500.00
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.00
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	1,531,500.00

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.

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10-10-13

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				2,212,889.63
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			317,385.43	
b Total for prior years: ______ , ______ , ______		0.00		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f **Total** of lines 3a through e	0.00			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $1,531,500.00				
a Applied to 2012, but not more than line 2a			317,385.43	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2013 distributable amount				1,214,114.57
e Remaining amount distributed out of corpus	0.00			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))	0.00			0.00
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.00			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.00		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.00		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.00	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				998,775.06
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.00			
9 **Excess distributions carryover to 2014** Subtract lines 7 and 8 from line 6a	0.00			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Schedule 4	None	Various	Various	1,471,800.00
Total			▶ 3a	1,471,800.00
b *Approved for future payment*				
None				
Total			▶ 3b	0.00

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	361.47	
4 Dividends and interest from securities			14	1,082,990.80	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	82.75	
8 Gain or (loss) from sales of assets other than inventory			18	5,160,587.29	
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)		0.00		6,244,022.31	0.00

13 Total Add line 12, columns (b), (d), and (e) 13 6,244,022.31

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Mac Cannedy | 7/11/14 | President

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
Mac Cannedy	Mac Cannedy	7/11/14		P00123468
Firm's name ▶ Freemon, Shapard & Story			Firm's EIN ▶ 75-0706311	
Firm's address ▶ 807 8th Street, 2nd Floor Wichita Falls, TX 76301-3381			Phone no. (940)322-4436	

323622
10-10-13

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Schedule 1	361.47	361.47	
Total to Part I, line 3	361.47	361.47	

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Schedule 2	1103704.10	20,713.30	1082990.80	1082990.80	
To Part I, line 4	1103704.10	20,713.30	1082990.80	1082990.80	

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Schedule 1	82.75	82.75	
Total to Form 990-PF, Part I, line 11	82.75	82.75	

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	21,900.00	10,950.00		10,950.00
To Form 990-PF, Pg 1, ln 16b	21,900.00	10,950.00		10,950.00

Form 990-PF Other Professional Fees Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	113,125.74	113,125.74		0.00
To Form 990-PF, Pg 1, ln 16c	113,125.74	113,125.74		0.00

Form 990-PF Taxes Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	128,789.23	6,312.90		0.00
To Form 990-PF, Pg 1, ln 18	128,789.23	6,312.90		0.00

Form 990-PF Other Expenses Statement 7

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	4,758.01	4,758.01		0.00
To Form 990-PF, Pg 1, ln 23	4,758.01	4,758.01		0.00

Form 990-PF U.S. and State/City Government Obligations Statement 8

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
Schedule 5	X		623,682.55	623,263.25
Total U.S. Government Obligations			623,682.55	623,263.25
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			623,682.55	623,263.25

Form 990-PF Corporate Stock Statement 9

Description	Book Value	Fair Market Value
Schedule 5	21,631,384.79	47,732,122.90
Total to Form 990-PF, Part II, line 10b	21,631,384.79	47,732,122.90

Schedule 1

REVENUE AND EXPENSES

J S BRIDWELL FOUNDATION - TIN 75-6032988

Year 2013

REVENUE			
Interest on savings and cash investments			
Bank of America			
Checking account			$ 361 47
Dividends and interest from securities			
Sch 2			1,082,990 80
Net gain (loss) from sale of assets			
Sch 3			5,160,587 29
Other income			
Partnership - Devonshire Fund, LLC	$ (65,921.00)		
Less passive loss carryover to 2014	65,921.00	$	
Tyco Security Fair Fund - Litigation Settlement		82 75	82 75
Total revenue			$ 6,244,022 31
EXPENSES			
Compensation of officers and directors -			
Sch 8		$ 75,000 00	
Accounting fees - Freemon, Shapard & Story		21,900 00	
Other professional fees - American National Bank		113,125 74	
Taxes			
Excise	$ 122,476 33		
Foreign	6,312 90	128,789 23	
Other:			
Director's liability insurance	$ 1,625 00		
Miscellaneous	1,975 01		
Nondeductible expense	1,158 00	4,758 01	
Contributions - Sch 4		1,471,800 00	1,815,372 98
Excess of expenses over revenues			$ 4,428,649 33

Schedule 2

DIVIDENDS AND INTEREST FROM SECURITIES

J S BRIDWELL FOUNDATION - TIN 75-6032988

Year 2013

	Totals	Ordinary	Long Term Capital Gain Distributions
DIVIDENDS			
Agency B			
American Elec Power, Inc.	$ 16,380 00	$ 16,380 00	$
AT&T	103,590 00	103,590 00	
Beam, Inc	10,800.00	10,800 00	
BP Amoco PLC	46,366 68	46,366 68	
CSX Corp	93,319 12	93,319 12	
Chevron Corp	39,779 97	39,779.97	
ConocoPhillips	20,790 00	20,790.00	
Entergy Corp	19,090.00	19,090 00	
Exxon Mobil Corp	94,975 68	94,975 68	
Fortune Brands, Inc	3,600 00	3,600 00	
FST Prime Obligation MM	13 28	13 28	
Kimberly Clark Corp	5,135.40	5,135 40	
Lincoln National Corp.	7,638.72	7,638 72	
Phillips 66	5,110 86	5,110 86	
Southern Co	16,100.00	16,100 00	
Vanguard FTSE Allworld	18,574.82	18,574 82	
Verizon Communications	27,435 62	27,435 62	
Totals - Agency B	$ 528,700 15	$ 528,700 15	$
Agency C			
Abbott Labs	$ 4,729 20	$ 4,729 20	$
Abbvie Inc.	18,016 00	18,016 00	
Aflac, Inc	19,809 15	19,809 15	
Amgen, Inc	6,330.90	6,330 90	
Apache Corp	5,094.00	5,094.00	
Apple Computer, Inc	15,001 55	15,001 55	
CF Industries	5,952 00	5,952 00	
Chevron Corp New Com	33,150 00	33,150 00	
Cisco Systems, Inc	14,948 10	14,948 10	
Cooper Tire & Rubber Co	1,235 84	1,235 84	
Dell Inc	1,140 00	1,140 00	
Energen Corp	1,946 91	1,946 91	
Exxon Mobil	22,140 00	22,140 00	
FST Prime Obligations Fund	149 77	149 77	
Freeport Copper and Gold	8,720 30	8,720 30	
Generac Holdings	20,709 65	20,709 65	
General Electric Co	15,113 55	15,113 55	
Harris Corp.	11,826 30	11,826 30	
International Business Machine	9,270 00	9,270 00	
JPMorgan Chase & Co	20,808 00	20,808 00	
Medtronic, Inc	10,897 80	10,897 80	

	Totals	Ordinary	Long Term Capital Gain Distributions
Microsoft Corp	15,665 30	15,665.30	
National Oilwell Varco	7,488.00	7,488.00	
Oracle Corp.	4,689 60	4,689 60	
Pfizer, Inc	26,248 80	26,248 80	
Philip Morris Int'l.	35,174 60	35,174 60	
Plum Creek Timber	20,713 30		20,713.30
Procter & Gamble Co	2,372.21	2,372 21	
Target Corp	14,111 25	14,111 25	
Valero Energy Corp	9,593 36	9,593 36	
Vanguard FTSE AllWorld	80,767 48	80,767.48	
Vanguard Small Cap	24,061.52	24,061.52	
Verizon Communications	35,515 09	35,515 09	
Wal Mart Stores Inc. Com	18,210 15	18,210.15	
Warner Chilcott	4,158 75	4,158 75	
Totals - Agency C	$ 545,758 43	$ 525,045.13	$ 20,713.30
Held individually.			
None	$	$	$
Totals - Dividends	$1,074,458 58	$1,053,745.28	$ 20,713.30
INTEREST			
Agency B			
None	$	$	$
Totals - Agency B	$	$	$
Agency C:			
None	$	$	$
Totals - Agency C	$	$	$
Held individually.			
FNMA 01/25/37	$ 3,637 78	$ 3,637 78	$
FNMA PAD 8529	2,263 11	2,263.11	
FHLB 06/13/16	13,500 00	13,500.00	
FHLMC 12/15/41	6,125 04	6,125.04	
FHLMC 09/15/41	3,267 02	3,267 02	
GNMA 07/20/39	72 04	72 04	
GNM P734608X	2,204.99	2,204.99	
GNR 2010-145 11/30/40	440 11	440 11	
Less amortization	(2,264 57)	(2,264 57)	
Totals - Held individually	$ 29,245 52	$ 29,245 52	$
Totals - Interest	$ 29,245 52	$ 29,245 52	$
Totals - Dividends and interest	$1,103,704 10	$1,082,990 80	$ 20,713.30

Schedule 3

NET GAIN OR LOSS FROM SALE OF ASSETS

J S. BRIDWELL FOUNDATION - TIN 75-6032988

Year 2013

	Shares	Date Acquired	Date Sold	Sales Price	Cost or Basis	Gain/ (Loss)
Short Term						
Agency B						
Dodge & Cox International	339	12/18/12	01/23/13	$ 12,176 21	$ 11,724 76	$ 451 45
Agency C						
CF Industries Holdings, Inc	75	03/19/13	03/25/13	$ 14,312 13	$ 14,774 67	$ (462 54)
Cooper Tire & Rubber	70	05/30/13	06/12/13	2,424 70	1,829 80	594 90
Cooper Tire & Rubber	11,770	05/14/13	06/12/13	407,696.29	282,392 91	125,303 38
Dell, Inc	14,250	12/12/12	02/05/13	190,816 05	153,043 57	37,772 48
Energen Corp	2,380	02/07/13	04/15/13	109,995 42	113,772 08	(3,776 66)
Freeport Copper & Gold	6,020	Various	04/15/13	177,776 84	198,289 64	(20,512 80)
Generac Holdings	1,070	05/02/13	10/25/13	53,437 86	37,132 00	16,305 86
General Electric	1,250	09/10/13	12/02/13	33,274.41	29,923 25	3,351 16
Oracle Corp.	1,990	03/19/13	03/21/13	64,880 49	71,002.99	(6,122 50)
Plum Creek Timber	4,500	Various	Various	227,602 54	179,144 89	48,457 65
Target Corp.	950	05/14/13	08/27/13	60,057 00	66,256 03	(6,199 03)
Valero Energy	1,130	07/12/13	08/27/13	39,811 01	40,277 48	(466 47)
Actavis PLC Europe	Frac Sh.	07/22/13	10/24/13	116.58	101 60	14 98
Totals				$ 1,382,201 32	$1,187,940.91	$ 194,260 41
Held individually.						
FNMA 4.5%, 2040		Various	Various	$ 17,181 29	$ 17,181 29	$
GNMA 4 5%, 2040		Various	Various	14,977 59	14,977 59	
GNR 4 0%, 11/30/2040		Various	Various	50,087 89	50,087 89	
FHLMC 3 5%, 02/15/2042		Various	Various	57,245 30	57,245 30	
FNMA 5 0%, 01/25/2037		Various	Various	49,374 76	49,374 76	
Totals				$ 188,866 83	$ 188,866 83	$
Totals - Short Term				$ 1,583,244 36	$1,388,532 50	$ 194,711 86
Long Term						
Agency B						
Dodge & Cox International	15,696	Various	01/23/13	$ 563,007 74	$ 675,914 06	$ (112,906 32)
Agency C						
Aflac, Inc	1,335	07/30/12	12/02/13	$ 85,408.01	$ 58,357 12	$ 27,050.89
Abbott Labs	11,260	Various	08/06/13	407,330 16	223,301 26	184,028 90
Amgen, Inc	10,500	Various	Various	1,061,955 31	665,908 80	396,046 51
Apple Computer	165	07/22/09	12/02/13	79,075 02	25,912 63	53,162 39
CME Group, Inc	8,125	03/16/09	02/11/13	462,126 63	321,326 35	140,800 28
CST Brands	859	10/18/01	06/21/13	27,459.09	6,034.59	21,424 50

	Shares	Date Acquired	Date Sold	Sales Price	Cost or Basis	Gain/ (Loss)
Chevron Corp.	1,210	11/26/01	12/02/13	148,007 42	51,285 85	96,721 57
DirecTV	5,215	01/17/12	12/02/13	329,485 25	228,009 71	101,475 54
Energen Corp.	11,047	Various	04/15/13	510,554 38	438,474 71	72,079 67
Freeport Copper & Gold	9,775	Various	04/15/13	288,665 89	406,202 70	(117,536 81)
General Electric	24,000	Various	03/15/13	561,256 20	212,807 61	348,448 59
Google, Inc	55	02/11/10	12/02/13	57,951 39	29,557 95	28,393 44
IBM	5,150	Various	08/06/13	985,286 00	232,040 12	753,245 88
JPMorgan Chase	3,180	Various	12/02/13	181,804 74	103,791 50	78,013 24
Laboratory Corp America	815	08/12/09	11/19/13	84,886 63	55,840 38	29,046.25
Microsoft Corp	25,000	Various	Various	821,993 03	158,664.58	663,328.45
National Oilwell Varco	915	11/19/12	12/02/13	74,797 19	66,840 02	7,957 17
Pfizer, Inc	38,965	Various	Various	1,112,706 92	641,501.85	471,205 07
Philip Morris	2,750	Various	12/02/13	234,310 21	111,512 26	122,797.95
Plum Creek Timber	15,695	06/19/12	08/06/13	749,545 62	604,525 89	145,019.73
Priceline com	365	08/30/12	12/02/13	402,164 77	220,835.48	181,329 29
Procter & Gamble	4,221	Various	01/28/13	310,994 21	131,413 77	179,580 44
Target Corp.	14,045	Various	08/27/13	899,481 34	510,549 55	388,931.79
Valero Energy	16,950	10/18/01	Various	677,801 47	146,725 59	531,075 88
Vanguard FTSE AllWorld	2,600	01/23/12	03/07/13	121,844 98	110,085 82	11,759 16
Verizon Communications	5,330	Various	Various	265,577 17	146,238 54	119,338 63
Walmart Stores	720	11/30/05	12/02/13	58,446 05	35,016 91	23,429 14
Actavis PLC Europe	Frac. Sh.	05/30/12	10/24/13	87 42	81 94	5.48
Totals				$ 11,001,002 50	$5,942,843 48	$5,058,159 02
Held individually						
GNMA CMO 2010		04/29/10	01/22/13	$ 19,209 99	$ 19,210 20	$ (0 21)
GNR 2010-145 CMO 2010		11/19/10	04/22/13	9,036 77	9,127 13	(90 36)
Totals				$ 28,246 76	$ 28,337 33	$ (90 57)
Capital gain distributions - Sch. 2						
Plum Creek Timber				$ 20,713 30	$	$ 20,713.30
Totals - Long term				$ 11,612,970 30	$6,647,094 87	$4,965,875 43
Totals - Combined				$ 13,196,214 66	$8,035,627 37	$5,160,587 29

Schedule 4

CONTRIBUTIONS

J S BRIDWELL FOUNDATION - TIN 75-6032988

Year 2013

Name and Address	Purpose	Amount
Adrian Volunteer Fire Dept P O. Box 14 Adrıan, TX 79001	Operatıng Budget	$ 500 00
Alzheımers Assocıatıon 901 Indıana, Ste 350 Wichıta Falls, TX 76301	Operatıng Budget	1,000 00
Amerıcan Cancer Socıety 2304 Mıdwestern Pkwy Wichıta Falls, TX 76308	Relay For Life Cattle Baron's Ball	1,000 00 20,000 00
Amerıcan Red Cross 1809 Seymour Hwy Wıchita Falls, TX 76301	Pledge- Vehıcle	25,000 00
Amistad - Haden Rural Fıre Dept 82 Heımann Road Bueyeros, New Mexıco 88415	Operatıng Budget	500.00
Archer Cıty Volunteer Fıre Dept. P O. Box 367 Archer Cıty, TX 76351	Operatıng Budget	500.00
Arrowhead Ranch Estates Volunteer Fıre Dept. 22514 FM 2393 Wıchıta Falls, TX 76310	Operatıng Budget	500.00
The Arts Councıl- Kemp Center 1300 Lamar Street Wıchıta Falls, TX 76307	Sculpture Garden	30,000 00
Assocıatıon for Retarded Cıtızens Wıchıta Co , Inc 3115 Buchanan Street Wichıta Falls, TX 76308	Chıld Care Program	4,000.00
Bard-Endee Volunteer Fıre Dept 1097 Rt 66 Bard, New Mexıco 88411	Operatıng Budget	500.00
Big Brothers Bıg Sısters 450 East John Carpenter Fwy Irvıng, TX 75062	Operatıng Budget	25,000 00
Bluegrove Volunteer Fıre Dept P O Box 214 Bluegrove, TX 76352	Operatıng Budget	500 00

Name and Address	Purpose	Amount
Bowie Rural Volunteer Fire Dept P O Box 1011 Bowie, TX 76230	Operating Budget	500 00
Bowman Community Volunteer Fire Dept 15974 FM 1954 Wichita Falls, TX 76310	Operating Budget	500 00
Boys Scouts of America 3604 Maplewood Wichita Falls, TX 76308	Operating Budget Scouts Dinner	2,500 00 1,500 00
Boys & Girls Club of Burk 800 Country Road Burkburnett, TX 76354	Operating Budget	30,000 00
Boys & Girls Club of Vernon P O Box 1785 Vernon, TX 76385	Operating Budget	15,000 00
Boys & Girls Clubs of Wichita Falls, Inc 1318 Sixth Street Wichita Falls, TX 76301-2398	Roof Project Football Program	28,750 00 300 00
Buffalo Gap Volunteer Fire Department P.O Box 832 Buffalo Gap, TX 76301	Operating Budget	500 00
Cal Farley's Boys Ranch & Girlstown, USA P O. Box 1890 Amarillo, TX 79174	Operating Budget	500 00
Cameron Gardens Volunteer Fire Dept P O Box 1872 Wichita Falls, TX 76307	Operating Budget	500 00
Camp Fire Council of North Texas 2414 9th Street Wichita Falls, TX 76301	Purchase Van Thrive Project Operating Budget	20,000 00 13,750 00 2,500 00
Child Evangelism Fellowship P O Box 3494 Wichita Falls, TX 76301	Operating Budget	10,000 00
Child Care, Inc 1000 Lamar, Suite 432 Wichita Falls, TX 76301	Operating Budget	10,000 00
Community Partners of North Texas 1411 Tenth Street, Suite A Wichita Falls, TX 76301	Rainbow House	10,000 00

Name and Address	Purpose	Amount
Chisolm Trail Resource 313 West Main Archer City, TX 76351	Archer Co SWCD	10,000 00
Christmas in Action P O Box 8464 Wichita Falls, TX 76307	Capital Project Executive Director's Salary Building Materials	20,000 00 20,000 00 20,000.00
City of Henrietta Volunteer Fire Dept 112 N Graham Henrietta, TX 76365	Operating Budget	500 00
City of Scotland Volunteer Fire Dept Scotland, TX	Operating Budget	500 00
City of Windthorst Volunteer Fire Dept. P O Box 162 Windthorst, TX 76389-01623	Operating Budget	500 00
Clay County Senior Citizens 102 E Wichita Henrietta, TX 76365	Meals on Wheels	5,000 00
Crosbyton Volunteer Fire Department 121 South Ayrshire Avenue Crosbyton, TX 79322	Operating Budget	500 00
Dean-Dale Volunteer Fire Dept 6939 State Highway 79 Wichita Falls, TX 76305	Operating Budget	500 00
Electra Volunteer Fire Dept. 111 East Cleveland Ave Electra, TX 76360	Operating Budget	500 00
Faith Refuge for Women P O Box 965 Wichita Falls, TX 76307	Operating Budget Career Academy	20,000 00 10,000 00
First Step of Wichita Falls, Inc P O Box 4085 Wichita Falls, TX 76308	Operating Budget	1,000 00
Friendly Door Senior Citizens 810 North Third Street Iowa Park, TX 76367	Roof Repairs	5,000 00
Habitat for Humanity 1206 Lamar Wichita Falls, TX 76301	Operating Budget	2,500 00
Hands to Hands Community Fund P O Box 4641 Wichita Falls, TX 76308	Operating Budget	15,000 00

Name and Address	Purpose	Amount
Henrietta Boy Scouts 739 Bolin Drive Henrietta, TX 76365	Building Fund	25,000 00
Hospice of Wichita Falls 4909 Johnson Road Wichita Falls, TX 76310	Operating Budget	1,000 00
Inheritance Adoptions 1007 11th St Wichita Falls, TX 76301	Healthy Beginnings	5,000.00
Interfaith Ministries, Inc 1101 11th St Wichita Falls, TX 76301	Rent Assistance Program	10,000 00
Joy Volunteer Fire Dept. 910 FM 173 Henrietta, TX 76365	Operating Budget	500 00
Jolly Volunteer Fire Dept 12471 FM 2393 Wichita Falls, TX 76301	Operating Budget	500 00
Junior League of Wichita Falls 2302 Midwestern Parkway Wichita Falls, TX 76308	Christmas Magic FallsFest	5,000 00 11,000.00
Kairos Prison Ministry Int'l 2301 Oak Forest Ct Arlington, TX 76012	Weekend Retreats	4,000 00
Susan G. Komen Foundation P O. Box 1315 Wichita Falls, TX 76307	WF Race for the Cure Sponsorship	1,000 00
Lake Arrowhead Volunteer Fire Dept P O Box 2511 Wichita Falls, TX 76307	Operating Budget	500 00
Lakeside City Volunteer Fire Dept 43 Donna Lakeside City, TX 76308	Operating Budget	500 00
Museum of North Texas History P O. Box 1619 Wichita Falls, TX 76307-1619	Jenny to Jet Project	25,000 00
National Alliance on Mental Illness 1508 Tenth Street Wichita Falls, TX 76301	Operating Budget	10,000 00
New Horizons 4822 Kemp Blvd , Suite 700 Wichita Falls, TX 76308	Foster Care	20,000 00

Name and Address	Purpose	Amount
Nocona Rural VFD P O Box 55 Nocona, TX 76255	Operating Budget	500 00
Nonprofit Management Center of Wichita Falls 2301 Kell Blvd , Suite 218 Wichita Falls, TX 76308	Operating Budget Teens Make a Difference	20,000 00 7,500 00
Oldham County Stock Show P O Box 578 Vega, TX 79092	Sponsorship	250 00
Patsy's House 1411 10th St. Wichita Falls, TX 76301	Outreach Services	25,000 00
Potosi Volunteer Fire Dept P O Box 6988 Abilene, TX 79608	Operating Budget	500 00
Pregnancy Help Center P. O Box 2364 Wichita Falls, TX 76307	Operating Budget	15,000 00
Presbyterian Manor 4600 Taft Blvd Wichita Falls, TX 76308	Good Samaritan Fund	250,000 00
Project Back to School P.O Box 9700 Wichita Falls, TX 76308	School Supplies	2,500 00
Rathgeber Hospitality House 1615 Twelfth Street Wichita Falls, TX 76301	Operating Budget	15,000 00
River Bend Nature Center P O. Box 3674 Wichita Falls, TX 76307	Matching Contribution	30,000 00
Rotary Club of Abilene P.O Box 7108 Abilene, TX 79608	End Polio Now	5,000 00
Salvation Army P O Box 2189 Wichita Falls, TX 76301	Operating Budget	2,500 00
The Kitchen 1000 Burnett Wichita Falls, TX 76301	Meals on Wheels	15,000 00
Senior Citizens Club - Petrolia 111 N Prairie, P O Box 234 Petrolia, Texas 76377-0234	Meals on Wheels	1,000 00

Name and Address	Purpose	Amount
Southside Youth Senter 1205 Montgomery Wichita Falls, TX 76302	Operating Budget	1,000 00
Southwest Diabetic Foundation P.O Box 918 Gainesville, TX 76241	Camp Sweeney	5,000 00
Southwestern University P O Box 770 Georgetown, TX 78627	Science Center	100,000 00
Straight Street 807 Austin Street Wichita Falls, TX 76301	Capital Campaign	200,000 00
Texas Methodist Foundation 11709 Boulder Lane, Suite 100 Austin, TX 78726	Leadership Ministry	7,500 00
Texas Scottish Rite Hospital for Children 2222 Welborn Dallas, TX 75219-3993	Operating Budget	2,000 00
The Kemp at the Forum 2120 Speedway Ave. Wichita Falls, TX 76308	Cowboy True	20,000.00
United Regional Health Care Foundation 1600 Eighth Street Wichita Falls, TX 76301	Circle of Friends Lecture	25,000 00
United Way of Greater Wichita Falls (North Texas Area United Way) P O Box 660 Wichita Falls, TX 76307	Operating Budget	12,500 00
Vernon College 4105 Maplewood Wichita Falls, TX 76308	New Beginnings Program	12,500 00
Walcott Volunteer Fire Department 1400 FM 1058 Friona, TX 79035	Operating Budget	500 00
Westview Boys Home P O Box 553 Hollis, OK 73550	Operating Budget	5,000 00
Whispers of Hope Horse Farm 3545 Parkhills Rd Wichita Falls, TX 76310	Purchase Hay	2,000 00
Wichita Adult Literacy Council 4309 Jacksboro Hwy , Suite 105 Wichita Falls, TX 76302	Operating Budget	10,000 00

Name and Address	Purpose	Amount
Wichita County Jr Livestock Association 4501 Galveston, Ste 11 Wichita Falls, TX	Operating Budget	1,000 00
Wichita County Teen Court 600 Scott Street, 2nd Floor, Suite 201 Wichita Falls, TX 76301	Operating Budget	1,000 00
Wichita Falls Area Community Foundation 807 8th St, Suite 750 Wichita Falls, TX 76301	Operating Budget Pride In the Falls	30,000 00 15,000 00
Wichita Falls Area Food Bank P O. Box 623 Wichita Falls, TX 76307	Powerpak 4 Kids Program	20,000 00
Wichita Falls Ballet Theatre 3412 Buchanan Street Wichita Falls, TX 76308	Capital Project Operating Budget	50,000 00 10,000.00
Wichita Falls Faith Mission, Inc. P. O Box 965 Wichita Falls, TX 76307	Roof Project Operating Budget	15,000 00 5,000.00
Wichita Falls ISD 1104 Broad Wichita Falls, TX 76307	Roof Repairs	15,000.00
Wichita Falls Museum and Art Center at MSU #2 Eureka Circle Wichita Falls, TX 76308	Operating Budget	1,250.00
Wichita Falls Symphony Orchestra, Inc 1300 Lamar Wichita Falls, TX 76309	Operating Budget	5,000 00
Wichita Falls Youth Symphony 1300 Lamar Wichita Falls, TX 76309	Operating Budget	1,000 00
YMCA 1010 Ninth Street Wichita Falls, TX 76301	Operating Budget	2,500 00
YMCA East Branch 302 Tulsa Street Wichita Falls, TX 76301	Operating Budget	1,000 00
Total		$ 1,471,800 00

Note
Foundation Status of recipients
All are 501(c)(3) public charities or government entities

Schedule 5

BALANCE SHEET

J S BRIDWELL FOUNDATION - TIN 75-6032988

Year 2013

		Cost	Current Value
ASSETS			
Cash - non-interest bearing			
Checking		$ 182,063 75	$ 182,063 75
Savings and temporary cash investments			
Daily cash funds			
Agency B		66,496 77	66,496 77
Agency C		2,626,264 70	2,626,264 70
Bank of America		794,533 15	794,533 15
Investments - Securities			
U S & state government obligations - Sch 6	$ 623,682.55		623,263 25
Mutual funds and corporate stocks - Sch 7	21,631,384.79	22,255,067 34	47,732,122 90
Other assets			
Prepaid excise tax	$ 1,965 41		
Purchased interest			
Accrued income	306 86	2,272 27	2,272 27
Total assets		$ 25,926,697 98	$ 52,027,016 79
LIABILITIES AND EQUITY			
Liabilities			
Accounts payable		$ 64 67	
Equity			
Principal fund		21,563,904 98	
Retained earnings		4,362,728 33	
Total liabilities and equity		$ 25,926,697 98	

Schedule 6

INVESTMENT IN BONDS

J. S BRIDWELL FOUNDATION - TIN 75-6032988

Year 2013

	Rate	Maturity Date	Par Value	Cost	Current Value
U S and state government obligations.					
Agency B					
None			$	$	$
Held individually					
Federal Home Loan Bank	5.625%	06-13-16	$ 240,000 00	$ 244,331 46	$ 267,744.00
Federal National Mtg Assn.	5 000%	01-25-37	250,000 00	49,712 12	49,202.10
FNMA PAD 8529	4 500%	2040	108,833 00	42,117.65	41,326.95
FHLMC CMO 2012	3.500%	02-15-42	175,000 00	71,185.93	64,901.84
FHLMC CMO 2012	3.500%	02-15-42	175,000 00	175,000.00	160,696.55
GNM P734608X	4.500%	2040	116,435 00	41,335 39	39,391.81
Totals - Held individually			$ 1,065,268 00	$ 623,682.55	$ 623,263 25
Totals - Combined			$ 1,065,268 00	$ 623,682 55	$ 623,263.25

Schedule 7

INVESTMENT IN MUTUAL FUNDS AND CORPORATE STOCK

J S BRIDWELL FOUNDATION - TIN 75-6032988

Year 2013

	Shares	Cost	Current Value
Agency B:			
Corporate stock·			
American Elec Power, Inc	8,400	$ 122,057 21	$ 392,616 00
AT & T	57,550	417,421 44	2,023,458 00
BP Amoco Corp.	21,172	202,399 15	1,029,170 92
Beam, Inc	12,000	24,436 26	816,720.00
CSX Corp.	158,168	111,112 99	4,550,493 36
Chevron	10,200	42,539.54	1,274,082 00
ConocoPhillips	7,700	65,594.00	544,005 00
Entergy Corp.	5,750	69,776 37	363,802 50
Exxon Mobil Corp	38,608	84,968 95	3,907,129.60
Fortune Brands, Inc.	12,000	7,204.67	548,400.00
Kimberly Clark Corp.	1,620	13,711.31	169,225.20
Lincoln National Corp.	15,914	38,422 25	821,480 68
LTV Corp	237	41,993 17	0.36
Phillips 66	3,850	20,682 90	296,950 50
Southern Co.	8,000	47,995 98	328,880.00
Vanguard FTSE Allworld	13,000	606,060 00	659,490.00
Verizon Communications	13,222	174,989 74	649,729 08
Totals - Agency B		$ 2,091,365 93	$ 18,375,633 20

	Shares	Cost	Current Value
Agency C·			
Mutual Funds.			
None		$	$
Corporate stock:			
Abbvie Inc.	11,260	$ 242,151.15	$ 594,640.60
Actavis PLC Europe	5,514	459,901 62	574,728 00
Aflac, Inc	12,925	592,919 09	863,390 00
AMC Networks Inc	6,485	410,932.79	441,693 35
American Airlines Group	17,985	298,134 49	454,121 25
Apache Corp	8,490	642,031 64	729,630 60
Apple Computer, Inc	1,211	190,182 95	679,395 22
Atwood Oceanics Inc	7,818	437,612 09	417,403 02
Berkshire Hathaway Inc Del	7	522,900 35	1,245,300 00
CF Industries Holdings	2,730	518,415 85	636,199 20
Chevron Corp	7,290	321,226 65	910,593 90
Cisco Sys Inc	29,310	322,738 40	657,423 30
DirecTV	11,195	529,691 68	773,126 70
E M C Corp Mass	19,530	464,847 19	491,179 50
Exxon Mobil Corp	9,000	131,360 72	910,800 00
Forestar Group Inc	18,740	381,760 62	373,394 85

	Shares	Cost	Current Value
Generac Holdings	12,163	425,289 30	688,912.32
General Electric Co	30,295	725,219 90	849,168 85
Genworth Financial Inc	34,260	344,056 04	532,057 80
Google, Inc	695	375,390 91	778,893 45
Greenbrier Companies Inc	10,741	266,643 19	352,734 44
Harris Corp	7,485	269,579 75	522,527 85
JPMorgan Chase & Co.	12,120	450,001 43	708,777 60
Kodiak Oil & Gas Corp	39,465	330,026 05	442,402 65
Laboratory Corp Amer Hldgs	8,115	591,915 79	741,467 55
Medtronic, Inc.	13,290	254,457.64	762,713 10
National Oilwell Varco	7,575	543,984.73	602,439.75
Oracle Corp	19,760	262,809 60	756,017 60
Pfizer, Inc	23,660	681,408 00	724,705 80
Philip Morris Intl	7,515	425,284.19	654,781 95
Plum Creek Timber	11,430	522,913 35	531,609 30
Priceline.com	440	267,174 23	511,456 00
United Rentals Inc	5,820	318,158 58	453,669 00
Vanguard Small Cap	16,721	1,447,957.31	1,838,473 95
Vanguard FTSE AllWorld	60,575	2,608,656.80	3,072,969 75
Valero Energy Corp	11,830	413,970.73	596,232 00
Verizon Communications	13,816	432,361.28	678,918 24
Wal Mart Stores	12,195	671,617 82	959,624 55
Totals - Corporate stock		$ 19,095,683 90	$ 28,513,572 99
Partnerships			
Devonshire	607,142 839	$ 444,334.96	$ 842,916 71
Totals - Agency C		$ 19,540,018 86	$ 29,356,489.70
Totals - Combined		$ 21,631,384 79	$ 47,732,122 90

Schedule 8

LIST OF OFFICERS, DIRECTORS, TRUSTEES, FOUNDATION MANAGERS
AND THEIR COMPENSATION

J S BRIDWELL FOUNDATION - TIN 75-6032988

Year 2013

Name and Address	Title & Average Hours per Week Devoted to Position	Compensation
Mac W Cannedy, Jr. Wichita Falls, Texas	President/Treasurer - 5 hr/wk	$ 18,000 00
Bobby Henry Wichita Falls, Texas	Director - 2 hr/wk	13,500 00
Paul Schoppa, Jr. Wichita Falls, Texas	Director - 2 hr/wk	4,500 00
Thomas E. Knight Wichita Falls, Texas	Secretary - 2 hr/wk	18,000.00
Terry M. Walker Wichita Falls, Texas	Director - 2 hr/wk	18,000.00
Ralph S. Bridwell Wichita Falls, Texas	Director - 2 hr/wk	3,000 00
Total		$ 75,000 00