Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter social security numbers on this form as it may be made public.

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014 or tax year beginning , 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: ☒ 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)* ▶$ 53,733,447.16

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))

		(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 ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	235.80	235.80		Statement 1
	4 Dividends and interest from securities	1,114,238.05	1,114,238.05		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,723,674.77			
	b Gross sales price for all assets on line 6a 7,326,249.68				
	7 Capital gain net income (from Part IV, line 2)		1,723,674.77		
	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	734.10	734.10		Statement 3
	12 **Total.** Add lines 1 through 11	2,838,882.72	2,838,882.72		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	72,000.00	25,200.00		46,800.00
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees Stmt 4	24,300.00	12,150.00		12,150.00
	c Other professional fees Stmt 5	127,179.17	127,179.17		0.00
	17 Interest				
	18 Taxes Stmt 6	59,780.21	6,500.00		0.00
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 7	4,151.14	3,843.14		0.00
	24 **Total operating and administrative expenses.** Add lines 13 through 23	287,410.52	174,872.31		58,950.00
	25 Contributions, gifts, grants paid	1,435,023.00			1,435,023.00
	26 **Total expenses and disbursements.** Add lines 24 and 25	1,722,433.52	174,872.31		1,493,973.00
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	1,116,449.20			
	b **Net investment income** (if negative, enter -0-)		2,664,010.41		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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423501 11-24-14 LHA **For Paperwork Reduction Act Notice, see instructions.**

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	182,063.75	122,843.36	122,843.36
	2 Savings and temporary cash investments	3,487,294.62	3,963,742.30	3,963,742.30
	3 Accounts receivable ▶ 41,945.10			
	Less allowance for doubtful accounts ▶		41,945.10	41,945.10
	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	623,682.55		
	b Investments - corporate stock Stmt 8	21,631,384.79	22,870,820.65	49,578,276.30
	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)	2,272.27	26,640.10	26,640.10
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	25,926,697.98	27,025,991.51	53,733,447.16
Liabilities	17 Accounts payable and accrued expenses	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)	64.67	0.00	
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	21,563,904.98	25,926,633.31	
	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	4,362,728.33	1,099,358.20	
	30 **Total net assets or fund balances**	25,926,633.31	27,025,991.51	
	31 **Total liabilities and net assets/fund balances**	25,926,697.98	27,025,991.51	

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	25,926,633.31
2	Enter amount from Part I, line 27a	2	1,116,449.20
3	Other increases not included in line 2 (itemize) ▶	3	0.00
4	Add lines 1, 2, and 3	4	27,043,082.51
5	Decreases not included in line 2 (itemize) ▶ Passive loss carryover	5	17,091.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	27,025,991.51

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	1,582,034.41		1,419,312.22	162,722.19
b	5,729,127.67		4,183,262.69	1,545,864.98
c	15,087.60			15,087.60
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				162,722.19
b				1,545,864.98
c				15,087.60
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } — 2: 1,723,674.77

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	1,531,500.00	46,690,842.81	.032801
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

2	Total of line 1, column (d)	2	.212728
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	.042546
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	52,451,902.80
5	Multiply line 4 by line 3	5	2,231,618.66
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	26,640.10
7	Add lines 5 and 6	7	2,258,258.76
8	Enter qualifying distributions from Part XII, line 4	8	1,493,973.00

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	53,280.21
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	53,280.21
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	53,280.21
6 Credits/Payments				
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	121,865.41		
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	121,865.41
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	68,585.20
11 Enter the amount of line 10 to be **Credited to 2015 estimated tax** ▶ 26,640.10 **Refunded** ▶			11	41,945.10

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)?	1b		X
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		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 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ 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			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22 1) If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		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 2014?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? ☐ 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 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014)* 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 2014?	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 4945(d)(4)(A)? (see instructions) ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A | 5b | |
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ 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 7	President/Treasurer 5.00	18,000.00	0.00	0.00
Schedule 7	Secretary & Directors 2.00	54,000.00	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

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.	127179.17

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	48,507,472.47
b	Average of monthly cash balances	1b	4,697,407.08
c	Fair market value of all other assets	1c	45,783.19
d	**Total** (add lines 1a, b, and c)	1d	53,250,662.74
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	53,250,662.74
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	798,759.94
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	52,451,902.80
6	**Minimum investment return**. Enter 5% of line 5	6	2,622,595.14

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	2,622,595.14
2a	Tax on investment income for 2014 from Part VI, line 5 — 2a 53,280.21		
b	Income tax for 2014 (This does not include the tax from Part VI) — 2b		
c	Add lines 2a and 2b	2c	53,280.21
3	Distributable amount before adjustments Subtract line 2c from line 1	3	2,569,314.93
4	Recoveries of amounts treated as qualifying distributions	4	0.00
5	Add lines 3 and 4	5	2,569,314.93
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	2,569,314.93

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	1,493,973.00
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	1,493,973.00
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	1,493,973.00

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				2,569,314.93
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			998,775.06	
b Total for prior years ______ , ______ , ______		0.00		
3 Excess distributions carryover, if any, to 2014				
a From 2009				
b From 2010				
c From 2011				
d From 2012				
e From 2013				
f Total of lines 3a through e	0.00			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ $1,493,973.00				
a Applied to 2013, but not more than line 2a			998,775.06	
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 2014 distributable amount				495,197.94
e Remaining amount distributed out of corpus	0.00			
5 Excess distributions carryover applied to 2014 (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 2013 Subtract line 4a from line 2a Taxable amount - see instr			0.00	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				2,074,116.99
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	0.00			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7	0.00			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	0.00			
10 Analysis of line 9				
a Excess from 2010				
b Excess from 2011				
c Excess from 2012				
d Excess from 2013				
e Excess from 2014				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2014, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

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	1,435,023.00
Total			▶ 3a	1,435,023.00
b *Approved for future payment* None				
Total			▶ 3b	0.00

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(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	235.80	
4 Dividends and interest from securities			14	1,114,238.05	
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	734.10	
8 Gain or (loss) from sales of assets other than inventory			18	1,723,674.77	
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		2,838,882.72	0.00

13 Total. Add line 12, columns (b), (d), and (e) . 13 2,838,882.72

(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 | 5/13/15 | 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: Mac Cannedy	Preparer's signature: Mac Cannedy	Date: 5/13/15	Check ☐ if self- employed	PTIN: 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	

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11-24-14

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	235.80	235.80	
Total to Part I, line 3	235.80	235.80	

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	1129325.65	15,087.60	1114238.05	1114238.05	
To Part I, line 4	1129325.65	15,087.60	1114238.05	1114238.05	

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Schedule 1	734.10	734.10	
Total to Form 990-PF, Part I, line 11	734.10	734.10	

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	24,300.00	12,150.00		12,150.00
To Form 990-PF, Pg 1, ln 16b	24,300.00	12,150.00		12,150.00

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	127,179.17	127,179.17		0.00
To Form 990-PF, Pg 1, ln 16c	127,179.17	127,179.17		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	59,780.21	6,500.00		0.00
To Form 990-PF, Pg 1, ln 18	59,780.21	6,500.00		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	4,151.14	3,843.14		0.00
To Form 990-PF, Pg 1, ln 23	4,151.14	3,843.14		0.00

Form 990-PF Corporate Stock Statement 8

Description	Book Value	Fair Market Value
Schedule 5	22,870,820.65	49,578,276.30
Total to Form 990-PF, Part II, line 10b	22,870,820.65	49,578,276.30

Schedule 1

REVENUE AND EXPENSES

J. S BRIDWELL FOUNDATION - TIN 75-6032988

Year 2014

REVENUE			
Interest on savings and cash investments:			
Bank of America			
Checking account			$ 235.80
Dividends and interest from securities			
Sch 2			1,114,238 05
Net gain (loss) from sale of assets:			
Sch 3			1,723,674.77
Other income:			
Partnership - Devonshire Fund, LLC	$ (17,091.00)		
Passive loss carryover from 2013	(65,921.00)		
	$ (83,012 00)		
Passive loss carryover to 2015	83,012.00	$	
Cit Group - Litigation Settlement		439.62	
Tyco Security Fair Fund - Litigation Settlement		294.48	734.10
Total revenue			$ 2,838,882.72
EXPENSES			
Compensation of officers and directors -			
Sch 7		$ 72,000.00	
Accounting fees - Freemon, Shapard & Story		24,300 00	
Other professional fees - American National Bank		127,179.17	
Taxes			
Excise	$ 53,280 21		
Foreign	6,500.00	59,780 21	
Other			
Director's liability insurance	$ 1,625 00		
Miscellaneous	2,218 14		
Nondeductible expense	308.00	4,151 14	
Contributions - Sch. 4		1,435,023 00	1,722,433 52
Excess of expenses over revenues			$ 1,116,449 20

Schedule 2

DIVIDENDS AND INTEREST FROM SECURITIES

J S. BRIDWELL FOUNDATION - TIN 75-6032988

Year 2014

	Totals	Ordinary	Long Term Capital Gain Distributions
DIVIDENDS			
Agency B			
American Elec Power, Inc	$ 17,052 00	$ 17,052 00	$
AT&T	105,891 98	105,891.98	
Beam, Inc	2,700 00	2,700 00	
BP Amoco PLC	49,542 46	49,542 46	
CSX Corp.	99,645 84	99,645 84	
Chevron Corp	42,941 99	42,941 99	
ConocoPhillips	21,868 00	21,868 00	
Entergy Corp	19,090 00	19,090.00	
Exxon Mobil Corp	104,241.60	104,241 60	
Fortune Brands, Inc	5,760.00	5,760 00	
FST Prime Obligation MM	82 21	82 21	
Kimberly Clark Corp	5,394 60	5,394 60	
Lincoln National Corp	10,184 96	10,184 96	
Phillips 66	7,276 50	7,276 50	
Southern Co	16,660 00	16,660 00	
Vanguard FTSE Allworld	22,607 80	22,607 80	
Verizon Communications	28,295 08	28,295 08	
Totals - Agency B	$ 559,235 02	$ 559,235 02	$
Agency C			
Abbvie Inc	$ 18,691 60	$ 18,691 60	$
Aflac, Inc	17,471 40	17,471 40	
Alerian Energy	2,284 24	2,284 24	
American Airlines	2,784 00	2,784.00	
Apache Corp	6,314 25	6,314 25	
Apple Computer, Inc	15,646.12	15,646 12	
CF Industries	11,570.00	11,570 00	
Chevron Corp New Com	30,690 90	30,690 90	
Cisco Systems, Inc.	20,558 90	20,558 90	
Delphi Automotive	1,533 75	1,533.75	
E M C Corp.	8,397 89	8,397.89	
Exxon Mobil	24,300 00	24,300 00	
FST Prime Obligations Fund	336 65	336 65	
Freeport Copper and Gold	11,540 62	11,540 62	
General Electric Co.	26,659 60	26,659 60	
General Motors	14,952.00	14,952 00	
Greenbrier Companies	1,762 80	1,762 80	
Harris Corp	9,805 35	9,805 35	
JPMorgan Chase & Co	18,907 20	18,907.20	
Medtronic, Inc	15,180 24	15,180 24	
National Oilwell Varco	12,423 00	12,423.00	

	Totals	Ordinary	Long Term Capital Gain Distributions
Nexstar Broadcasting	899.25	899 25	
Oracle Corp	9,484 80	9,484.80	
Pfizer, Inc.	24,606 40	24,606.40	
Philip Morris Int'l	28,707.30	28,707.30	
Plum Creek Timber	15,087 60		15,087 60
Valero Energy Corp.	9,759 75	9,759.75	
Vanguard FTSE AllWorld	105,754.19	105,754.19	
Vanguard Small Cap	27,974.25	27,974.25	
Verizon Communications	35,487.08	35,487 08	
Visa, Inc.	3,372 00	3,372.00	
Wal Mart Stores Inc Com	21,290 85	21,290 85	
Totals - Agency C	$ 554,233 98	$ 539,146.38	$ 15,087 60
Held individually			
None	$	$	$
Totals - Dividends	$1,113,469 00	$1,098,381 40	$ 15,087 60
INTEREST			
Agency B			
None	$	$	$
Totals - Agency B	$	$	$
Agency C:			
None	$	$	$
Totals - Agency C	$	$	$
Held individually			
FNMA 01/25/37	$ 1,344 30	$ 1,344.30	$
FNMA PAD 8529	879 95	879 95	
FHLB 06/13/16	7,650 00	7,650 00	
FHLMC 12/15/41	3,692 04	3,692 04	
FHLMC 09/15/41	1,492 60	1,492.60	
GNM P734608X	797 76	797 76	
Totals - Held individually	$ 15,856 65	$ 15,856 65	$
Totals - Interest	$ 15,856 65	$ 15,856 65	$
Totals - Dividends and interest	$1,129,325 65	$1,114,238 05	$ 15,087 60

Schedule 3

NET GAIN OR LOSS FROM SALE OF ASSETS

J S BRIDWELL FOUNDATION - TIN 75-6032988

Year 2014

	Shares	Date Acquired	Date Sold	Sales Price	Cost or Basis	Gain/ (Loss)
Short Term						
Agency B						
None						$
Agency C						
Apache Corp.	2,335	03/14/13	01/27/14	$ 189,683 70	$ 176,577 61	$ 13,106 09
Atwood Oceanics, Inc	2,505	Various	12/08/14	79,496 92	131,203.42	(51,706.50)
Forestar Group, Inc	4,185	03/04/14	12/09/14	62,441 75	81,430 05	(18,988 30)
Generac Holdings	4,255	Various	Various	222,196.38	157,965 41	64,230.97
Genworth Financial	6,550	04/30/13	02/05/14	98,396 97	65,778 37	32,618.60
Greenbrier Companies, Inc	4,280	09/10/13	Various	173,672.13	106,250 15	67,421 98
Kodiak Oil & Gas	2,555	05/15/13	01/16/14	28,104.75	21,366.19	6,738 56
Plum Creek Timber	11,430	09/12/13	09/03/14	462,624 72	522,913.35	(60,288 63)
US Airways/American Airlines	4,065	04/24/13	02/05/14	136,582 02	67,119 66	69,462.36
Valero Energy Corp. New	2,535	09/24/13	01/16/14	128,835 07	88,708.01	40,127 06
Totals				$ 1,582,034 41	$1,419,312.22	$ 162,722 19
Held individually						
None				$	$	$
Totals - Short Term				$ 1,582,034 41	$1,419,312 22	$ 162,722 19
Long Term.						
Agency B						
Beam, Inc	12,000	05/11/74	05/01/14	$ 1,002,000 00	$ 24,436.26	$ 977,563.74
Halyard Health, Inc	Frac Sh.	12/15/95	12/04/14	19 26	1.89	17.37
LTV Corp New	237	06/28/93	07/24/14		41,993 17	(41,993 17)
Totals				$ 1,002,019 26	$ 66,431 32	$ 935,587 94
Agency C						
Actavis PLC Europe	1,555	05/03/12	03/07/14	$ 327,688 48	$ 212,349.82	$ 115,338 66
Aflac, Inc	3,400	07/30/12	Various	207,228 64	148,624.89	58,603 75
Apache Corp	6,155	03/14/13	12/08/14	394,603 09	465,454.03	(70,850.94)
Atwood Oceanics, Inc	5,313	11/13/13	12/08/14	168,609 64	306,408 67	(137,799.03)
CF Industries Holdings	520	03/23/12	04/11/14	123,917 98	96,424 32	27,493 66
Cisco Systems, Inc.	2,150	Various	Various	47,047 39	1,828 02	45,219 37
DirecTV	4,887	Various	07/25/14	389,354 47	215,176 99	174,177 48
Forestar Group, Inc	17,555	Various	12/09/14	262,439 43	381,760.62	(119,321 19)
Generac Holdings	7,908	Various	09/03/14	361,116 38	267,323 89	93,792.49
General Electric	7,375	09/10/13	10/20/14	175,313 88	176,547 18	(1,233.30)
Genworth Financial, Inc	27,710	04/30/13	Various	242,096 76	278,277.67	(36,180 91)

	Shares	Date Acquired	Date Sold	Sales Price	Cost or Basis	Gain/ (Loss)
Greenbrier Companies	2,175	09/13/13	10/07/14	140,175 65	53,993 94	86,181.71
Harris Corp	7,485	10/06/11	10/01/14	502,905 28	269,579 75	233,325 53
Laboratory Corp	1,485	08/12/09	Various	131,722 11	101,745 96	29,976 15
Medtronic, Inc	605	04/17/95	04/11/14	35,872 51	5,758 69	30,113.82
Now, Inc	1,893.75	Various	Various	66,280.97	53,351 30	12,929 67
Priceline com	125	08/30/12	Various	144,221 04	75,628.59	68,592 45
United Rentals, Inc	475	04/10/13	08/07/14	50,705.52	25,889 69	24,815.83
Walmart Stores	1,390	11/30/05	01/27/14	102,920.75	67,602 10	35,318 65
Whiting Petroleum	6,533	05/15/13	12/09/14	256,825 13	308,659 86	(51,834.73)
Totals				$ 4,131,045.10	$3,512,385.98	$ 618,659 12
Held individually						
FNMA 4.5%, 1/25/37		01/08/09	Various	$ 40,154 27	$ 41,932.52	$ (1,778.25)
FHLB		04/14/09	Various	262,053.60	244,331 46	17,722.14
FNMA 4 5%, 2040		04/25/11	Various	38,197 52	38,781.96	(584 44)
GNMA 4 5%, 2040		04/25/11	Various	30,472 23	33,213 52	(2,741 29)
FHLMC 3 5%, 12/15/41		02/29/12	Various	158,593 75	175,000 00	(16,406.25)
FHLMC 3 5%, 9/15/41		02/29/12	Various	66,591 94	71,185 93	(4,593 99)
Totals				$ 596,063 31	$ 604,445 39	$ (8,382 08)
Capital gain distributions - Sch 2.						
Plum Creek Timber				$ 15,087 60	$	$ 15,087 60
Totals - Long term				$ 5,744,215 27	$4,183,262.69	$1,560,952 58
Totals - Combined				$ 7,326,249.68	$5,602,574 91	$1,723,674 77

Schedule 4

CONTRIBUTIONS

J S. BRIDWELL FOUNDATION - TIN 75-6032988

Year 2014

Name and Address	Purpose	Amount
Adrian Volunteer Fire Dept P O. Box 14 Adrian, TX 79001	Operating Budget	$ 500.00
Alzheimers Association 901 Indiana, Ste 350 Wichita Falls, TX 76301	Operating Budget	1,000 00
American Cancer Society 2304 Midwestern Pkwy Wichita Falls, TX 76308	Relay For Life	1,000 00
American Red Cross 1809 Seymour Hwy Wichita Falls, TX 76301	Operating Budget	2,500 00
Amistad - Haden Rural Fire Dept 82 Heimann Road Bueyeros, New Mexico 88415	Operating Budget	500 00
Archer City Volunteer Fire Dept P O Box 367 Archer City, TX 76351	Operating Budget	500 00
Archer Service Center P O Box 578 Archer City, TX 76351	Walk-in Freezer	17,390 00
Arrowhead Ranch Estates Volunteer Fire Dept. 22514 FM 2393 Wichita Falls, TX 76310	Operating Budget	500 00
The Arts Council, Wichita Falls Area, Inc. (dba The Kemp at The Forum) 2120 Speedway Wichita Falls, TX 76308	Cowboy True	20,000.00
The Arc of Wichita County 3115 Buchanan Street Wichita Falls, TX 76308	Child Care Program	4,000 00

Name and Address	Purpose	Amount
Backdoor Theatre 501 Indiana Wichita Falls, TX 76301	Annual Fund	5,000.00
Bard-Endee Volunteer Fire Dept 1097 Rt 66 Bard, New Mexico 88411	Operating Budget	500 00
Big Brothers Big Sisters 450 East John Carpenter Fwy Irving, TX 75062	Dancing For the Stars Operating Budget	10,000 00 25,000 00
Bluegrove Volunteer Fire Dept P. O. Box 214 Bluegrove, TX 76352	Operating Budget	500.00
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	Celebration of Excellence Operating Budget	1,500 00 2,500.00
Boys & Girls Club of Burk 800 Country Road Burkburnett, TX 76354	Operating Budget	15,000 00
Boys & Girls Club of Vernon P.O Box 1785 Vernon, TX 76385	Operating Budget	10,000.00
Boys & Girls Clubs of Wichita Falls, Inc 1318 Sixth Street Wichita Falls, TX 76301-2398	Football Program Teen Court	300 00 1,000 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

Name and Address	Purpose	Amount
Camp Fire Council of North Texas 2414 9th Street Wichita Falls, TX 76301	Operating Budget	2,500 00
Child Advocates 808 Austin St. Wichita Falls, TX 76301	Capital Project Casa Blanca Gala	15,000 00 15,000.00
Chisholm Trail Heritage Center 1000 Chisholm Trail Parkway Duncan, OK 73533	Education Program	1,000 00
Christmas in Action P O Box 8464 Wichita Falls, TX 76307	Tools Executive Director's Salary Building Materials	10,000 00 10,000 00 10,000.00
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	7,000 00
Community Partners of North Texas 1411 Tenth Street, Suite A Wichita Falls, TX 76301	Rainbow House	5,000 00
Communities in Schools Greater Wichita Falls Area 1111 Holliday Wichita Falls, TX 76301	Operating Budget	10,000.00
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
Disaster Helping Hands P O Box 1891 Wichita Falls, TX 76301	Operating Budget	30,000.00

Name and Address	Purpose	Amount
Downtown WF Development, Inc 503 8th St. Wichita Falls, TX 76301	Operating Budget	20,000.00
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	Capital Campaign	25,000 00
First Step of Wichita Falls, Inc P O Box 4085 Wichita Falls, TX 76308	Operating Budget	1,000 00
Habitat for Humanity 1206 Lamar Wichita Falls, TX 76301	Carrigan House	1,000 00
Hands to Hands Community Fund P. O. Box 4641 Wichita Falls, TX 76308	Operating Budget	20,000 00
Hospice of Wichita Falls 4909 Johnson Road Wichita Falls, TX 76310	Operating Budget	1,000 00
Humane Society of Wichita Co P O Box 3648 Wichita Falls, TX 76301	Operating Budget	2,500 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

Name and Address	Purpose	Amount
Kairos Prison Ministry Int'l 2301 Oak Forest Ct Arlington, TX 76012	Weekend Retreats	4,000 00
The Kitchen 1000 Burnett Wichita Falls, TX 76301	Meals on Wheels	15,000.00
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
National Alliance on Mental Illness 1508 Tenth Street Wichita Falls, TX 76301	Operating Budget	10,000.00
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
North Texas Rehabilitation Center 1005 Midwestern Parkway Wichita Falls, TX 76302	Neurocom Balance System	80,000 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	Paint & repairs	25,000.00
Peyton's Project P. O. Box 906 Wichita Falls, TX 76307	Operating Budget	30,000.00
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

Name and Address	Purpose	Amount
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	1,000 00
Rathgeber Hospitality House 1615 Twelfth Street Wichita Falls, TX 76301	Operating Budget	15,000 00
Ranching Heritage Assn Box 43200 Lubbock, TX 7949-3200	Landscape Project	25,000 00
River Bend Nature Center P O Box 3674 Wichita Falls, TX 76307	Endowment Operating Budget	333,333 00 30,000 00
Salvation Army P O Box 2189 Wichita Falls, TX 76301	Operating Budget	2,500 00
Senior Citizens Club - Petrolia 111 N Prairie, P O Box 234 Petrolia, Texas 76377-0234	Meals on Wheels	1,000.00
Sheppard Military Affairs 900 8th Street, Suite 218 Wichita Falls, TX 76307	Operating Budget	15,000 00
Southside Youth Senter 1205 Montgomery Wichita Falls, TX 76302	HVAC Units Outdoor Activities Center	10,000.00 5,000 00
Southwest Diabetic Foundation P.O Box 918 Gainesville, TX 76241	Camp Sweeney	5,000.00
Texas Scottish Rite Hospital for Children 2222 Welborn Dallas, TX 75219-3993	Operating Budget	2,000 00
United Regional Health Care Foundation 1600 Eighth Street Wichita Falls, TX 76301	Circle of Friends Lecture	30,000 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

Name and Address	Purpose	Amount
Vernon College 4105 Maplewood Wichita Falls, TX 76308	New Beginnings Program	15,000 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	Stall Barn Stall Doors	20,000.00 2,500 00
Wichita Adult Literacy Council 4309 Jacksboro Hwy., Suite 105 Wichita Falls, TX 76302	Operating Budget	10,000 00
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	
Wichita Falls Area Community Foundation 807 8th St, Suite 750 Wichita Falls, TX 76301	A Central Place Project Fund Pride In the Falls	5,000.00 15,000 00
Wichita Falls Area Food Bank P O. Box 623 Wichita Falls, TX 76307	Powerpak 4 Kids Program	15,000 00
Wichita Falls Ballet Theatre 3412 Buchanan Street Wichita Falls, TX 76308	Operating Budget	5,000.00
Wichita Falls Faith Mission, Inc. P O. Box 965 Wichita Falls, TX 76307	Faith Enterprises	25,000 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	Christmas Concert Operating Budget	10,000 00 5,000 00

Name and Address	Purpose	Amount
Wichita Falls Youth Symphony 1300 Lamar Wichita Falls, TX 76309	Operating Budget	2,500 00
Yellowstone Park Foundation 222 East Main Street, Suite 301 Bozeman, MT 59715	Youth Conservation Corps	5,000 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		$ 1,435,023.00

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 2014

		Cost	Current Value
ASSETS			
Cash - non-interest bearing			
Checking		$ 122,843 36	$ 122,843 36
Savings and temporary cash investments:			
Daily cash funds			
Agency B		1,148,206.26	1,148,206.26
Agency C		2,815,536 04	2,815,536 04
Accounts receivable		41,945.10	41,945 10
Investments - Securities			
Mutual funds and corporate stocks - Sch 6		22,870,820 65	49,578,276.30
Other assets			
Prepaid excise tax	$ 26,640 10		
Purchased interest			
Accrued income		26,640 10	26,640 10
Total assets		$ 27,025,991 51	$ 53,733,447.16
LIABILITIES AND EQUITY			
Liabilities·			
Accounts payable		$	
Equity·			
Principal fund		25,926,633 31	
Retained earnings		1,099,358 20	
Total liabilities and equity		$ 27,025,991 51	

Schedule 6

INVESTMENT IN MUTUAL FUNDS AND CORPORATE STOCK

J S BRIDWELL FOUNDATION - TIN 75-6032988

Year 2014

	Shares	Cost	Current Value
Agency B			
Corporate stock			
American Elec Power, Inc.	8,400	$ 122,057 21	$ 510,048.00
AT & T	57,550	417,421 44	1,933,104 50
BP Amoco Corp	21,172	202,399.15	807,076.64
CSX Corp	158,168	111,112.99	5,730,426 64
Chevron	10,200	42,539.54	1,144,236 00
ConocoPhillips	7,700	65,594.00	531,762.00
Entergy Corp	5,750	69,776 37	503,010 00
Exxon Mobil Corp	38,608	84,968 95	3,569,309 60
Fortune Brands, Inc	12,000	7,204.67	543,240 00
Halyard Health, Inc	202	563 47	9,184.94
Kimberly Clark Corp.	1,620	13,145.95	187,174.80
Lincoln National Corp	15,914	38,422.25	917,760 38
Phillips 66	3,850	20,682.90	276,045 00
Southern Co	8,000	47,995 98	392,880 00
Vanguard FTSE Allworld	13,000	606,060.00	609,180 00
Verizon Communications	13,222	174,989.74	618,525 16
Totals - Agency B		$ 2,024,934 61	$ 18,282,963 66
Agency C			
Mutual Funds:			
None		$	$
Corporate stock			
Abbvie Inc	11,260	$ 242,151 15	$ 736,854 40
Actavis PLC Europe	1,866	247,551 80	480,327 06
Aflac, Inc	18,167	968,306.33	1,109,822.03
Alerian Energy	14,103	426,756 78	400,525 20
AMC Networks Inc	6,485	410,932.79	413,548.45
Anheuser Busch	8,254	945,967 83	927,089.28
Apple Computer, Inc	8,477	190,182.95	935,691.26
Berkshire Hathaway Inc Del	7	522,900.35	1,582,000.00
CF Industries Holdings	2,210	421,991.53	602,313 40
Chevron Corp	7,290	321,226 65	817,792 20
Cisco Sys Inc	27,160	320,910.38	755,455.40
Delphi Automotive	11,928	799,808.40	867,404.16
DirecTV	6,308	314,514 69	546,903 60
E M C Corp Mass	19,530	464,847.19	580,822 20
Exxon Mobil Corp.	9,000	131,360 72	832,050 00
Freeport Copper and Gold	12,310	406,845 50	287,561.60
General Electric Co	22,920	548,672.72	579,188.40

	Shares	Cost	Current Value
General Motors	12,460	445,223 70	434,978 60
Google, Inc.	680	187,940.96	365,848 00
Google, Inc Cl A	695	187,449 95	368,808.70
Greenbrier Companies Inc	4,286	106,399 10	230,286 78
Helen of Troy Ltd	11,187	687,334 02	727,826.22
Home Depot	4,188	435,104 72	439,614.36
JPMorgan Chase & Co	12,120	450,001.43	758,469.60
Laboratory Corp Amer Hldgs	6,630	490,169 83	715,377 00
Medtronic, Inc.	12,685	248,698.95	915,857.00
National Oilwell Varco	7,575	490,633.43	496,389 75
Nexstar Broadcasting	5,995	245,230 27	310,481 05
Oracle Corp.	19,760	262,809 60	888,607.20
Pfizer, Inc	23,660	681,408.00	737,009.00
Philip Morris Intl	7,515	425,284 19	612,096.75
Priceline com	315	191,545 64	359,166 15
United Rentals Inc	5,345	292,268 89	545,243 45
US Airways/American Airlines	13,920	231,014.83	746,529 60
Vanguard Small Cap	16,721	1,447,957 31	1,950,671 86
Vanguard FTSE AllWorld	60,885	2,625,083.82	2,853,071.10
Valero Energy Corp	9,295	325,262 72	460,102 50
Verizon Communications	22,731	875,085.88	1,063,356.18
Visa, Inc	3,975	844,329 28	1,042,245 00
Wal Mart Stores	10,805	604,015.72	927,933 40
Totals - Corporate stock		$20,465,180 00	$30,405,317 89
Partnerships			
Devonshire	607,142 839	$ 380,706.04	$ 889,994 75
Totals - Agency C		$20,845,886 04	$31,295,312.64
Totals - Combined		$22,870,820.65	$49,578,276 30

Schedule 7

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

J S BRIDWELL FOUNDATION - TIN 75-6032988

Year 2014

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	18,000 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
Total		$ 72,000 00