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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2014

Open to Public Inspection

For calendar year 2014, or tax year beginning 07-01-2014 , and ending 06-30-2015

Name of foundation The Brightwater Fund		A Employer identification number 27-1041109	
Number and street (or P O box number if mail is not delivered to street address) c/o Vogel Co 685 Post Road		B Telephone number (see instructions) (203) 655-2200	
City or town, state or province, country, and ZIP or foreign postal code Darien, CT 06820		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)▶\$ 7,445,192		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	56	56		
	4 Dividends and interest from securities.	69,546	69,546		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-241,398			
	b Gross sales price for all assets on line 6a 1,502,297				
	7 Capital gain net income (from Part IV, line 2) . . .		0		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	-171,796	69,602		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	52,790	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits	6,712	6,539		0
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	39,527	39,527		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	750	0		0
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,820	0		0
	22 Printing and publications				
	23 Other expenses (attach schedule)	4,894	16,170		0
	24 Total operating and administrative expenses. Add lines 13 through 23	107,493	62,236		0
	25 Contributions, gifts, grants paid	3,089,257			3,089,257
	26 Total expenses and disbursements. Add lines 24 and 25	3,196,750	62,236		3,089,257
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-3,368,546			
	b Net investment income (if negative, enter -0-)		7,366		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,535,453	41,079	41,079
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)	44,260 	42,683	42,683
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule).			
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	9,426,956 	7,361,430	7,361,430
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	11,006,669	7,445,192	7,445,192
	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	 1,728 	161,790	
Net Assets or Fund Balances	23	Total liabilities (add lines 17 through 22)	1,728	161,790	
		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	11,004,941	7,283,402	
	30	Total net assets or fund balances (see instructions)	11,004,941	7,283,402	
	31	Total liabilities and net assets/fund balances (see instructions)	11,006,669	7,445,192	

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 11,004,941
2	Enter amount from Part I, line 27a	2 -3,368,546
3	Other increases not included in line 2 (itemize) ▶ _____	3 0
4	Add lines 1, 2, and 3	4 7,636,395
5	Decreases not included in line 2 (itemize) ▶ 	5 352,993
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 7,283,402

Part IV

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1 a	Publically Traded Securities	P		
b	PowerShares DB	P		
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,502,297		1,300,865	201,432
b		442,830	-442,830
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			201,432
b			-442,830
c			
d			
e			

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-241,398
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	}	3	

Part V

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2013	5,134,882	12,297,291	0 417562
2012	5,878,103	17,244,063	0 340877
2011	1,980,401	20,285,471	0 097627
2010	831,524	21,105,331	0 039399
2009	213,160	3,333,331	0 063948

2	Total of line 1, column (d).	2	0 959413
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 191883
4	Enter the net value of noncharitable-use assets for 2014 from Part X, line 5.	4	8,616,076
5	Multiply line 4 by line 3.	5	1,653,279
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	74
7	Add lines 5 and 6.	7	1,653,353
8	Enter qualifying distributions from Part XII, line 4.	8	3,089,257

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		174	
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-)		20	
3		Add lines 1 and 2.		374	
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		40	
5		Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		574	
6		Credits/Payments			
a		2014 estimated tax payments and 2013 overpayment credited to 2014		6a	5,360
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	5,360
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	5,286
11		Enter the amount of line 10 to be Credited to 2015 estimated tax ☒ 5,286 Refunded ☐		11	0

Part VII-AStatements Regarding Activities

1a		During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		1a		No
b		Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)?		1b		No
		If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.				
c		Did the foundation file Form 1120-POL for this year?		1c		No
d		Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ 0 (2) On foundation managers ☒ \$ 0				
e		Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ 0				
2		Has the foundation engaged in any activities that have not previously been reported to the IRS?		2		No
		If "Yes," attach a detailed description of the activities.				
3		Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		3		No
4a		Did the foundation have unrelated business gross income of \$1,000 or more during the year?		4a		No
b		If "Yes," has it filed a tax return on Form 990-T for this year?		4b		
5		Was there a liquidation, termination, dissolution, or substantial contraction during the year?		5		No
		If "Yes," attach the statement required by General Instruction T.				
6		Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either				
		• By language in the governing instrument, or				
		• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		6	Yes	
7		Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.		7	Yes	
8a		Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ NY				
b		If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .		8b	Yes	
9		Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2014 or the taxable year beginning in 2014 (see instructions for Part XIV)? If "Yes," complete Part XIV		9		No
10		Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses.		10		No

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of Vogel Co Telephone no (203) 655-2200 Located at 685 Post Road Darien CT ZIP+4 06820			
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		
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	Yes	No
See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR) If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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)? Organizations relying on a current notice regarding disaster assistance check here.	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014?. If "Yes," list the years 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. Yes No			
b	If "Yes," did it have excess business holdings in 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.).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014?	4b		No

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 4945(d)(4)(A)? (see instructions).	☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here.	☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(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
See Additional Data Table				
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(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 (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

Part IX-A Summary of Direct Charitable Activities

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

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

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

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	8,315,262
b	Average of monthly cash balances.	1b	432,023
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	8,747,285
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	8,747,285
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	131,209
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,616,076
6	Minimum investment return. Enter 5% of line 5.	6	430,804

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	430,804
2a	Tax on investment income for 2014 from Part VI, line 5.	2a	74
b	Income tax for 2014 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	74
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	430,730
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	430,730
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . .	7	430,730

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	3,089,257
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,089,257
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions).	5	74
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	3,089,183
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				430,730
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2014				
a From 2009.				
b From 2010.				
c From 2011.				846,639
d From 2012.				5,061,268
e From 2013.				4,530,685
f Total of lines 3a through e.	10,438,592			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ 3,089,257				
a Applied to 2013, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2014 distributable amount.				430,730
e Remaining amount distributed out of corpus	2,658,527			
5 Excess distributions carryover applied to 2014 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	13,097,119			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2013 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2014 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2015				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	13,097,119			
10 Analysis of line 9				
a Excess from 2010. . . .				
b Excess from 2011. . . .				846,639
c Excess from 2012. . . .				5,061,268
d Excess from 2013. . . .				4,530,685
e Excess from 2014. . . .				2,658,527

Part XIV

4942(j)(3) or 4942(j)(5)

3 Complete 3a, b, or c for the alternative test relied upon

Part XV

1 Information Regarding Foundation Managers:

■ 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))

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

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines

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

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

Form **990-PF** (2014)

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2014)

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?			Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of				
(1) Cash.		1a(1)		No
(2) Other assets.		1a(2)		No
b Other transactions				
(1) Sales of assets to a noncharitable exempt organization.		1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.		1b(2)		No
(3) Rental of facilities, equipment, or other assets.		1b(3)		No
(4) Reimbursement arrangements.		1b(4)		No
(5) Loans or loan guarantees.		1b(5)		No
(6) Performance of services or membership or fundraising solicitations.		1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.		1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received				

[illegible]

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

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.

Sign Here	*****	2015-11-05	*****	May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee	Date	Title	

Paid Preparer Use Only	Print/Type preparer's name George Vogel CPA	Preparer's Signature	Date 2015-11-05	Check if self-employed ☒	PTIN P00008119
	Firm's name ☒ Vogel & Co			Firm's EIN ☒ 06-1344534	
	Firm's address ☒ 685 Post Road Darien, CT 06820			Phone no (203) 655-2200	

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Gloria Jarecki	President / Director 0 00	0	0	0
10 Timber Trail Rye, NY 10580				
Donna M C Jarecki	Director 0 00	0	0	0
3 Kenilworth Lane Rye, NY 10580				
Ellen B Chandler	Director 0 00	0	0	0
206 Ancon Avenue Pelham, NY 10803				
Nancy Jarecki	Director 0 00	0	0	0
131 East 66th Street 4D New York, NY 10065				
AnnChristine Gormley	Secretary / Treasurer 25 00	52,790	0	0
1104 Park Avenue Mamaroneck, NY 10543				

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Alliance for Global Justice 1247 E St SE Washington, DC 20003		PC	General Use	100,000
American Museum of Natural History Central Park West 79th Street New York, NY 10024		PC	General Use	5,000
American Skin Association 6 East 43rd Street 28th Floor New York, NY 10017		PC	General Use	20,000
Amnesty International USA 5 Penn Plaza 16th Floor New York, NY 100011810		PC	General Use	100,000
Bigger Picture Community Fund PO Box 815 Waitsfield, VT 05673		PC	General Use	35,000
Bob Woodruff FoundationReMINDorg 100 Wall Street 2nd Floor New York, NY 10005		PC	General Use	50,000
Brennan Center for Justice 361 Avenue of the Americas New York, NY 10014		PC	General Use	75,000
Carver Center 400 Westchester Avenue Port Chester, NY 10573		PC	General Use	25,000
Center for Study of Responsive Law PO Box 19367 Washington, DC 20036		PC	General Use	50,000
Chapin School 100 East End Ave New York, NY 100280198		PC	General Use	50,000
ChildFund International 2821 Emerywood Parkway PO Box 26484 Richmond, VA 232616484		PC	General Use	3,500
Coalition for the Homeless 129 Fulton Street New York, NY 10038		PC	General Use	20,000
Common Cause Education Fund 1133 19th Street NW 9th Floor Washington, DC 20036		PC	General Use	75,000
Consortium for Independent Journalism 2200 Wilson Blvd Suite 102-231 Arlington, VA 22201		PC	General Use	14,000
Correctional Association of New York 2090 Adam Clayton Powell Blvd Suite 200 New York, NY 10027		PC	General Use	10,000
Total  3a				3,089,257

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Covenant House 461 Eighth Avenue New York, NY 10001		PC	General Use	1,000
CT Public Broadcasting 1049 Asylum Avenue Hartford, CT 06105		PC	N/A - 10/16/15 11 25AM Worksheet Private Foundation	500
Educational Video Center 120 West 30th Street 7th Floor New York, NY 10001		PC	General Use	20,000
Environmental Defense Fund 257 Park Avenue South New York, NY 10010		PC	General Use	50,000
Environmental Work Group 1436 U Street Suite 100 Washington, DC 20009		PC	General Use	10,000
Evolve Together Inc 32 Union SquareEast 4th Floor South New York, NY 10003		PC	General Use	10,000
Falconwood Foundation 20 Gramercy Park South New York, NY 10003		PC	General Use	37,500
False Confessions 150 West 25th Street Suite 403 New York, NY 10001		PC	General Use	32,500
Fisher House Foundation Inc 111 Rockville Pike Suite 420 Rockville, MD 208505168		PC	General Use	10,000
Food & Water Watch 1616 P Street NW Suite 300 Washington, DC 20036		PC	General Use	30,000
Food Bank for New York City 39 Broadway 10th Floor New York, NY 10006		PC	General Use	50,000
Hackley School 293 Benedict Avenue Tarrytown, NY 10591		PC	General Use	50,000
Helping Hands for the Homeless and Hungry Inc PO Box 982 Rye, NY 10580		PC	General Use	10,000
Hire Heroes USA 100 North Point Center East Suite 200 Alpharetta, GA 30022		PC	General Use	10,000
Human Rights First 333 Seventh Avenue 13th Floor New York, NY 10001		PC	General Use	50,000
Total  3a				3,089,257

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
In These Times 2040 North Milwaukee Avenue Chicago,IL 66047		PC	General Use	5,500
Institute of International Education 809 United Nations Plaza New York,NY 10017		PC	General Use	50,000
International Women's Health Coalition 333 Seventh Avenue 6th Floor New York,NY 10001		PC	General Use	50,000
Joyful Heart Foundation 32 West 22 Street 4th Floor New York,NY 10010		PC	General Use	60,000
Keewaydin Foundation 10 Keewaydin Road Salisbury,VT 05769		PC	General Use	50,000
Malayaka House Essex Junction Essex Junction,VT 05452		PC	General Use	250
Master's School 49 Clinton Avenue Dobbs Ferry,NY 105222201		PC	General Use	50,000
Meals-on-Wheels of White Plains 12 Ridgeview Avenue White Plains,NY 10606		PC	General Use	10,000
Memorial Sloan-Kettering Cancer Center 1275 York Avenue New York,NY 10065		PC	General Use	100,000
Metropolitan Museum of Art 1000 Fifth Avenue New York,NY 100280198		PC	General Use	2,500
My Sisters' Place One Water Street White Plains,NY 10601		PC	General Use	20,000
Nantucket Cottage Hospital 5 S Prospect St Nantucket,MA 02554		PC	General Use	5,000
National Center for Reason and Justice 77 Highland Street 3 Roxbury,MA 021191582		PC	General Use	130,007
National Coalition Against Censorship 19 Fulton street Suite 407 New York,NY 10038		PC	General Use	20,000
New York Presbyterian Hospital 525 E 68th Street Box 123 New York,NY 10065		PC	General Use	100,000
Total			▶ 3a	3,089,257

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
New York Women's Foundation 39 Broadway Suite 2300 New York, NY 10006		PC	General Use	5,000
New Yorkers for Children 450 Seventh Avenue Suite 403 New York, NY 10123		PC	General Use	50,500
Newventure Fund 1201 Connecticut Avenue NW Suite 300 Washington, DC 20036		PC	Just Leadership USA	10,000
NYCLU 125 Broad Street 18th Floor New York, NY 100042400		PC	General Use	150,000
Pathways for Veterans 493 Quarry Road Waitsfield, VT 05673		PC	General Use	5,000
Pelham Picture House 201 Wolfs Lane Pelham, NY 10803		PC	General Use	30,000
People for the American Way 1101 15th Street NW Suite 600 Washington, DC 200055002		PC	General Use	20,000
Planned Parenthood Federation of America 434 West 33rd Street New York, NY 10001		PC	General Use	200,000
Princeton University Princeton University Princeton, NJ 08544		PC	General Use	100,000
Pro Publica One Exchange Plaza 23rd Floor New York, NY 10006		PC	General Use	10,000
Project ALS 3960 Broadway Suite 420 New York, NY 10032		PC	General Use	25,000
Public Citizen Foundation 1600 20th Street NW Washington, DC 20009		PC	General Use	20,000
Remote Area Medical Foundation 2200 Stock Creek Blvd Rockford, TN 37853		PC	General Use	75,000
Riverkeeper 20 Secor Road Ossining, NY 10562		PC	General Use	75,000
Robin Hood 826 Broadway 9th Floor New York, NY 10003		PC	General Use	250,000
Total  3a				3,089,257

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Rocking the Boat 812 Edgewater Road Bronx, NY 10474		PC	General Use	3,000
Rutgers University Foundation 7 College Avenue New Brunswick, NJ 08901		PC	General Use	10,000
The Constitution Project 1200 18th Street NW Suite 1000 Washington, DC 20036		PC	General Use	10,000
The Dalton School 108 East 89th Street New York, NY 101281599		PC	General Use	50,000
The Fresh Air Fund 633 Third Ave New York, NY 10017		PC	General Use	70,000
The Susie Reizod Foundation PO Box 816 New Paltz, NY 12561		PC	General Use	2,500
Trinity College 300 Summit St Hartford, CT 06106		PC	General Use	1,000
Truthout PO Box 276414 Sacramento, CA 95827		PC	General Use	5,000
Weill Cornell Medical College 1300 York Ave Box 123 New York, NY 10065		PC	General Use	125,000
Westchester Children's Museum 3 Barker Avenue 3rd Floor White Plains, NY 10601		PC	General Use	5,000
WNET - Channel 13 825 Eighth Avenue New York, NY 100197435		PC	General Use	100,000
Women in Need 115 West 31st Street New York, NY 10001		PC	General Use	25,000
Total			3a	3,089,257

TY 2014 Accounting Fees Schedule

Name: The Brightwater Fund

EIN: 27-1041109

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Accounting Fees	39,527	39,527		0

**TY 2014 Investments Government
Obligations Schedule**

Name: The Brightwater Fund
EIN: 27-1041109

US Government Securities - End of Year Book Value:	42,683
US Government Securities - End of Year Fair Market Value:	42,683
State & Local Government Securities - End of Year Book Value:	0
State & Local Government Securities - End of Year Fair Market Value:	0

TY 2014 Investments - Other Schedule**Name:** The Brightwater Fund**EIN:** 27-1041109

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
TIAA CREF Institutional	FMV	1,648,055	1,648,055
Powershares DB Commodity - DBC	FMV	1,075,050	1,075,050
IShares Russell 2000 Index Fund	FMV	835,938	835,938
IShares MSCI EAFE	FMV	216,310	216,310
IShares Barclays 7-10 Year	FMV	2,795,373	2,795,373
SPDR Barclays International Treasury	FMV	790,704	790,704

TY 2014 Other Decreases Schedule

Name: The Brightwater Fund

EIN: 27-1041109

Description	Amount
Fair Market Value Adjustment to Securities	352,993

TY 2014 Other Expenses Schedule**Name:** The Brightwater Fund**EIN:** 27-1041109

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Subscriptions	750	0		0
PowerShares DB K-1 Expenses	16,170	16,170		0
Federal Tax Refund	-12,026	0		0

TY 2014 Other Liabilities Schedule**Name:** The Brightwater Fund**EIN:** 27-1041109

Description	Beginning of Year - Book Value	End of Year - Book Value
Payroll Tax Liabilities	1,728	1,790
Uncleared Checks	0	160,000

TY 2014 Taxes Schedule

Name: The Brightwater Fund

EIN: 27-1041109

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
State Taxes	750	0		0