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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

2015

Open to Public Inspection

For calendar year 2015, or tax year beginning 01-01-2015, and ending 12-31-2015

Name of foundation BRIDGEWATER FOUNDATION		A Employer identification number 58-2421520	
Number and street (or P O box number if mail is not delivered to street address) 951 SOUTH PINE STREET		B Telephone number (see instructions) (864) 542-8062	
City or town, state or province, country, and ZIP or foreign postal code SPARTANBURG, SC 29302		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change		Initial return of a former public charity ☐ Amended return ☐ Name change	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 197,412		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>		Revenue and expenses per books (a)	Net investment income (b)	Adjusted net income (c)	Disbursements for charitable purposes (d) (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	2,440	2,440	2,440	
	4 Dividends and interest from securities	3,416	3,416	3,416	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	90,531			
	b Gross sales price for all assets on line 6a 256,468				
	7 Capital gain net income (from Part IV, line 2) . . .		90,531		
	8 Net short-term capital gain			172	
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	96,387	96,387	6,028	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	95,000			95,000
	15 Pension plans, employee benefits	7,011			7,011
	16a Legal fees (attach schedule).	300			
	b Accounting fees (attach schedule).	1,100			1,100
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) . . .	1,658			
	19 Depreciation (attach schedule) and depletion . . .	1,918			
	20 Occupancy	3,300			3,300
	21 Travel, conferences, and meetings.	861			861
	22 Printing and publications	191			191
	23 Other expenses (attach schedule).	25,366	3,717		25,366
	24 Total operating and administrative expenses.				
	Add lines 13 through 23	136,705	3,717		132,829
	25 Contributions, gifts, grants paid	165,200			165,200
	26 Total expenses and disbursements. Add lines 24 and 25	301,905	3,717		298,029
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-205,518			
	b Net investment income (if negative, enter -0-)		92,670		
	c Adjusted net income (if negative, enter -0-) . . .			6,028	

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	24,889	18,618	18,618	
	2	Savings and temporary cash investments	54,516	12,379	12,379	
	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	250	250	250	
	10a	Investments—U S and state government obligations (attach schedule)	26,488		10,018	10,445
	b	Investments—corporate stock (attach schedule)	232,439		95,256	114,548
	c	Investments—corporate bonds (attach schedule)	42,236		40,697	41,172
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____				
	12	Investments—mortgage loans.				
	13	Investments—other (attach schedule)				
	14	Land, buildings, and equipment basis ▶ _____ 10,509 Less accumulated depreciation (attach schedule) ▶ 8,298	4,129		2,211	
15	Other assets (describe ▶ _____)					
16	Total assets(to be completed by all filers—see the instructions Also, see page 1, item I)	384,947	179,429	197,412		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule).				
	22	Other liabilities (describe ▶ _____)				
	23	Total liabilities(add lines 17 through 22)		0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	384,947	179,429		
	30	Total net assets or fund balances(see instructions)	384,947	179,429		
31	Total liabilities and net assets/fund balances(see instructions)	384,947	179,429			

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	384,947	
2	Enter amount from Part I, line 27a	2	-205,518	
3	Other increases not included in line 2 (itemize) ▶ _____	3		
4	Add lines 1, 2, and 3	4	179,429	
5	Decreases not included in line 2 (itemize) ▶ _____	5		
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	179,429	

Part IV

Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
a See Additional Data Table			
b			
c			
d			
e			

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

2	Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	90,531
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	172

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))
2014	131,371	561,333	0 234034
2013	142,134	715,545	0 198637
2012	53,205	686,696	0 077480
2011	10,000	669,555	0 014935
2010	11,000	636,746	0 017275

2	Total of line 1, column (d).	2	0 542361
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 108472
4	Enter the net value of noncharitable-use assets for 2015 from Part X, line 5.	4	290,888
5	Multiply line 4 by line 3.	5	31,553
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	927
7	Add lines 5 and 6.	7	32,480
8	Enter qualifying distributions from Part XII, line 4.	8	298,029

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

Part VI

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

1a

Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1
Date of ruling or determination letter _____
(attach copy of letter if necessary—see instructions)

b

Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b

c

All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)

2

Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

2

3

Add lines 1 and 2.

3

927

4

Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

4

5

Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

5

927

6

Credits/Payments

a

2015 estimated tax payments and 2014 overpayment credited to 2015

6a

332

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

332

8

Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached

8

12

9

Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed.

9

607

10

Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.

10

11

Enter the amount of line 10 to be Credited to 2015 estimated tax ☐ Refunded ☐

11

Part VII-A

Statements 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)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1b

No

c

Did the foundation file Form 1120-POL for this year?

1c

No

d

Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____

e

Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____

2

Has the foundation engaged in any activities that have not previously been reported to the IRS?
If "Yes," attach a detailed description of the activities.

2

No

3

Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes.

3

No

4a

Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a

No

b

If "Yes," has it filed a tax return on Form 990-T for this year?

4b

5

Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T.

5

No

6

Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:
• By language in the governing instrument, or
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6

Yes

7

Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.

7

Yes

8a

Enter the states to which the foundation reports or with which it is registered (see instructions)
☐ _____

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 2015 or the taxable year beginning in 2015 (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? Website address ▶N/A	13	Yes	
14	The books are in care of ▶MARK E JOHNSON Telephone no ▶(864) 542-8062 Located at ▶951 S PINE STREET SPARTANBURG SC ZIP+4 ▶29302			
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 2015, 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? 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 ▶	16	Yes	No

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 2015? ☐	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? ☐ Yes ☒ No If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions). ☐	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2015 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?(<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015.</i>) ☐	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 2015?	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	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) 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	Title, and average hours per week (b) devoted to position	(c) Compensation	Contributions to employee benefit plans and deferred compensation (d)	Expense account, (e) other allowances
NONE				

Total

number of other employees paid over \$50,000.

Part VIII

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services.

Part IX-A

Summary of Direct Charitable Activities

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

Part IX-B

Summary of Program-Related Investments (see instructions)

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.	

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	220,310
b	Average of monthly cash balances.	1b	12,490
c	Fair market value of all other assets (see instructions).	1c	62,518
d	Total (add lines 1a, b, and c).	1d	295,318
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	295,318
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	4,430
5	Net value of noncharitable-use assets.Subtract line 4 from line 3 Enter here and on Part V, line 4	5	290,888
6	Minimum investment return.Enter 5% of line 5.	6	14,544

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	14,544
2a	Tax on investment income for 2015 from Part VI, line 5.	2a	927
b	Income tax for 2015 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	927
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	13,617
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	13,617
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amountas adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	13,617

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	298,029
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions.Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	298,029
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	927
6	Adjusted qualifying distributions.Subtract line 5 from line 4.	6	297,102

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 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				13,617
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2015				
a From 2010.				
b From 2011.				
c From 2012.				19,458
d From 2013.				108,147
e From 2014.				105,956
f Total of lines 3a through e.	233,561			
4 Qualifying distributions for 2015 from Part XII, line 4 ▶ \$ 298,029				
a Applied to 2014, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2015 distributable amount.				13,617
e Remaining amount distributed out of corpus	284,412			
5 Excess distributions carryover applied to 2015 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	517,973			
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2014 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2016 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).				
8 Excess distributions carryover from 2010 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a.	517,973			
10 Analysis of line 9				
a Excess from 2011.				
b Excess from 2012.				19,458
c Excess from 2013.				108,147
d Excess from 2014.				105,956
e Excess from 2015.				284,412

Part XIV

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

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

1 Information Regarding Foundation Managers:

NONE

NONE

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.

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

WRITTEN REQUEST WITH ASSURANCE THAT APPLICANT HAS 501(C)(3) STATUS

c Any submission deadlines

NONE

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

Form **990-PF** (2015)

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments.						
3 Interest on savings and temporary cash investments			14	2,440		
4 Dividends and interest from securities.			14	3,416		
5 Net rental income or (loss) from real estate						
a Debt-financed property.						
b Not debt-financed property.						
6 Net rental income or (loss) from personal property						
7 Other investment income.						
8 Gain or (loss) from sales of assets other than inventory						90,531
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).				5,856		90,531
13 Total. Add line 12, columns (b), (d), and (e).						96,387

(See worksheet in line 13 instructions to verify calculations)

[illegible]

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
COACH INC COM	P	2013-02-22	2015-02-02
GOOGLE INC CL A	P	2012-06-07	2015-07-29
WALT DISNEY CO	P	2005-09-23	2015-03-12
BERKSHIRE HATHAWAY INC DEL CL B NEW	P	2005-09-23	2015-10-08
KOHL'S CORPORATION	P	2012-10-04	2015-02-27
OCWEN FINANCIAL CORP	P	2014-03-12	2015-09-22
UNITED PARCEL SVC INC CL B	P	2007-12-20	2015-03-12
CVS CAREMARK CORP COM STK	P	2010-07-07	2015-10-08
CORNING INC COM	P	2013-10-25	2015-03-12
OCWEN FINANCIAL CORP	P	2014-08-01	2015-09-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,600		7,042	-1,442
3,905		1,745	2,160
4,235		922	3,313
4,621		1,935	2,686
6,635		4,683	1,952
971		5,508	-4,537
5,927		4,300	1,627
4,024		1,146	2,878
8,974		6,863	2,111
1,248		5,112	-3,864

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			-1,442
			2,160
			3,313
			2,686
			1,952
			-4,537
			1,627
			2,878
			2,111
			-3,864

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
UNITED PARCEL SVC INC CL B	P	2008-07-31	2015-03-12
WAL MART STORES INC COM	P	2005-09-23	2015-10-08
EXPEDITORS INTL WASH INC COM	P	2012-05-14	2015-03-12
ALPHABET INC CAP STK CL C	P	2012-06-07	2015-10-08
WELLS FARGO & CO NEW COM STK	P	2009-05-08	2015-03-12
PORT AUTH N Y & N J CONSOLIDATED	P	2012-01-18	2015-09-15
SCHLUMBERGER LTD	P	2014-12-16	2015-04-27
AMERICAN INTL GROUP INC COM	P	2012-10-23	2015-10-08
WALGREEN BOOTS ALLIANCE INC	P	2010-06-30	2015-03-17
BED BATH BEYOND INC COM	P	2010-06-24	2015-10-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
494		318	176
5,304		3,499	1,805
11,934		9,683	2,251
4,367		2,024	2,343
4,951		2,185	2,766
15,000		15,000	
3,658		3,282	376
6,014		3,679	2,335
5,141		1,608	3,533
6,452		4,383	2,069

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			176
			1,805
			2,251
			2,343
			2,766
			376
			2,335
			3,533
			2,069

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 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)
GOOGLE INC CL C	P	2012-06-07	2015-05-04
APPLE INC COM STK	P	2011-05-24	2015-10-08
ACCENTURE PLC CLASS A ORDINARY SHS	P	2009-04-02	2015-05-14
AMERICAN EXPRESS CO	P	2011-10-04	2015-05-14
FMC TECHNOLOGIES INC COM	P	2014-12-16	2015-10-08
WALT DISNEY CO	P	2005-09-23	2015-05-14
AMERICAN INTL GROUP INC COM	P	2013-04-05	2015-05-14
GEN MTRS CO COM	P	2013-03-20	2015-10-08
WALGREEN BOOTS ALLIANCE INC	P	2010-06-30	2015-05-14
AMERICAN INTL GROUP INC COM	P	2012-10-23	2015-05-14

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
21		11	10
4,310		1,910	2,400
9,612		2,855	6,757
5,618		2,974	2,644
2,558		3,315	-757
4,910		1,036	3,874
6,454		4,219	2,235
3,291		2,865	426
4,652		1,475	3,177
2,347		1,401	946

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			10
			2,400
			6,757
			2,644
			-757
			3,874
			2,235
			426
			3,177
			946

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo , day, yr)	(d) Date sold (mo , day, yr)
PRECISION CASTPARTS CP COM	P	2015-06-30	2015-10-08
WELLS FARGO & CO NEW COM STK	P	2009-05-08	2015-05-14
BANK OF AMERICA CORP	P	2012-04-23	2015-05-14
VIACOM INC NEW CL B	P	2014-09-19	2015-10-08
BOEING CO COM	P	2008-07-31	2015-06-30
CORNING INC COM	P	2013-10-25	2015-05-14
BERKSHIRE HATHAWAY INC DEL CL B	P	2009-04-02	2015-01-05
BOEING CO COM	P	2008-07-31	2015-07-21
GOOGLE INC CL A	P	2012-06-07	2015-05-14
BANK NEWYORK MELLON CORP COM STK	P	2010-07-07	2015-03-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
4,582		4,029	553
7,507		3,277	4,230
6,562		3,243	3,319
4,227		7,305	-3,078
4,150		1,869	2,281
3,490		2,867	623
6,599		2,689	3,910
4,323		1,869	2,454
4,347		2,327	2,020
4,798		3,119	1,679

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			553
			4,230
			3,319
			-3,078
			2,281
			623
			3,910
			2,454
			2,020
			1,679

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

List and describe the kind(s) of property sold (e g , real estate, (a) 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	Date acquired (c) (mo , day, yr)	(d) Date sold (mo , day, yr)
BOEING CO COM	P	2009-04-02	2015-07-21
AMERICAN INTL GROUP INC COM	P	2012-10-23	2015-05-22
COCA COLA CO COM	P	2010-07-07	2015-03-12
BANK NEW YORK MELLON CORPCOM STK	P	2010-07-07	2015-07-29
BANK OF AMERICA CORP	P	2012-04-23	2015-07-29
COCA COLA CO COM	P	2008-10-08	2015-03-12
BERKSHIRE HATHAWAY INC DEL CL B NEW	P	2005-09-23	2015-07-29
BANK OF AMERICA CORP	P	2012-07-27	2015-07-29
COCA COLA CO COM	P	2005-12-11	2015-03-12
CVS CAREMARK CORP COM STK	P	2010-07-07	2015-07-29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,882		759	2,123
7,793		4,555	3,238
4,830		3,086	1,744
9,548		5,719	3,829
897		405	492
6,038		3,598	2,440
4,277		1,658	2,619
8,433		3,456	4,977
4,025		2,126	1,899
3,932		1,003	2,929

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			2,123
			3,238
			1,744
			3,829
			492
			2,440
			2,619
			4,977
			1,899
			2,929

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

(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation(If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
MARK E JOHNSON 951 S PINE STREET SPARTANBURG, SC 29302	CHAIRMAN 5 00	0	0	0
T DODD CALDWELL 951 S PINE STREET SPARTANBURG, SC 29302	VICE-CHAIRMA 2 00	0	0	0
SARAH R CALDWELL 951 S PINE STREET SPARTANBURG, SC 29302	SECRETARY 2 00	0	0	0
KATHY C JOHNSON 951 S PINE STREET SPARTANBURG, SC 29302	TREASURER 2 00	0	0	0
ROBERT E CALDWELL JR 951 S PINE STREET SPARTANBURG, SC 29302	DIRECTOR 2 00	0	0	0
ROBERT E CALDWELL SR 951 S PINE STREET SPARTANBURG, SC 29302	DIRECTOR 2 00	0	0	0
SYLVIA R CALDWELL 951 S PINE STREET SPARTANBURG, SC 29302	DIRECTOR 2 00	0	0	0
HUGH H BRANTLEY 951 S PINE STREET SPARTANBURG, SC 29302	DIRECTOR 2 00	0	0	0

TY 2015 Accounting Fees Schedule

Name: BRIDGEWATER FOUNDATION

EIN: 58-2421520

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
	1,100			1,100

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

TY 2015 Depreciation Schedule

Name: BRIDGEWATER FOUNDATION

EIN: 58-2421520

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
PHOTOGRAPHIC EQUIPMENT	2010-11-23	1,915	1,597	S/L	5 0000	318			
COMPUTER EQUIPMENT	2010-11-23	3,641	3,031	S/L	5 0000	610			
IPAD	2011-05-11	1,004	737	S/L	5 0000	200			
MAC AIR COMPUTER	2013-03-13	1,354	496	S/L	5 0000	271			
MAC COMPUTER	2014-01-13	2,595	519	S/L	5 0000	519			

TY 2015 Investments Corporate Bonds Schedule

Name: BRIDGEWATER FOUNDATION

EIN: 58-2421520

Name of Bond	End of Year Book Value	End of Year Fair Market Value
KOVITZ SECURITIES=CORPORATE BONDS	40,697	41,172

TY 2015 Investments Corporate Stock Schedule

Name: BRIDGEWATER FOUNDATION

EIN: 58-2421520

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KOVITZ SECURITIES COMMON STOCK	95,256	114,548

TY 2015 Investments Government Obligations Schedule

Name: BRIDGEWATER FOUNDATION

EIN: 58-2421520

**US Government Securities - End of
Year Book Value:**

**US Government Securities - End of
Year Fair Market Value:**

**State & Local Government
Securities - End of Year Book
Value:** 10,018

**State & Local Government
Securities - End of Year Fair
Market Value:** 10,445

TY 2015 Land, Etc.
Schedule

Name: BRIDGEWATER FOUNDATION
EIN: 58-2421520

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
	10,509	8,298	2,211	

TY 2015 Legal Fees Schedule

Name: BRIDGEWATER FOUNDATION

EIN: 58-2421520

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INDIRECT LEGAL FEES	300			

TY 2015 Other Expenses Schedule**Name:** BRIDGEWATER FOUNDATION**EIN:** 58-2421520

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
BANK SERVICE CHARGES	90			90
CONTRACT LABOR	9,375			9,375
MANAGEMENT INVESTMENT FEES	3,717	3,717		3,717
SUPPLIES	500			500
POSTAGE & DELIVERY	51			51
PUBLIC RELATIONS	3,715			3,715
MISCELLANEOUS EXP	1,640			1,640
DUES & SUBSCRIPTIONS	5,133			5,133
OFFICE SUPPLIES	638			638
MATERIALS AND SUPPLIES	507			507

TY 2015 Taxes Schedule

Name: BRIDGEWATER FOUNDATION

EIN: 58-2421520

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INCOME TAXES	1,658			

Additional Data

Software ID:
Software Version:
EIN: 58-2421520
Name: BRIDGEWATER FOUNDATION