Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No. 1545-0052
2012
Open to Public Inspection

ENVELOPE POSTMARK DATE NOV 0 4 2013

For calendar year 2012 or tax year beginning 07/01 **, 2012, and ending** 06/30, **20** 13

Name of foundation: TR R & CT GWATHMEY MEM U/W EGJ
BANK OF AMERICA, NA

A Employer identification number: 54-6191586

Number and street (or P.O. box number if mail is not delivered to street address): P O BOX 40200, FL9-100-10-19
Room/suite:

B Telephone number (see instructions): 877- 446-1410

City or town, state, and ZIP code: JACKSONVILLE, FL 32203-0200

C If exemption application is pending, check here ▶ ☐

G Check all that apply:
☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 14,084,461.

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

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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				
4	Dividends and interest from securities	283,430.	279,909.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,024,846.			
b	Gross sales price for all assets on line 6a 13,587,225.				
7	Capital gain net income (from Part IV, line 2)		1,024,846.		
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)	-179.	-179.		STMT 6
12	**Total.** Add lines 1 through 11	1,308,097.	1,304,576.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc.	96,410.	57,846.		38,564.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 7	1,750.	NONE	NONE	1,750.
c	Other professional fees (attach schedule) STMT 8	35,283.	4,002.		31,281.
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 9	30,998.	2,974.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 10	5,684.	34.		5,650.
24	**Total operating and administrative expenses.** Add lines 13 through 23	170,125.	64,856.	NONE	77,245.
25	Contributions, gifts, grants paid	616,450.			616,450.
26	**Total expenses and disbursements** Add lines 24 and 25	786,575.	64,856.	NONE	693,695.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	521,522.			
b	**Net investment income** (if negative, enter -0-)		1,239,720.		
c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	NONE		
	2 Savings and temporary cash investments	159,747.	223,279.	223,279.
	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 ▶	NONE		
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)	NONE		
	b Investments - corporate stock (attach schedule) STMT 11	11,409,338.	13,632,387.	13,861,182.
	c Investments - corporate bonds (attach schedule)	NONE		
	11 Investments - land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶	NONE		
	12 Investments - mortgage loans	NONE		
	13 Investments - other (attach schedule)	1,904,851.	NONE	NONE
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)	NONE		
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	13,473,936.	13,855,666.	14,084,461.
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)		NONE	
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	12,879,151.	12,879,151.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	594,785.	976,515.	
	30 Total net assets or fund balances (see instructions)	13,473,936.	13,855,666.	
	31 Total liabilities and net assets/fund balances (see instructions)	13,473,936.	13,855,666.	

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	13,473,936.
2	Enter amount from Part I, line 27a	2	521,522.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 12	3	3,064.
4	Add lines 1, 2, and 3	4	13,998,522.
5	Decreases not included in line 2 (itemize) ▶ CTF ADJUSTMENT	5	142,856.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,855,666.

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	PUBLICLY TRADED SECURITIES			
b	OTHER GAINS AND LOSSES			
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	12,448,235.		11,409,393.	1,038,842.
b	1,138,990.		1,152,986.	-13,996.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				1,038,842.
b				-13,996.
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	1,024,846.
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 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))
2011	701,862.	13,693,339.	0.051256
2010	651,968.	14,020,086.	0.046502
2009	606,377.	13,065,265.	0.046411
2008	627,857.	12,281,942.	0.051120
2007	815,680.	16,493,292.	0.049455

2	Total of line 1, column (d)	2	0.244744
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	0.048949
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	14,126,715.
5	Multiply line 4 by line 3	5	691,489.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	12,397.
7	Add lines 5 and 6	7	703,886.
8	Enter qualifying distributions from Part XII, line 4	8	693,695.

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	24,794.
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	24,794.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	24,794.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a — 26,500.		
b	Exempt foreign organizations - tax withheld at source — 6b — NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c — NONE		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments. Add lines 6a through 6d	7	26,500.
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	1,706.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1,706. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		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 ▶ $ ________ (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?	2		X
	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		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?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
	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	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) ▶ VA			
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 2012 or the taxable year beginning in 2012 (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 ▶ SEE STATEMENT 15 Telephone no. ▶

Located at ▶ ZIP+4 ▶

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ 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.)	2b		X
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 2012 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 2012.)*	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 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to:				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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**		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?		**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 STATEMENT 16		96,410.	-0-	-0-

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

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

Total number of other employees paid over $50,000 ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 NONE	
2	
All other program-related investments. See instructions. 3 NONE	
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	13,768,798.
b	Average of monthly cash balances	1b	573,045.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	14,341,843.
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	NONE
3	Subtract line 2 from line 1d	3	14,341,843.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	215,128.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,126,715.
6	**Minimum investment return.** Enter 5% of line 5	6	706,336.

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	706,336.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	24,794.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	24,794.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	681,542.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	681,542.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	681,542.

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	693,695.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	693,695.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	693,695.

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 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				681,542.
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only			NONE	
b	Total for prior years 20 10 ,20 ___ ,20 ___		NONE		
3	Excess distributions carryover, if any, to 2012:				
a	From 2007 ...... NONE				
b	From 2008 ...... 4,731.				
c	From 2009 ...... NONE				
d	From 2010 ...... NONE				
e	From 2011 ...... 41,443.				
f	**Total** of lines 3a through e	46,174.			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 693,695.				
a	Applied to 2011, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2012 distributable amount				681,542.
e	Remaining amount distributed out of corpus	12,153.			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5	58,327.			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	58,327.			
10	Analysis of line 9:				
a	Excess from 2008 ... 4,731.				
b	Excess from 2009 ... NONE				
c	Excess from 2010 ... NONE				
d	Excess from 2011 ... 41,443.				
e	Excess from 2012 ... 12,153.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the 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 of the person to whom applications should be addressed:

SEE STATEMENT 19

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 31				616,450.
Total . . . . ▶ **3a**				616,450.
b *Approved for future payment*				
NONE				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	283,430.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,024,846.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b EMERGING MARKETS S			1	-195.	
c INTERNATIONAL FOCU			1	16.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				1,308,097.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 1,308,097.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
	NOT APPLICABLE

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

[signature] | 10/17/2013 | SVP Tax

Signature of officer or trustee | Date | Title

BANK OF AMERICA, NA

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

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ASTON MONTAG & CALDWELL GROWTH FUND CL I	10,592.	10,592.
AT&T INC	929.	929.
ABBOTT LABORATORIES	273.	273.
ADVANCED AUTO PTS INC COM	7.	7.
ALLERGAN INCORPORATED	66.	66.
AMERICAN EXPRESS CO	130.	130.
AMERICAN TOWER CORP COM	133.	133.
AMERIPRISE FINANCIAL INC	93.	93.
APACHE CORPORATION	16.	16.
APPLE INC COM	192.	192.
ARM HLDGS PLC SPONSORED ADR	80.	80.
AVALONBAY CMNTYS INC COM	52.	52.
BANK NEW YORK MELLON CORP COM	238.	238.
BLACKROCK INC CL A	352.	352.
BOFA GOVERNMENT RESERVES TRUST CLASS	39.	39.
BOFA CASH RESERVES TRUST CLASS	31.	31.
BOSTON PROPERTIES INC COM	108.	108.
CVS CAREMARK CORP COM	518.	518.
CHEVRONTEXACO CORP COM	790.	790.
CITIGROUP INC NEW COM	9.	9.
COCA-COLA ENTERPRISES INC NEW COM	149.	149.
MTG ASSET BKD PORTFOLIO	41,632.	41,632.
CORPORATE BD PORTFOLIO	11,438.	11,438.
COLUMBIA DIVIDEND INCOME FUND CLASS Z SH	14,510.	14,510.
COMCAST CORP NEW CL A COM	83.	83.
COMCAST CORP - SPECIAL CL-A	362.	362.
AGGREGATE BOND CTF	17,794.	17,794.
CONOCOPHILLIPS COM	473.	473.
COSTCO WHSL CORP NEW COM	60.	60.
DANAHER CORPORATION	26.	26.
DEERE & COMPANY	71.	71.
DIAGEO SPONSORED ADR (UK-USD) SEDOL #213	615.	615.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DISNEY WALT CO	239.	239.
EOG RESOURCES INC	198.	198.
EATON CORPORATION	188.	188.
EMERGING MARKETS STOCK COMMON TRUST FUND	2,006.	2,006.
EXXON MOBIL CORPORATION	845.	845.
FASTENAL CO COM	141.	141.
FEDERAL HOME LN MTG CORP NT	1,162.	1,162.
FEDERAL HOME LN MTG CORP NT	830.	830.
FEDEX CORP	13.	13.
FIDELITY NATL INFORMATION SVCS INC COM	23.	23.
FIFTH THIRD BANCORP COM	65.	65.
FRANKLIN RES INC COM	926.	926.
FREEPORT-MCMORAN COPPER & GOLD INC COM	132.	132.
GENERAL DYNAMICS CORP	59.	59.
GENERAL ELEC CO	407.	407.
GENERAL MILLS INC	691.	691.
GOLDMAN SACHS GROUP INC	498.	498.
HEWLETT PACKARD CO COM	77.	77.
HONEYWELL INTERNATIONAL INC	455.	455.
HUMANA INC	43.	43.
INTEL CORPORATION	133.	133.
INTERNATIONAL BUSINESS MACHS	361.	361.
ISHARES RUSSELL MIDCAP VALUE INDEX FUND	12,354.	12,354.
ISHARES RUSSELL 2000 VALUE INDEX FUND	1,788.	1,788.
ISHARES RUSSELL 2000 GROWTH INDEX FUND	707.	707.
J P MORGAN CHASE & CO COM	1,438.	1,438.
JOHNSON & JOHNSON	1,243.	1,243.
JOHNSON CONTROLS INCORPORATED	277.	277.
KRAFT FOODS INC CL A COM	156.	156.
LAS VEGAS SANDS CORP	3,091.	3,091.
ESTEE LAUDER COMPANIES CL A	376.	376.
LOCKHEED MARTIN CORPORATION	2,143.	2,143.
LORILLARD INC COM	1,232.	1,232.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MACYS INC COM	103.	103.
MCDONALDS CORP	107.	107.
MCKESSON HBOC INC	199.	199.
MERCK & CO INC NEW COM	655.	655.
METLIFE INC	647.	647.
MOODYS CORP COM	149.	149.
NATIONAL GRID PLC SPONSORED ADR NEW	837.	837.
NATIONAL OILWELL VARCO INC COM	51.	51.
NESTLE S A SPONSORED ADR	476.	476.
NORTHROP CORPORATION	271.	271.
NOVO-NORDISK A S ADR	273.	273.
OCCIDENTAL PETROLEUM CORPORATION	590.	590.
OCEANEERING INTL INC COM	92.	92.
ORACLE SYS CORP	246.	246.
PG&E CORP COM	132.	132.
PIMCO HIGH YIELD FUND	22,413.	22,413.
PNC BK CORP	410.	410.
PPG INDUSTRIES INC	448.	448.
PFIZER INC	1,423.	1,423.
PHILIP MORRIS INTL INC COM	1,641.	1,641.
PHILLIPS 66 COM	96.	96.
PIMCO COMMODITY REALRETURN STRATEGY FUND	26,201.	26,201.
PRAXAIR INCORPORATED	139.	139.
PRECISION CASTPARTS CORPORATION	25.	25.
PRUDENTIAL FINL INC COM	461.	461.
PRUDENTIAL JENNISON MID-CAP GROWTH FUND	2,878.	2,878.
QUALCOMM INC	737.	737.
REGION FINL CORP NEW	24.	24.
ST JUDE MEDICAL INCORPORATED	326.	326.
SCHLUMBERGER LIMITED	32.	32.
SCHWAB CHARLES CORP NEW COM	61.	61.
SEMPRA ENERGY	209.	209.
SILVER WHEATON CORP COM	168.	168.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
STANLEY BLACK & DECKER INC COM	369.	369.
STARBUCKS CORP COM	122.	122.
STATE STREET CORP	104.	104.
TARGET CORP	539.	539.
THERMO ELECTRON CORP	131.	131.
3M CO COM	450.	450.
TRAVELERS COS INC COM	568.	568.
US BANCORP DEL COM NEW	94.	94.
UNION PAC CORP COM	170.	170.
UNITED PARCEL SERVICE CL B	493.	493.
UNITED STATES TREAS BD DTD 08/16/10 3.87	777.	777.
UNITED STATES TREAS BD DTD 08/15/11 3.75	560.	560.
UNITED STATES TREAS NTS DTD 08/15/05	4,645.	4,645.
UNITED STATES TREAS NT DTD 08/15/11 2.12	793.	793.
UNITED STATES TREAS NT DTD 09/30/11 1.37	947.	947.
UNITED STATES TREAS NTS DTD 02/15/12 2.0	287.	287.
UNITED TECHNOLOGIES CORP	592.	592.
VANGUARD FTSE DEVELOPED MARKETS ETF	9,619.	9,619.
VANGUARD FTSE EMERGING MKTS ETF	28,592.	28,592.
VANGUARD REIT ETF	23,685.	20,164.
VIACOM INC CL B COM	233.	233.
VICTORY SMALL CO OPPTY FUND CL I SHS	4,741.	4,741.
VISA INC CL A COM	309.	309.
VODAFONE GROUP PLC NEW SP ADR	969.	969.
WELLS FARGO COMPANY	314.	314.
WESTERN UNION CO COM	301.	301.
YUM BRANDS INC COM	709.	709.
INTERNATIONAL FOCUSED EQUITY COMMON TRUS	1,803.	1,803.
ACCENTURE PLC CL A COM	859.	859.
COVIDIEN PLC COM	67.	67.
DELPHI AUTOMOTIVE PLC COM	133.	133.
ACE LTD COM	592.	592.
TYCO INTL LTD NEW F COM	185.	185.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TOTAL	283,430.	279,909.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EMERGING MARKETS STOCK COMMON TRUST FUND	-195.	-195.
INTERNATIONAL FOCUSED EQUITY COMMON TRUS	16.	16.
TOTALS	-179.	-179.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,750.			1,750.
TOTALS	1,750.	NONE	NONE	1,750.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
GRANTMAKING FEES - BOA	31,281.		31,281.
INVESTMENT ADVISORY FEES	4,002.	4,002.	
TOTALS	35,283.	4,002.	31,281.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	704.	704.
EXCISE TAX - PRIOR YEAR	1,524.	
EXCISE TAX ESTIMATES	26,500.	
FOREIGN TAXES ON QUALIFIED FOR	1,366.	1,366.
FOREIGN TAXES ON NONQUALIFIED	904.	904.
TOTALS	30,998.	2,974.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	2,825.		2,825.
OTHER CHARITABLE EXPENSES	2,825.		2,825.
OTHER INVESTMENT FEE	34.	34.	
TOTALS	5,684.	34.	5,650.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE ATTACHED		13,632,387.	13,861,182.
	TOTALS	13,632,387.	13,861,182.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
JUNE 2012 SALES SETTLED IN JULY 2012	3,057.
ROUNDING ADJUSTMENT	7.
TOTAL	3,064.

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
OTHER GAINS AND LOSSES					
17647.371 AGGREGATE BOND CTF	09/30/2012	03/22/2013	300,000.00	303,557.00	-3,557.00
47690.015 AGGREGATE BOND CTF	09/30/2012	06/07/2013	800,000.00	821,709.00	-21,709.00
2858.968 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND	09/30/2012	03/22/2013	30,000.00	27,720.00	2,280.00
TOTAL OTHER GAINS AND LOSSES			1,130,000.00	1,152,986.00	-22,986.00
Totals			1,130,000.00	1,152,986.00	-22,986.00

JSA
2F0971 1 000

GAINS AND LOSSES FROM PASS-THRU ENTITIES

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	3,005.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		3,005.00

NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	5,985.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		5,985.00

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
==

NAME: BANK OF AMERICA NA

ADDRESS: P.O. BOX 40200, FL9-100-10-19
JACKSONVILLE, FL 32203

TELEPHONE NUMBER: (877)446-1410

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
BANK OF AMERICA, NA
ADDRESS:
1111 E MAIN STREET
RICHMOND, VA 23219
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1
COMPENSATION .... 96,410.

OFFICER NAME:
DR. RICHARD B BRANDT
ADDRESS:
3309 GLOUCESTER RD
RICHMOND, VA 23227
TITLE:
CONSULTANT
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20

OFFICER NAME:
VA ACADEMY OF SCIENCE-COMM MEMBER
ADDRESS:
1111 E MAIN ST (VA2-300-12-92)
RICHMOND, VA 23219
TITLE:
ALLOC COMMITTEE

OFFICER NAME:
MEDICAL SOCIETY OF VA-COMM MEMBER
ADDRESS:
1111 E MAIN ST (VA2-300-12-92)
RICHMOND, VA 23219
TITLE:
ALLOC COMMITTEE

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
BANK OF AMERICA, TR; DAVID YARTER
ADDRESS:
1111 E MAIN ST (VA2-300-12-92)
RICHMOND, VA 23219
TITLE:
ALLOC COMMITTEE

OFFICER NAME:
SARAH KAY
ADDRESS:
1111 E MAIN ST (VA2-300-12-92)
RICHMOND, VA 23219
TITLE:
SECRETARY

OFFICER NAME:
BAR ASSN RICHMOND-COMM MEMBER
ADDRESS:
1111 E MAIN ST (VA2-300-12-92)
RICHMOND, VA 23219
TITLE:
ALLOC COMMITTEE

OFFICER NAME:
VA CHAMBER OF COMMERCE-COMM MEMBER
ADDRESS:
1111 E MAIN ST (VA2-300-12-92)
RICHMOND, VA 23219
TITLE:
ALLOC COMMITTEE

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
LINDA C BARRETT
ADDRESS:
4308 W GRACE ST
RICHMOND, VA 23230
TITLE:
CONSULTANT ASSISTANT

TOTAL COMPENSATION: 96,410.

RECIPIENT NAME:
RICHARD B BRANDT PHD C/O BANK OF AMERICA
ADDRESS:
P.O. BOX 26688
RICHMOND, VA 23261-6688
RECIPIENT'S PHONE NUMBER: 804-788-3698
FORM, INFORMATION AND MATERIALS:
SEE ATTACHMENT
SUBMISSION DEADLINES:
SEE ATTACHMENT
RESTRICTIONS OR LIMITATIONS ON AWARDS:
SEE ATTACHMENT

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

==

RECIPIENT NAME:
CARITAS
ADDRESS:
P.O. BOX 25790
RICHMOND, VA 23260
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
VALENTINE RICHMOND
HISTORY CENTER
ADDRESS:
1015 EAST CLAY STREET
RICHMOND, VA 23219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
BOYS & GIRLS CLUB
ADDRESS:
1275 PEACHTREE STREET NE
ATLANTA, GA 30309-3506
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

==

RECIPIENT NAME:
PHOEBE NEEDLES CENTER
ADDRESS:
732 TURNERS CREEK ROAD
CALLAWAY, VA 24067
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 34,500.

RECIPIENT NAME:
VIRGINIA SUPPORTIVE HOUSING
ADDRESS:
P.O. BOX 12123
RICHMOND, VA 23241
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
NORTHSTAR ACADEMY
ADDRESS:
8055 SHRADER ROAD
RICHMOND, VA 23294
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
PETER PAUL DEVELOPMENT CENTER
ADDRESS:
1719 NORTH 22ND STREET
RICHMOND, VA 23223
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
FOUNDATION FOR THE FLORA OF
VIRGINIA
ADDRESS:
P.O. BOX 512
RICHMOND, VA 23218-0512
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
UNIV OF MARY WASHINGTON
ADDRESS:
224 WASHINGTON STREET
FREDERICKSBURG, VA 22405
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
ELIJAH HOUSE ACADEMY
ADDRESS:
6255 WARWICK ROAD
RICHMOND, VA 23224
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 24,000.

RECIPIENT NAME:
MAYMOUNT FOUNDATION
ADDRESS:
1700 HAMPTON ST
RICHMOND, VA 23220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CHILDREN'S MUSEUM OF
RICHMOND
ADDRESS:
2626 WEST BROAD ST
RICHMOND, VA 23220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 39,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
CHILDSAVERS
ADDRESS:
200 NORTH 22ND ST
RICHMOND, VA 23223
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
JEWISH FAMILY SERVICES
ADDRESS:
6718 PATTERSON AVE
RICHMOND, VA 23226
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
NATIONAL D-DAY MEMORIAL
FOUNDATION
ADDRESS:
P.O. BOX 77
BEDFORD, VA 24523
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 22,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SOCIETY OF ST. ANDREW
ADDRESS:
3383 SWEET HOLLOW RD
BIG ISLAND, VA 24526
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CROSSOVER MINISTRY
ADDRESS:
8600 QUIOCCASIN RD. SUITE 102
RICHMOND, VA 23229
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
YOUTH LIFE FOUNDATION
OF RICHMOND
ADDRESS:
4206 CHAMBERLAYNE AVE.
RICHMOND, VA 23227
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
VIRGINIA FOUNDATION
ADDRESS:
145 EDNAM DRIVE
CHARLOTTESVILLE, VA 22903
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
CHINCOTEAGUE ISLAND ARTS
ADDRESS:
4074 MAIN STREET
CHINCOTEAGUE ISLAND, VA 23336
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
GARTH NEWEL MUSIC CENTER
ADDRESS:
403 GARTH NEWEL LN
HOT SPRINGS, VA 24445
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
PROTESTANT EPISCOPAL THEOLOGICAL
ADDRESS:
3737 SEMINARY ROAD
ALEXANDRIA, VA 22304-5201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
CHILDREN'S ADVOCACY CENTERS
ADDRESS:
210 PRATT AVENUE
HUNTSVILLE, AL 35801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
OFFENDER AID AND RESTORATION
ADDRESS:
1400 N. UHLE ST.
ARLINGTON, VA 22201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
EASTERN MENNONITE UNIVERSITY
ADDRESS:
1200 PARK RD
HARRISON BURG, VA 22802
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
PARTNERSHIP FOR THE FUTURE
ADDRESS:
4600 COX ROAD
GLEN ALLEN, VA 23060
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
SEVEN HILLS SCHOOL
ADDRESS:
975 N SAN CARLOS DR
WALNUT CREEK, CA 94598
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 7,200.

RECIPIENT NAME:
AUGUSTA HEALTH - HOSPICE
ADDRESS:
64 SPORTS MEDICINE DR
FISHERVILLE, VA 22939
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
A GRACE PLACE ADULT CARE CENTER
ADDRESS:
8030 STAPLES MILL RD
RICHMOND, VA 23228
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
ST. FRANCIS HOME OF RICHMOND
ADDRESS:
65 W W CLOPTON ST
RICHMOND, VA 23225
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 6,000.

RECIPIENT NAME:
THE HIGHLAND CENTER
ADDRESS:
61 HIGHLAND CENTER DR.
MONTEREY, VA 24465
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
PARAMOUNT THEATER
ADDRESS:
23 EAST GALENA BLVD
AURORA, IL 60506
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
VIRGINIA REPERTORY THEATRE
ADDRESS:
114 W BROAD ST.
RICHMOND, VA 23220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 30,000.

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
FRIENDS OF MATHEWS MEML LIBRARY
ADDRESS:
MAIN STREET
MATHEWS, VA 23109
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
KIDS HAVEN
ADDRESS:
325 12TH STREET
LYNCHBURG, VA 24504
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 8,750.

RECIPIENT NAME:
BOYS & GIRLS CLUB GTR LYNCHBURG
ADDRESS:
1101 MADISON STREET
LYNCHBURG, VA 24504
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID .... 17,500.

TOTAL GRANTS PAID: 616,450.

FEDERAL FOOTNOTES

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A., AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

TR R & CT GWATHMEY MEM U/W EGJ
54-6191586
Balance Sheet
06/28/2013

Bank of America

Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	223278.610	223,278.61	223,278.61
00078H281	ASTON MONTAG & CALDWELL	33164.394	840,000.00	878,856.44
00206R102	AT&T INC	370.000	10,546.63	13,098.00
002824100	ABBOTT LABS	322.000	10,983.49	11,231.36
018490102	ALLERGAN INC	276.000	22,815.65	23,250.24
023135106	AMAZON COM INC	139.000	28,521.45	38,598.91
03027X100	AMERICAN TOWER CORP	510.000	39,261.43	37,316.70
042068106	ARM HLDGS PLC	626.000	26,259.76	22,679.98
09061G101	BIOMARIN PHARMACEUTICAL INC	344.000	21,997.76	19,174.56
126650100	CVS CAREMARK CORP	558.000	24,495.10	31,906.44
151020104	CELGENE CORP	147.000	17,272.98	17,196.06
156782104	CERNER CORP	329.000	30,616.30	31,613.61
166764100	CHEVRON CORP	159.000	12,238 96	18,816.06
19122T109	COCA-COLA ENTERPRISES INC	255.000	7,962.86	8,965.80
19765N245	COLUMBIA DIVIDEND INCOME FUND	53445.182	780,000.00	898,413.51
20030N200	COMCAST CORP	492.000	16,578.88	19,517.64
202671913	AGGREGATE BOND CTF	125212.392	2,150,397.02	2,064,877.56
207543877	SMALL CAP GROWTH LEADERS CTF	25888.706	465,360.94	455,625.69
22160K105	COSTCO WHSL CORP NEW	194.000	20,677.51	21,450.58
235851102	DANAHER CORP DEL	240.000	12,885.34	15,192.00
25243Q205	DIAGEO PLC	94.000	10,024.83	10,805.30
254687106	DISNEY WALT CO	187.000	9,325.09	11,809.05
29099J109	EMERGING MARKETS STOCK	12500.822	577,674.82	544,588.31
29444U502	EQUINIX INC	150.000	31,976.34	27,708.00
30231G102	EXXON MOBIL CORP	314.000	26,839.26	28,369.90
302993993	MID CAP VALUE CTF	26214.460	609,979.34	589,647.09
303995997	SMALL CAP VALUE CTF	22428.986	466,954.16	455,386.92
311900104	FASTENAL CO	607 000	29,919.36	27,794.53
31620M106	FIDELITY NATL INFORMATION SVCS	103.000	4,477.61	4,412.52
323991307	MID CAP GROWTH CTF	28188.539	611,095 46	589,182.75
354613101	FRANKLIN RES INC	76.000	11,307.14	10,337.52
370334104	GENERAL MLS INC	483.000	18,703 93	23,439.99
38141G104	GOLDMAN SACHS GROUP INC	175 000	17,383 77	26,468.75
38259P508	GOOGLE INC	45.000	28,340.87	39,616.65

TR R & CT GWATHMEY MEM U/W EGJ
54-6191586
Balance Sheet
06/28/2013

Bank of America

Cusip	Asset	Units	Basis	Market Value
438516106	HONEYWELL INTL INC	214.000	12,045.17	16,978.76
459200101	INTERNATIONAL BUSINESS MACHS	96.000	11,512.16	18,346.56
46120E602	INTUITIVE SURGICAL INC	36.000	17,734.90	18,220.75
46625H100	J P MORGAN CHASE & CO	814.000	28,593.79	42,971.06
478160104	JOHNSON & JOHNSON	439.000	29,019.99	37,692.54
478366107	JOHNSON CTLS INC	292.000	7,210.67	10,450.68
53578A108	LINKEDIN CORP	166.000	19,230.62	29,597.80
539830109	LOCKHEED MARTIN CORP	344.000	30,708.00	37,310.24
544147101	LORILLARD INC	468.000	19,457.85	20,442.24
580135101	MCDONALDS CORP	67.000	6,062.72	6,633.00
582839106	MEAD JOHNSON NUTRITION CO	301.000	23,285.87	23,848.23
59156R108	METLIFE INC	516.000	17,174.49	23,612.16
615369105	MOODYS CORP	171.000	7,595.00	10,419.03
637071101	NATIONAL OILWELL VARCO INC	197.000	13,945.61	13,573.30
641069406	NESTLE S A	220.000	13,285.75	14,404.72
674599105	OCCIDENTAL PETE CORP DEL	166.000	5,832.26	14,812.18
675232102	OCEANEERING INTL INC	417.000	27,746.72	30,107 40
68389X105	ORACLE CORP	464.000	13,168.32	14,249.44
693390841	PIMCO HIGH YIELD FD	29982.679	278,539.09	282,436.84
693475105	PNC FINL SVCS GROUP INC	96.000	4,784.23	7,000.32
693506107	PPG INDS INC	176.000	20,735.92	25,768.16
717081103	PFIZER INC	1362.000	26,679.30	38,149.62
718172109	PHILIP MORRIS INTL INC	390.000	34,136 72	33,781 80
722005667	PIMCO COMMODITY REALRETURN	187804 260	1,239,693.43	1,038,557.56
74005P104	PRAXAIR INC	231.000	25,721.43	26,601.96
740189105	PRECISION CASTPARTS CORP	153.000	20,147.32	34,579 53
741503403	PRICELINE COM INC	36 000	7,896 02	29,760.12
744320102	PRUDENTIAL FINL INC	183 000	10,009.23	13,364.49
747525103	QUALCOMM INC	728.000	43,197.68	44,473.52
790849103	ST JUDE MED INC	322.000	12,156.92	14,692.86
79466L302	SALESFORCE COM INC	902 000	29,283 76	34,438.36
806857108	SCHLUMBERGER LTD	369 000	27,720 42	26,442.54
808513105	SCHWAB CHARLES CORP NEW	1010 000	17,697.22	21,442 30
828336107	SILVER WHEATON CORP	699.000	21,433.13	13,749 33

TR R & CT GWATHMEY MEM U/W EGJ
54-6191586
Balance Sheet
6/28/2013

Bank of America

Cusip	Asset	Units	Basis	Market Value
848637104	SPLUNK INC	350.000	15,169.45	16,226.00
854502101	STANLEY BLACK & DECKER INC	108.000	7,329.27	8,348.40
855244109	STARBUCKS CORP	592.000	33,751.43	38,781.92
857477103	STATE STR CORP	230.000	13,729.35	14,998.30
87612E106	TARGET CORP	252.000	13,401.05	17,352.72
883556102	THERMO FISHER SCIENTIFIC CORP	220.000	10,942.71	18,618.60
88579Y101	3M CO	137.000	12,562.75	14,980.95
886547108	TIFFANY & CO NEW	260.000	19,130.49	18,938.40
89417E109	TRAVELERS COS INC	218.000	13,686.10	17,422.56
8EQO29993	EXCELSIOR MULTI-STRATEGY HEDGE	1083.957	1,744,037.48	1,892,898.93
911312106	UNITED PARCEL SVC INC	195.000	15,175.73	16,863.60
913017109	UNITED TECHNOLOGIES CORP	212.000	8,137.41	19,703.28
921943858	VANGUARD FTSE DEVELOPED	11315.000	389,743.05	402,814.00
922042858	VANGUARD FTSE EMERGING MKTS	14575.000	601,388.80	565,437.13
922908553	VANGUARD REIT	12255.000	823,094.86	842,163.60
92345Y106	VERISK ANALYTICS INC	432.000	26,547.31	25,790.40
92553P201	VIACOM INC	194.000	8,986.51	13,197.82
92826C839	VISA INC	195.000	18,307.17	35,636.25
928563402	VMWARE INC	259.000	19,993.17	17,350.41
92857W209	VODAFONE GROUP PLC	401.000	11,162.90	11,526.75
949746101	WELLS FARGO & CO	721.000	25,293.08	29,755.67
99Z466197	INTERNATIONAL FOCUSED EQUITY	61903 908	596,968.92	628,021.34
G1151C101	ACCENTURE PLC	342.000	20,674.72	24,610.32
G27823106	DELPHI AUTOMOTIVE PLC	288.000	8,124.40	14,598.72
H0023R105	ACE LTD	613.000	46,680.43	54,851.24
H89128104	TYCO INTL LTD	426 000	12,052.28	14,036.70
		Totals:	13,855,665.18	14,084,460.42

54-6191586
990-PF
PART XV ATTACHMENT

General Policy Guidelines

Grants are made to institutions and organizations which qualify under IRS regulations as tax exempt and operated exclusively for charitable, scientific, literary, or educational purposes, so long as attempts to influence legislation or to support candidates for public office do not form part of their activities Grants are not made to private foundations or private operating foundations as defined by the IRS

Although the Allocations Committee has not established inflexible limitations upon the purposes for which it will award grants, in general, requests for endowment funds will be subordinate to grants for other purposes. Requests for general operating expenses are seldom awarded Preference is given to specific, well-defined projects and programs whose results can be evaluated Contributions are not made to periodic campaigns for funds by national or community organizations Grants are not made to individuals Normally, grants are made only to organizations in the Commonwealth of Virginia

Grants may be made for periods of up to three years Requests for support from an organization which has received a grant from the Trust will be considered no sooner than three years from the date of the first payment of the previous grant

All applicants must submit the information listed below to the Trust's Advisor as part of any proposal, or separately in advance of any proposal (1) a description of the organization, its history and purpose, (2) evidence of the organization's tax-exempt and private foundation status, (3) financial statements for the current and two previous years showing the major sources of organizational support and endowment, if any, and (4) names and affiliations of the organization's trustees, directors, advisors and principal staff

Proposal Guidelines

Although the Trust does not require proposals to follow a specific format, in general, each organization applying for a grant is expected to submit a written proposal that includes, when applicable, the information listed below

- A concise description of the project or activity proposed, including the specific purposes for which the grant is requested, the benefits to be provided, and the needs to be met
- A detailed financial plan that includes the total costs, the specific amount requested, the amount raised to date, plans for procuring the remainder, other funding sources, and provision for contingencies and on-going support
- Plans for evaluation of the project's results and for sustaining the project after grant funds expire
- A brief biographical background of the person who will conduct or supervise the proposed program
- A covering letter from an official of the organization stating that the organization has formally approved the proposed program

Review of Applications

Applications will be received at any time They will be reviewed initially by the Advisor to the Trust and will be evaluated by the Trust's Allocations Committee at meetings held in the spring and fall of each year, generally in May and November The deadline for receipt of proposals for the spring meeting is March 1, for the fall meeting, September 1. Applicants will be notified only in writing of the decision of the Committee after the meeting at which their proposal has been considered It is important for applicants to understand that it is only the Committee as a group that makes each decision, and that the volume of applications and the subjective considerations involved preclude the Trust from critiquing unsuccessful applications, and inquiries of this nature are discouraged

Applicants should be aware that almost every application the Trust receives is meritorious and that, because of the number of such requests, the Committee must pick and choose and many worthy requests must be declined In some cases requests may be declined because of timing, and applicants should not be discouraged from future requests In any event, applicants should understand that rejection of a proposal is not a rejection of the proposer

Payment and Accountability

For approved applications, funds will be forwarded to the recipient organization as stated in the award letter A report of the use of the funds and the status of the project must be made no later than one year after the payment of a grant For multi-year grants, installment payments will be made after receipt of an annual report on the progress of the program and a statement of funds expended or committed

Proposals and correspondence concerning grants should be addressed to.

Richard B Brandt, Ph D, Advisor
Private Bank
Bank of America
P O Box 26688
Richmond, VA 23261-6688
Telephone (804)788-3698 FAX (804)788-2700