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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

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

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

OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

07/01, 2013, and ending

06/30, 2014

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

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

A Employer identification number

54-6191586

B Telephone number (see instructions)

877-446-1410**P O BOX 40200, FL9-100-10-19**

City or town, state or province, country, and ZIP or foreign postal code

JACKSONVILLE, FL 32203-0200

G Check all that apply:

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ 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

I Fair market value of all assets at

end of year (from Part II, col. (c), line

16) ▶ \$ **15,450,467.**J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

C If exemption application is
pending, check here ☐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 ☐**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 <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	302,481.	298,559.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	399,116.			
	b	Gross sales price for all assets on line 6a 10,379,912.				
	7	Capital gain net income (from Part IV, line 2)		399,116.		
	8	Net short-term capital gain				
Operating and Administrative Expenses	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)		38.		STMT 2
	12	Total. Add lines 1 through 11	701,597.	697,713.		
	13	Compensation of officers, directors, trustees, etc.	113,329.	67,998.		45,332.
	14	Other employee salaries and wages		NONE	NONE	
	15	Pension plans, employee benefits		NONE	NONE	
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 3	1,750.	NONE	NONE	1,750.
	c	Other professional fees (attach schedule) STMT 4	42,141.	6,042.		36,099.
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	16,785.	6,485.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings		NONE	NONE	
	22	Printing and publications		NONE	NONE	
	23	Other expenses (attach schedule) STMT 6	5,697.	1,269.		5,650.
	24	Total operating and administrative expenses. Add lines 13 through 23	179,702.	81,794.	NONE	88,831.
	25	Contributions, gifts, grants paid	575,000.			575,000.
	26	Total expenses and disbursements. Add lines 24 and 25	754,702.	81,794.	NONE	663,831.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-53,105.			
	b	Net investment income (if negative, enter -0-)		615,919.		
	c	Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	223,279.	155,779.	155,779.
	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),			
	b	Investments - corporate stock (attach schedule)	13,632,387.	13,724,989.	15,294,688.
	c	Investments - corporate bonds (attach schedule),			
	Liabilities	11	Investments - land, buildings, and equipment basis		
		Less: accumulated depreciation (attach schedule) ▶			
12		Investments - mortgage loans			
13		Investments - other (attach schedule)	NONE		
14		Land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule) ▶			
15		Other assets (describe ▶)			
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	13,855,666.	13,880,768.	15,450,467.
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 ▶ <input type="checkbox"/> 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, . . . ▶ <input checked="" type="checkbox"/> 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	976,515.	1,001,617.	
30	Total net assets or fund balances (see instructions)	13,855,666.	13,880,768.		
31	Total liabilities and net assets/fund balances (see instructions)	13,855,666.	13,880,768.		

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	13,855,666.
2	Enter amount from Part I, line 27a.	2	-53,105.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	88,477.
4	Add lines 1, 2, and 3	4	13,891,038.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	10,270.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,880,768.

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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 6,940,380.		6,739,904.	200,476.		
b 3,439,532.		3,240,892.	198,640.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h)))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			200,476.		
b			198,640.		
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	399,116.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	693,695.	14,126,715.	0.049105
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
2 Total of line 1, column (d)			2 0.244394
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 0.048879
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 14,827,770.
5 Multiply line 4 by line 3			5 724,767.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 6,159.
7 Add lines 5 and 6			7 730,926.
8 Enter qualifying distributions from Part XII, line 4			8 663,831.

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 <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		1	12,318.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> 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	12,318.
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	12,318.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	12,006.	
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	12,006.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> 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	312.	
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 2014 estimated tax <input type="checkbox"/> NONE Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		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? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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	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.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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		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 13 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		
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			X

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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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 ▶ <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b	X

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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)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ 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? ☐ Yes ☒ No**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 14		113,329.		

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (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	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14,619,864.
b	Average of monthly cash balances	1b	433,710.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	15,053,574.
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	15,053,574.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	225,804.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	14,827,770.
6	Minimum investment return. Enter 5% of line 5	6	741,389.

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	741,389.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	12,318.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	12,318.
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	729,071.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	729,071.
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	729,071.

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	663,831.
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	663,831.
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	663,831.

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 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				729,071.
2 Undistributed income, if any, as of the end of 2013:				
a Enter amount for 2012 only			NONE	
b Total for prior years: 20 <u>11</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	4,731.			
b From 2009	NONE			
c From 2010	NONE			
d From 2011	41,443.			
e From 2012	12,153.			
f Total of lines 3a through e	58,327.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$ <u>663,831.</u>				
a Applied to 2012, 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 2013 distributable amount				663,831.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	58,327.			58,327.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
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 2012. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				6,913.
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 2008 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2009	NONE			
b Excess from 2010	NONE			
c Excess from 2011	NONE			
d Excess from 2012	NONE			
e Excess from 2013	NONE			

NOT APPLICABLE

4942(i)(3) or	4942(j)(5)
---------------	------------

4942(i)(3) or	4942(j)(5)
---------------	------------

28 -

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a Paid during the year SEE STATEMENT 27				575,000.
Total			3a	575,000.
b Approved for future payment NONE				
Total			3b	

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations)

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.)

JSA

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

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	3,071.	3,071.
FOREIGN DIVIDENDS	46,695.	46,695.
NONDIVIDEND DISTRIBUTIONS	6,560.	
DOMESTIC DIVIDENDS	107,641.	107,641.
OTHER INTEREST	42,375.	42,375.
FOREIGN INTEREST	1,582.	1,582.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	3,885.	3,885.
NON-TAXABLE FOREIGN INCOME	-2,638.	
US GOVERNMENT INTEREST REPORTED AS QUALI	2,195.	2,195.
NONQUALIFIED FOREIGN DIVIDENDS	11,956.	11,956.
NONQUALIFIED DOMESTIC DIVIDENDS	79,159.	79,159.
	-----	-----
TOTAL	302,481.	298,559.
	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP INCOME		38.
	-----	-----
TOTALS	=====	=====
		38.
		=====

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	36,099.		36,099.
INVESTMENT ADVISORY FEES	6,042.	6,042.	
	-----	-----	-----
TOTALS	42,141.	6,042.	36,099.
	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	4,919.	4,919.
EXCISE TAX ESTIMATES	10,300.	
FOREIGN TAXES ON QUALIFIED FOR	1,034.	1,034.
FOREIGN TAXES ON NONQUALIFIED	532.	532.
	-----	-----
TOTALS	16,785.	6,485.
	=====	=====

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	47.	47.	
PARTNERSHIP EXPENSES		1,222.	
TOTALS	----- 5,697. =====	----- 1,269. =====	----- 5,650. =====

TR R & CT GWATHMEY MEM U/W EGJ

54-6191586

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

SEE SCHEDULE ATTACHED

13,724,989.

13,724,989.
=====

15,294,688.

15,294,688.
=====

TOTALS

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT
-----PARTNERSHIP ADJUSTMENT
CTF ADJUSTMENT

11,106.

77,371.

TOTAL

88,477.
=====

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

DESCRIPTION -----	AMOUNT -----
COST BASIS ADJUSTMENT	9,689.
BASIS ADJUSTMENT ON SALES	581.

TOTAL	10,270.
	=====

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
OTHER GAINS AND LOSSES					
28693.625 AGGREGATE BOND CTF	09/30/2012	08/09/2013	475,000.00	490,733.00	-15,733.00
10390.528 SMALL CAP GROWTH LEADERS CTF	06/07/2013	08/09/2013	200,000.00	187,329.00	12,671.00
748.53 SMALL CAP GROWTH LEADERS CTF	06/07/2013	09/30/2013	15,000.00	13,558.00	1,442.00
8091.22 MID CAP VALUE CTF	06/07/2013	08/09/2013	195,000.00	190,464.00	4,536.00
9117.225 SMALL CAP VALUE CTF	06/07/2013	08/09/2013	200,000.00	193,091.00	6,909.00
8902.709 MID CAP GROWTH CTF	06/07/2013	08/09/2013	205,000.00	196,171.00	8,829.00
635.567 MID CAP GROWTH CTF	06/07/2013	09/30/2013	15,000.00	14,191.00	809.00
15.25 EXCELSIOR MULTI-STRATEGY HEDGE FUND OF FUNDS LLC	12/27/2012	08/05/2013	26,406.00	24,977.00	1,429.00
TOTAL OTHER GAINS AND LOSSES			1,331,406.00	1,310,514.00	20,892.00
Totals			1,331,406.00	1,310,514.00	20,892.00

JSA
3F0970 1 000

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	-19,792.00	-----
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		----- -19,792.00 =====

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

COMMON TRUST FUNDS	59,133.00	
PARTNERSHIPS, TRUSTS, S CORPORATIONS	-11,106.00	-----
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		----- 48,027.00 =====

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 113,329.

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:

113,329.

=====

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

=====

RECIPIENT NAME:

VIRGINIA HISTORICAL SOCIETY

ADDRESS:

P.O. BOX 7311

RICHMOND, VA 23221

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:

SCIENCE MUSEUM OF VA FDN

ADDRESS:

P.O. BOX 11624

RICHMOND, VA 23230

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 80,000.

RECIPIENT NAME:

CHILDREN'S ADVOCACY CENTER OF THE
ROANOKE VALLEY, INC.

ADDRESS:

541 LUCK AVE., SUITE 308

ROANOAKE, VA 24016

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
J. SARGEANT REYNOLDS COMMUNITY
ADDRESS:
P.O. BOX 26924
RICHMOND, VA 23261
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
JAMES RIVER ASSOCIATION
ADDRESS:
9 SOUTH 12TH STREET, 4TH FLOOR
RICHMOND, VA 23219
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
CHIP OF ROANOKE VALLEY
ADDRESS:
1201 THIRD ST., SW
ROANOKE, VA 24016
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 20,000.

=====

RECIPIENT NAME:

OLIVET MEDICAL MINISTRY, INC.

ADDRESS:

1620 OLD WILLIAMSBURG ROAD

YORKTOWN, VA 23690

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 12,000.

RECIPIENT NAME:

GREENVALE SCHOOL, INC.

ADDRESS:

627 WESTWOOD BLVD. NW

ROANOKE, VA 24017

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

JILL'S HOUSE, INC.

ADDRESS:

9011 LEESBURG PIKE

VIENNA, VA 22182

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
BOYS & GIRLS CLUBS OF CENTRAL VA
ADDRESS:
P.O. BOX 707
CHARLOTTESVILLE, VA 22902
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
HOLIDAY LAKE 4-H EDUCATIONAL CENTER
ADDRESS:
1267 4-H CAMP RD.
APPOMATTOX, VA 24522
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 28,000.

RECIPIENT NAME:
ACADEMY OF FINE ARTS, INC.
ADDRESS:
600 MAIN STREET
LYNCHBURG, VA 24504
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 20,000.

=====

RECIPIENT NAME:

ART 180, INC.

ADDRESS:

114 W. MARSHALL ST.

RICHMOND, VA 23220

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

BETTER HOUSING COALITION

ADDRESS:

P.O. BOX 12117

RICHMOND, VA 23241

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

FAIRFIELD FOUNDATION TBS

ADDRESS:

P.O. BOX 157

WHITE MARSH, VA 23183

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

=====

RECIPIENT NAME:

FAMILY LIFELINE

ADDRESS:

2325 WEST BROAD STREET

RICHMOND, VA 23221

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

FRIENDS OF THE BLUE RIDGE PKWY, INC

ADDRESS:

P.O. BOX 20986

ROANOKE, VA 24018

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

FRIENDS OF THE ELKTON AREA

COMMUNITY CENTER

ADDRESS:

20593 BLUE AND GOLD DRIVE

ELKTON, VA 22827

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
JACOBS LADDER, INC.
ADDRESS:
P.O. BOX 555
URBANNA, VA 23175
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
LUNENBURG HEALTH SERVICE, INC.
ADDRESS:
P.O. BOX 121
VICTORIA, VA 23974
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:
LUTHERAN FAMILY SERVICE OF VA
ADDRESS:
2609 MCVITTY ROAD
ROANOKE, VA 24018
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 12,000.

RECIPIENT NAME:
RICHMOND AREA ASSOC. FOR
RETARDED CITIZENS
ADDRESS:
3600 SAUNDERS AVE
RICHMOND, VA 23227
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
RICHMOND BALLET
ADDRESS:
407 EAST CANAL STREET
RICHMOND, VA 23219
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
ROBERT E. LEE MEMORIAL ASSOC.
ADDRESS:
483 GREAT HOUSE ROAD
STRATFORD, VA 22558
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
SAFE HARBOR
ADDRESS:
P.O. BOX 17996
RICHMOND, VA 23226
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
ST. ANDREWS SCHOOL
ADDRESS:
227 SOUTH CHERRY ST.
RICHMOND, VA 23220
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
VA FDN FOR COMMUNITY COLLEGE
EDUCATION
ADDRESS:
101 N. 14TH STREET, 15TH FLOOR
RICHMOND, VA 23219
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,000.

=====

RECIPIENT NAME:

VIRGINIA HEALTH CARE FOUNDATION

ADDRESS:

707 EAST MAIN ST.

RICHMOND, VA 23219

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

YMCA OF ROANOKE VALLEY FDN.

ADDRESS:

P.O. BOX 2130

ROANOKE, VA 24009

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

TOTAL GRANTS PAID:

575,000.

=====

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

06/30/2014

Bank of America



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	155779.120	155,779.12	155,779.12
002824100	ABBOTT LABS	621 000	21,120.13	25,398.90
018490102	ALLERGAN INC	122 000	9,409.91	20,644.84
023135106	AMAZON COM INC	183 000	44,087.45	59,434.74
03027X100	AMERICAN TOWER CORP	698.000	53,917.14	62,806.04
042068106	ARM HLDGS PLC	802.000	34,824.09	36,282.48
04685W103	ATHENAHEALTH INC	262 000	31,251.05	32,784.06
09061G101	BIOMARIN PHARMACEUTICAL INC	458 000	30,294.91	28,492.18
126650100	CVS CAREMARK CORP	397 000	17,073.58	29,921.89
151020104	CELGENE CORP	500.000	32,715.33	42,940.00
156782104	CERNER CORP	958 000	47,344.97	49,413.64
166764100	CHEVRON CORP	159 000	12,238.96	20,757.45
169656105	CHIPOTLE MEXICAN GRILL INC	47.000	25,410.07	27,847.97
19765N245	COLUMBIA DIVIDEND INCOME FUND	56253.171	828,774.76	1,083,436.07
20030N200	COMCAST CORP	466 000	15,702.76	24,851.78
202671913	AGGREGATE BOND CTF	92355.297	1,579,792.02	1,552,834.26
207543877	SMALL CAP GROWTH LEADERS CTF	15700.683	299,254.22	338,467.47
22160K105	COSTCO WHSL CORP NEW	259 000	28,142.13	29,826.44
228368106	CROWN HLDGS INC	213 000	10,233.26	10,598.88
235851102	DANAHER CORP DEL	186 000	9,986.14	14,643.78
25243Q205	DIAGEO PLC	95 000	10,154.95	12,090.65
254687106	DISNEY WALT CO	188.000	9,389.07	16,119.12
262037104	DRIL-QUIP INC	258.000	27,848.25	28,183.92
29099J109	EMERGING MARKETS STOCK	21986.962	1,016,702.32	1,087,892.89
29444U502	EQUINIX INC	217 000	43,435.96	45,589.53
30219G108	EXPRESS SCRIPTS HLDG CO	238 000	15,427.09	16,500.54
30231G102	EXXON MOBIL CORP	218 000	18,347.32	21,948.24
302993993	MID CAP VALUE CTF	18984.400	496,004.75	561,535.77
303995997	SMALL CAP VALUE CTF	13311.761	299,646.23	335,444.40
311900104	FASTENAL CO	572 000	27,633.62	28,308.28
31620M106	FIDELITY NATL INFORMATION SVCS	337 000	16,294.32	18,447.38
323991307	MID CAP GROWTH CTF	21583.101	530,799.19	559,973.56
354613101	FRANKLIN RES INC	384 000	19,573.21	22,210.56
370334104	GENERAL MLS INC	484 000	18,756.45	25,429.36



Cusip	Asset	Units	Basis	Market Value
38141G104	GOLDMAN SACHS GROUP INC	196.000	20,943.04	32,818.24
38145C646	GOLDMAN SACHS STRATEGIC	121951.220	1,300,000.00	1,290,243.91
38259P706	GOOGLE INC	123.000	55,780.40	70,759.44
438516106	HONEYWELL INTL INC	276.000	17,394.12	25,654.20
452308109	ILLINOIS TOOL WKS INC	206.000	17,220.24	18,037.36
452327109	ILLUMINA INC	193.000	27,362.35	34,458.22
453142101	IMPERIAL TOBACCO GROUP PLC	112.000	9,518.96	10,073.06
459200101	INTERNATIONAL BUSINESS MACHS	97.000	11,675.64	17,583.19
464287507	ISHARES CORE S&P MID CAP ETF	2195.000	271,126.40	314,060.60
464287614	ISHARES RUSSELL 1000 GROWTH ETF	9415.000	849,570.06	856,105.95
464287655	ISHARES RUSSELL 2000 ETF	2570.000	267,537.00	305,341.70
466001864	IVY ASSET STRATEGY FUND	26166.568	815,000.00	841,255.16
46625H100	J P MORGAN CHASE & CO	905.000	33,424.94	52,146.10
478160104	JOHNSON & JOHNSON	338.000	21,944.43	35,361.56
478366107	JOHNSON CTLS INC	293.000	7,252.25	14,629.49
53578A108	LINKEDIN CORP	188.000	26,029.69	32,236.36
539830109	LOCKHEED MARTIN CORP	156.000	13,908.37	25,073.88
544147101	LORILLARD INC	262.000	10,761.16	15,974.14
580135101	MCDONALDS CORP	67.000	6,062.72	6,749.58
582839106	MEAD JOHNSON NUTRITION CO	404.000	32,159.21	37,640.68
59156R108	METLIFE INC	519.000	17,322.26	28,835.64
631103108	NASDAQ OMX GROUP	378.000	14,540.52	14,598.36
641069406	NESTLE S A	346.000	21,759.67	26,804.62
674599105	OCCIDENTAL PETE CORP DEL	207.000	9,727.18	21,244.41
675232102	OCEANEERING INTL INC	431.000	29,498.96	33,674.03
68389X105	ORACLE CORP	464.000	13,168.32	18,805.92
693390841	PIMCO HIGH YIELD FD	29982.679	278,539.09	292,930.77
717081103	PFIZER INC	1210.000	23,172.43	35,912.80
718172109	PHILIP MORRIS INTL INC	440.000	38,478.34	37,096.40
73935S105	POWERSHARES DB COMMODITY	23820.000	621,204.03	633,135.60
740189105	PRECISION CASTPARTS CORP	205.000	33,221.27	51,742.00
741503403	PRICELINE GROUP INC	42.000	20,780.73	50,526.00
744320102	PRUDENTIAL FINL INC	137.000	7,331.11	12,161.49
747525103	QUALCOMM INC	582.000	34,365.60	46,094.40

TR R & CT GWATHMEY MEM U/W EGJ

54-6191586

Balance Sheet

06/30/2014

Bank of America



Cusip	Asset	Units	Basis	Market Value
790849103	ST JUDE MED INC	88 000	3,322.39	6,094.00
79466L302	SALESFORCE COM INC	1228 000	47,953.32	71,322.24
806857108	SCHLUMBERGER LTD	585 000	47,676.89	69,000.75
808513105	SCHWAB CHARLES CORP NEW	1009.000	19,648.89	27,172.37
81762P102	SERVICENOW INC	538 000	32,177.54	33,334.48
848637104	SPLUNK INC	574 000	30,330.16	31,759.42
855244109	STARBUCKS CORP	721.000	44,444.52	55,790.98
857477103	STATE STR CORP	166.000	9,870.97	11,165.16
87612E106	TARGET CORP	251 000	13,343.76	14,545.45
883556102	THERMO FISHER SCIENTIFIC CORP	135 000	5,403.89	15,930.00
88579Y101	3M CO	176.000	17,558.42	25,210.24
886547108	TIFFANY & CO NEW	409 000	32,062.41	41,002.25
887317303	TIME WARNER INC	245 000	16,870.64	17,211.25
89417E109	TRAVELERS COS INC	343 000	23,939.67	32,266.01
911312106	UNITED PARCEL SVC INC	195 000	15,175.73	20,018.70
913017109	UNITED TECHNOLOGIES CORP	213 000	8,244.62	24,590.85
921943858	VANGUARD FTSE DEVELOPED	14760.000	521,789.90	628,628.40
922908553	VANGUARD REIT	12440 000	819,221.08	931,009.60
92343V104	VERIZON COMMUNICATIONS INC	722 000	35,035.42	35,327.46
92345Y106	VERISK ANALYTICS INC	553.000	34,309.95	33,191.06
92826C839	VISA INC	250 000	30,248.97	52,677.50
928563402	VMWARE INC	334 000	27,594.28	32,334.54
92857W308	VODAFONE GROUP PLC NEW	150 000	7,652.90	5,008.50
949746101	WELLS FARGO & CO	1064 000	40,236.41	55,923.84
99Z466197	INTERNATIONAL FOCUSED EQUITY	100662 939	1,062,854.38	1,255,216.52
G1151C101	ACCENTURE PLC	480 000	31,512.54	38,803.20
G2554F113	COVIDIEN PLC	290.000	18,470.70	26,152.20
G27823106	DELPHI AUTOMOTIVE PLC	208 000	5,867.62	14,297.92
G29183103	EATON CORP PLC	146 000	10,360.30	11,268.28
H0023R105	ACE LTD	652 000	52,444.67	67,612.40
		Totals	13,880,768.16	15,450,467.02

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