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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

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

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

OMB No 1545-0052

2014**Open to Public Inspection**

For calendar year 2014 or tax year beginning

07/01, 2014, and ending

06/30, 2015

Name of foundation **TR R & CT GWATHMEY MEM U/W EGJ****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**PO BOX 40200, FL9-300-01-16**

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

JACKSONVILLE, FL 32203-0200

G Check all that apply.

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

H Check type of organization:

☒

Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundationI Fair market value of all assets at
end of year (from Part II, col (c), line
16) ▶ \$ **14,663,553.**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)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	272,528.	266,570.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	249,754.			
b Gross sales price for all assets on line 6a	5,419,634.			
7 Capital gain net income (from Part IV, line 2)		249,754.		
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)				STMT 2
12 Total. Add lines 1 through 11	522,282.	516,569.		
13 Compensation of officers, directors, trustees, etc	119,285.	71,571.		47,714.
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	43,302.	5,284.		38,018.
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 5	27,192.	7,300.		
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	5,673.	6,846.		5,650.
24 Total operating and administrative expenses. Add lines 13 through 23.	197,202.	91,001.	NONE	93,132.
25 Contributions, gifts, grants paid	626,000.			626,000.
26 Total expenses and disbursements. Add lines 24 and 25	823,202.	91,001.	NONE	719,132.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-300,920.			
b Net investment income (if negative, enter -0-)		425,568.		
c Adjusted net income (if negative, enter -0-)				

JSA For Paperwork Reduction Act Notice, see instructions.

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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	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		155,779.	262,184.	262,184.
	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				
	10a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) . STMT 7		13,724,989.	13,623,839.	14,401,369.
	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)				
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)		13,880,768.	13,886,023.	14,663,553.
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		1,001,617.	1,006,872.	
30	Total net assets or fund balances (see instructions)		13,880,768.	13,886,023.		
31	Total liabilities and net assets/fund balances (see instructions)		13,880,768.	13,886,023.		

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	13,880,768.
2	Enter amount from Part I, line 27a	2	-300,920.
3	Other increases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 8</u>	3	345,375.
4	Add lines 1, 2, and 3	4	13,925,223.
5	Decreases not included in line 2 (itemize) ▶ <u>SEE STATEMENT 9</u>	5	39,200.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,886,023.

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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 4,101,462.		3,646,622.	454,840.
b 1,318,172.		1,523,258.	-205,086.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			454,840.
b			-205,086.
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	249,754.
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))
2013	663,831.	14,827,770.	0.044769
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

2 Total of line 1, column (d)	2	0.238043
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	0.047609
4 Enter the net value of noncharitable-use assets for 2014 from Part X, line 5	4	14,923,353.
5 Multiply line 4 by line 3	5	710,486.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,256.
7 Add lines 5 and 6	7	714,742.
8 Enter qualifying distributions from Part XII, line 4 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.	8	719,132.

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	4,256.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" 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). *STMT 13			
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	4,256.
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	4,256.
6 Credits/Payments			
a 2014 estimated tax payments and 2013 overpayment credited to 2014	6a	19,580.	
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 . O.R.. OVERPAYMENT \$.	7	4,256.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2015 estimated tax <input checked="" 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 2014 or the taxable year beginning in 2014 (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

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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>SEE STATEMENT 14</u> Telephone no. <u></u> Located at <u></u> ZIP+4 <u></u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u></u> and enter the amount of tax-exempt interest received or accrued during the year. <u>15</u>			
16	At any time during calendar year 2014, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114, (formerly TD F 90-22.1) If "Yes," enter the name of the foreign country <u></u>	16	Yes	No 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)? <u></u> Organizations relying on a current notice regarding disaster assistance check here <u></u>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2014? <u></u>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2014, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2014? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <u></u>		
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) <u></u>	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 <u></u>		
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 2014 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2014) <u></u>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2014? <u></u>	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 4945(d)(4)(A)? (see instructions). ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**

Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** 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 15		119,285.		

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	14,761,014.
b	Average of monthly cash balances	1b	389,598.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	15,150,612.
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	15,150,612.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	227,259.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,923,353.
6	Minimum investment return. Enter 5% of line 5	6	746,168.

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	746,168.
2a	Tax on investment income for 2014 from Part VI, line 5	2a	4,256.
b	Income tax for 2014. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	4,256.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	741,912.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	741,912.
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	741,912.

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	719,132.
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	719,132.
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	4,256.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	714,876.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2013	(c) 2013	(d) 2014
1 Distributable amount for 2014 from Part XI, line 7				741,912.
2 Undistributed income, if any, as of the end of 2014				
a Enter amount for 2013 only			6,913.	
b Total for prior years 20 <u>12</u> , 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2014				
a From 2009	NONE			
b From 2010	NONE			
c From 2011	NONE			
d From 2012	NONE			
e From 2013	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2014 from Part XII, line 4 ▶ \$ <u>719,132.</u>				
a Applied to 2013, but not more than line 2a			6,913.	
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 2014 distributable amount				712,219.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2014 (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	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 2013. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2014. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2015				29,693.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions)	NONE			
8 Excess distributions carryover from 2009 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2015. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2010	NONE			
b Excess from 2011	NONE			
c Excess from 2012	NONE			
d Excess from 2013	NONE			
e Excess from 2014	NONE			

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 2014, enter the date of the ruling

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

	Tax year	Prior 3 years			(e) Total
	(a) 2014	(b) 2013	(c) 2012	(d) 2011	
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 address of the person to whom applications should be addressed:

SEE STATEMENT 18

- 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**

<div>Recipient</div> <div>Name and address (home or business)</div>	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 29				626,000.
Total			▶ 3a	626,000.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	272,528.	
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	249,754.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				522,282.	
13 Total. Add line 12, columns (b), (d), and (e)					522,282.

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

[illegible]

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	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.		

[illegible]

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

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

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

Phone no

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	3,402.	3,402.
FOREIGN DIVIDENDS	40,062.	40,062.
NONDIVIDEND DISTRIBUTIONS	7,470.	
DOMESTIC DIVIDENDS	110,762.	110,762.
OTHER INTEREST	26,339.	26,339.
FOREIGN INTEREST	1,440.	1,440.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	4,413.	4,413.
NON-TAXABLE FOREIGN INCOME	-1,512.	
NONDISTRIBUTIVE DIVIDENDS	699.	699.
NONQUALIFIED FOREIGN DIVIDENDS	13,437.	13,437.
NONQUALIFIED DOMESTIC DIVIDENDS	66,016.	66,016.
	-----	-----
TOTAL	272,528.	266,570.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PARTNERSHIP INCOME		245.
	-----	-----
TOTALS	=====	=====

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	38,018.		38,018.
INVESTMENT ADVISORY FEES	5,284.	5,284.	
	-----	-----	-----
TOTALS	43,302.	5,284.	38,018.
	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	7,014.	7,014.
EXCISE TAX - PRIOR YEAR	312.	
EXCISE TAX ESTIMATES	19,580.	
FOREIGN TAXES ON QUALIFIED FOR	223.	223.
FOREIGN TAXES ON NONQUALIFIED	63.	63.
	-----	-----
TOTALS	27,192.	7,300.
	=====	=====

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	23.	23.	
PARTNERSHIP EXPENSES		6,823.	
TOTALS	5,673.	6,846.	5,650.
	=====	=====	=====

TR R & CT GWATHMEY MEM U/W EGJ

54-6191586

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

DESCRIPTION

SEE SCHEDULE ATTACHED

	ENDING BOOK VALUE	ENDING FMV
	-----	----
	13,623,839.	14,401,369.
	-----	-----
TOTALS	13,623,839.	14,401,369.
	=====	=====

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

DESCRIPTION -----	AMOUNT -----
PARTNERSHIP ADJUSTMENT	341,742.
TRANSACTION REVERSAL ADJUSTMENT	3,633.

TOTAL	345,375.
	=====

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

CTF ADJUSTMENT	14,656.
COST BASIS ADJUSTMENT	10,883.
BASIS ADJUSTMENT ON SALES	1,499.
TAX EFFECTIVE SALES ADJUSTMENT	12,132.
ROUNDING	30.

TOTAL	39,200.
	=====

[illegible]

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIESCOMMON TRUST FUNDS -20,526.00
-----TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED) -20,526.00
=====NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS 120,442.00

PARTNERSHIPS, TRUSTS, S CORPORATIONS

-341,742.00
-----TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED) -221,300.00
=====

FORM 990PF, PART VI, LINE 2 - TAX UNDER SECTION 511 STATEMENT

=====

O.R. OVERPAYMENT

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

NAME: BANK OF AMERICA NA

ADDRESS: P.O. BOX 40200, FL9-300-01-16
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 119,285.

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:

119,285.

=====

TR R & CT GWATHMEY MEM U/W EGJ
FORM 990PF, PART XV - LINES 2a - 2d
=====

54-6191586

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

STATEMENT 18

RECIPIENT NAME:
THOMAS JEFFERSON FOUNDATION
ADDRESS:
P.O. BOX 316
CHARLOTTESVILLE, VA 22903
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
AMHERST COMMUNITY HABITAT FOR HUMANITY
ADDRESS:
P.O. BOX 1397
AMHERST, VA 24521
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
BAY SCHOOL COMMUNITY ARTS CENTER
ADDRESS:
P.O. BOX 1524
MATHEWS, VA 23109
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

EASTERN SHORE OF VIRGINIA BARRIER ISLAND

ADDRESS:

P.O. BOX 206

MACHIPONGO, VA 23405

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

FACES OF HOPE

ADDRESS:

8014 MIDLOTHIAN TURNPIKE

RICHMOND, VA 23235

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

FIREHOUSE THEATRE PROJECT, INC.

ADDRESS:

1609 W BROAD STREET

RICHMOND, VA 23220

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:

HIGHER ACHIEVEMENT PROGRAM

ADDRESS:

4009 FITZHUGH AVE., STE. 200

RICHMOND, VA 23230

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

HOPE HOUSE FOUNDATION, INC.

ADDRESS:

801 BOUSH ST., STE. 302

NORFOLK, VA 23510

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 16,000.

RECIPIENT NAME:

JOY MINISTRIES

ADDRESS:

P.O. BOX 65036

VIRGINIA BEACH, VA 23467

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

PENINSULA METROPOLITAN YMCA

ADDRESS:

101 LONG GREEN BLVD.

YORKTOWN, VA 23693

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:

PIEDMONT CASA, INC.

ADDRESS:

818 EAST HIGH STREET

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:

PRESBYTERIAN HOMES & FAMILY SERVICES

ADDRESS:

2600 MEMORIAL AVE.

LYNCHBURG, VA 24501

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

=====

RECIPIENT NAME:

RICHMOND METROPOLITAN HABITAT FOR
HUMANITY

ADDRESS:

2281 DABNEY RD., STE. A
RICHMOND, VA 23230

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

VIRGINIA MUSEUM OF TRANSPORTATION

ADDRESS:

303 NORFOLK AVE. SW
ROANOKE, VA 24016

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

WESTERN VIRGINIA FOUNDATION FOR THE ARTS
AND SCIENCES

ADDRESS:

ONE MARKET SQUARE
ROANOKE, VA 24011

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

WILLIAM BYRD COMMUNITY HOUSE

ADDRESS:

224 S. CHERRY ST.

RICHMOND, VA 23220

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:

APPLE RIDGE FARM INC.

ADDRESS:

541 LUCK AVE. S.W.

ROANOKE, VA 24016

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 39,500.

RECIPIENT NAME:

ART MUSEUM OF WESTERN VIRGINIA

ADDRESS:

110 SALEM AVE. SE

ROANOKE, VA 24011

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 16,000.

RECIPIENT NAME:
READ CENTER
ADDRESS:
2000 BREMO RD. #102
RICHMOND, VA 23226
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
NEW HORIZONS HEALTHCARE
ADDRESS:
3716 MELROSE AVE. NW
ROANOKE, VA 24017
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 32,500.

RECIPIENT NAME:
ASSOCIATION FOR PRESERVATION OF VIRGINIA
ANTIQUITIES
ADDRESS:
204 WEST FRANKLIN 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:

BLUE RIDGE AREA FOOD BANK

ADDRESS:

P.O. BOX 937

VERONA, VA 24482

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

CHILDREN YOUTH & FAMILY SERVICES, INC.

ADDRESS:

1000 E. HIGH ST.

CHARLOTTESVILLE, VA 22902

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

CRATER COMMUNITY HOSPICE, INC.

ADDRESS:

3916 SOUTH CRATER ROAD

PETERSBURG, VA 23805

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
ELDERHOMES CORP.
ADDRESS:
88 CARNATION ST.
RICHMOND, VA 23225
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
FORKIDS, INC.
ADDRESS:
P.O. BOX 6044
NORFOLK, VA 23508
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
HENRICO COUNTY COURT APPOINTED
SPECIAL ADVOCATES, INC.
ADDRESS:
3001 HUNGARY SPRING RD. STE. A
RICHMOND, VA 23228
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 15,000.

=====

RECIPIENT NAME:

HOSPITAL HOSPITALITY HOUSE OF RICHMOND

ADDRESS:

612 E. MARSHALL ST.

RICHMOND, VA 23219

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

MONTPELIER FOUNDATION

ADDRESS:

P.O. BOX 911

ORANGE, VA 22960

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:

SENIOR CENTER, INC.

ADDRESS:

1180 PEPSI PLACE

CHARLOTTESVILLE, VA 22901

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
SOUTH RICHMOND ADULT DAY CARE CENTER
ADDRESS:
1500 HULL ST.
RICHMOND, VA 23224
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 7,000.

RECIPIENT NAME:
116TH INFANTRY REGIMENT FDN.
ADDRESS:
P.O. BOX 116
STAUNTON, VA 24402
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
VIRGINIA HOME FOR BOYS AND GIRLS
ADDRESS:
8716 WEST BROAD ST.
HENRICO, VA 23294
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PC
AMOUNT OF GRANT PAID 25,000.

TOTAL GRANTS PAID: 626,000.
=====

FEDERAL FOOTNOTES

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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.

FEDERAL FOOTNOTES

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THIS RETURN IS BEING AMENDED BECAUSE A DISTRIBUTION WAS ERRONOUSLY CREDITED TO THE WRONG RECIPIENT. A PAYMENT OF \$30,000 WAS MADE TO THOMAS JEFFERSON FOUNDATION AND NOT TO JEFFERSON CENTER AS ORIGINALLY REPORTED.

TR R & CT GWATHMEY MEM U/W EGJ
54-6191586
Balance Sheet
6/30/2015



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	262183.560	262,183.56	262,183.56
002824100	ABBOTT LABS	239 000	7,727.51	11,730.12
015351109	ALEXION PHARMACEUTICALS INC	110 000	19,829.22	19,884.70
023135106	AMAZON COM INC	29.000	5,314.43	12,588.61
025816109	AMERICAN EXPRESS CO	81.000	6,514.84	6,295.32
03027X100	AMERICAN TOWER CORP	314 000	24,107.18	29,293.06
039483102	ARCHER DANIELS MIDLAND CO	57.000	3,018.36	2,748.54
042068106	ARM HLDGS PLC	315 000	13,173.20	15,520.05
04685W103	ATHENAHEALTH INC	123 000	11,296.84	14,093.34
09061G101	BIOMARIN PHARMACEUTICAL INC	109 000	6,635.95	14,909.02
126650100	CVS HEALTH CORP	172 000	7,397.12	18,039.36
151020104	CELGENE CORP	194 000	11,294.69	22,452.59
156782104	CERNER CORP	369 000	17,133.24	25,483.14
169656105	CHIPOTLE MEXICAN GRILL INC	27 000	14,267.81	16,334.73
19765N245	COLUMBIA DIVIDEND INCOME FUND	29477.746	428,016.88	544,748.75
20030N200	COMCAST CORP	237 000	7,986.16	14,205.78
202671913	AGGREGATE BOND CTF	79072.574	1,361,295.86	1,327,043.38
207543877	SMALL CAP GROWTH LEADERS CTF	11336.373	220,727.60	272,147.77
22160K105	COSTCO WHSL CORP NEW	101 000	10,765.10	13,641.06
235851102	DANAHER CORP DEL	131.000	7,033.25	11,212.29
25243Q205	DIAGEO PLC	48 000	5,119.06	5,569.92
26875P101	EOG RES INC	94 000	8,942.54	8,229.70
29099J109	EMERGING MARKETS STOCK	18229.093	803,820.67	876,416.51
29444U700	EQUINIX INC	70 000	12,481.17	17,780.00
30231G102	EXXON MOBIL CORP	83 000	6,853.72	6,905.60
302993993	MID CAP VALUE CTF	11264.423	341,637.44	335,506.33
30303M102	FACEBOOK INC	277 000	20,468.99	23,756.90
303995997	SMALL CAP VALUE CTF	10699.211	246,625.37	269,379.38
31620M106	FIDELITY NATL INFORMATION SVCS	168 000	7,386.54	10,382.40
323991307	MID CAP GROWTH CTF	11886.844	336,705.58	348,118.11
354613101	FRANKLIN RES INC	242.000	11,739.89	11,865.26
370334104	GENERAL MLS INC	244 000	9,448.77	13,595.68
38141G104	GOLDMAN SACHS GROUP INC	91.000	10,268.57	18,999.89
38145C646	GOLDMAN SACHS STRATEGIC	97209.335	1,036,251.51	975,981.72

TR R & CT GWATHMEY MEM U/W EGJ

54-6191586

Balance Sheet

6/30/2015

Bank of America



Cusip	Asset	Units	Basis	Market Value
38259P706	GOOGLE INC	52.000	17,242 44	27,066 52
438516106	HONEYWELL INTL INC	139 000	7,611 92	14,173 83
452308109	ILLINOIS TOOL WKS INC	104 000	8,642 68	9,546 16
452327109	ILLUMINA INC	109 000	15,572 16	23,801 24
459200101	INTERNATIONAL BUSINESS MACHS	32.000	2,850 49	5,205 12
464287200	ISHARES CORE S&P 500 ETF	10580.000	2,209,898.51	2,192,387 60
464287507	ISHARES CORE S&P MID CAP ETF	4424.000	594,924 23	663,511 52
464287614	ISHARES RUSSELL 1000 GROWTH ETF	5573.000	502,884 11	551,782 73
464287655	ISHARES RUSSELL 2000 ETF	4204 000	466,810 25	524,911 44
466001864	IVY ASSET STRATEGY FUND	24750.556	733,331 28	637,821 83
46625H100	J P MORGAN CHASE & CO	452.000	15,495 40	30,627 52
478160104	JOHNSON & JOHNSON	169.000	10,941 61	16,470 74
478366107	JOHNSON CTLS INC	201.000	4,963 52	9,955 53
53578A108	LINKEDIN CORP	82 000	9,094 05	16,943 66
582839106	MEAD JOHNSON NUTRITION CO	160.000	12,347 49	14,435 20
58933Y105	MERCK & CO INC	279 000	16,283 50	15,883.47
59156R108	METLIFE INC	262 000	8,720 37	14,669 38
61174X109	MONSTER BEVERAGE CORP	88.000	12,196 65	11,793 76
631103108	NASDAQ INC	187.000	7,050.72	9,127.47
641069406	NESTLE S A	143.000	8,236 80	10,328 46
666807102	NORTHROP GRUMMAN CORP	86 000	13,284 99	13,642 18
674599105	OCCIDENTAL PETE CORP DEL	108 000	5,146 12	8,399 16
693390841	PIMCO HIGH YIELD FD	32267.006	299,111 84	293,307 08
693506107	PPG INDS INC	86.000	9,408 68	9,865 92
717081103	PFIZER INC	413 000	7,790 51	13,847 89
718172109	PHILIP MORRIS INTL INC	223 000	19,054 37	17,877 91
73935S105	POWERSHARES DB COMMODITY	25762.000	657,523.69	463,716 00
741503403	PRICELINE GROUP INC	20 000	4,376 05	23,027 40
744320102	PRUDENTIAL FINL INC	69 000	3,616 21	6,038 88
747525103	QUALCOMM INC	136.000	7,402 92	8,517 68
761713106	REYNOLDS AMERN INC	146 545	11,068.32	10,941 05
79466L302	SALESFORCE COM INC	488 000	13,958 47	33,979.44
806857108	SCHLUMBERGER LTD	175 000	13,728 31	15,083 25
808513105	SCHWAB CHARLES CORP NEW	394 000	6,903 67	12,864 10

TR R & CT GWATHMEY MEM U/W EGJ

54-6191586

Balance Sheet

6/30/2015

Bank of America



Cusip	Asset	Units	Basis	Market Value
81762P102	SERVICENOW INC	266 000	14,349 54	19,766 46
848637104	SPLUNK INC	216 000	9,178 64	15,037 92
855244109	STARBUCKS CORP	504 000	14,338.77	27,021 96
857477103	STATE STR CORP	83.000	4,887.93	6,391 00
87612E106	TARGET CORP	126 000	6,320 11	10,285 38
882508104	TEXAS INSTRS INC	153.000	6,505 28	7,881 03
883556102	THERMO FISHER SCIENTIFIC CORP	67.000	2,681 93	8,693 92
88579Y101	3M CO	42.000	3,851 35	6,480 60
886547108	TIFFANY & CO NEW	132 000	9,565 64	12,117 60
887317303	TIME WARNER INC	163 000	11,219.17	14,247 83
89417E109	TRAVELERS COS INC	172 000	10,203.84	16,625 52
902973304	US BANCORP DEL	124 000	5,453.53	5,381 60
904311107	UNDER ARMOUR INC	129.000	8,923.87	10,763.76
911312106	UNITED PARCEL SVC INC	67 000	5,089 99	6,492.97
913017109	UNITED TECHNOLOGIES CORP	134.000	3,834 46	14,864 62
921943858	VANGUARD FTSE DEVELOPED	27105 000	1,007,180 49	1,074,713 25
922908553	VANGUARD REIT	11079.000	713,121 11	827,490 51
92343V104	VERIZON COMMUNICATIONS INC	288 000	13,525 03	13,423 68
92826C839	VISA INC	392 000	8,288 14	26,322 80
949746101	WELLS FARGO & CO	506.000	17,390 59	28,457 44
99Z466197	INTERNATIONAL FOCUSED EQUITY	87113.113	874,273.47	1,072,205 62
G0177J108	ALLERGAN PLC	53 000	8,626 75	16,083 38
G1151C101	ACCENTURE PLC	259 000	15,657.17	25,066 02
G27823106	DELPHI AUTOMOTIVE PLC	116 000	3,272 33	9,870 44
G29183103	EATON CORP PLC	72 000	4,770 01	4,859 28
G5960L103	MEDTRONIC PLC	207 000	15,743 03	15,338 70
G7S00T104	PENTAIR PLC	46 000	2,987 27	3,162 50
G91442106	TYCO INTL PLC	209 000	8,827.82	8,042 32
H0023R105	ACE LTD	270.000	20,911.30	27,453 60
N51488117	MOBILEYE NV	384.000	14,103 10	20,417 28
		Totals	13,886,022 61	14,663,552 70

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

54-6191586
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PART XV ATTACHMENT