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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

2015

Open to Public Inspection

For calendar year 2015 or tax year beginning

07/01, 2015, and ending

06/30, 2016

Name of foundation **TR R & CT GWATHMEY MEM U/W EGY****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 foundation

I Fair market value of all assets at

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

16) ▶ \$ **13,826,569.**

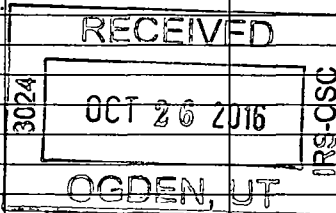
J Accounting method

☒ 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 checked="" 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	335,148.	328,157.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-149,477.			
b Gross sales price for all assets on line 6a 3,927,396				
7 Capital gain net income (from Part IV, line 2)				
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)	11,089.	105.		STMT 2
12 Total. Add lines 1 through 11	196,760.	328,262.		
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc.	110,888.	66,533.		44,355.
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	38,199.	3,152.		35,047.
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 5	15,000.	7,800.		
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	9,427.	7,311.		6,450.
24 Total operating and administrative expenses. Add lines 13 through 23.	175,264.	84,796.	NONE	87,602.
25 Contributions, gifts, grants paid	676,400.			676,400.
26 Total expenses and disbursements. Add lines 24 and 25	851,664.	84,796.	NONE	764,002.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-654,904.			
b Net investment income (if negative, enter -0-)		243,466.		
c Adjusted net income (if negative, enter -0-)				



4-39 19

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Batching Ogden
OCT 27 2016

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	262,184.	481,004.	481,004.	
	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.	13,623,839.	12,781,690.	13,345,565.	
	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)	13,886,023.	13,262,694.	13,826,569.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	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, check here ▶ <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	1,006,872.	383,543.		
30	Total net assets or fund balances (see instructions)	13,886,023.	13,262,694.			
31	Total liabilities and net assets/fund balances (see instructions)	13,886,023.	13,262,694.			

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	13,886,023.
2	Enter amount from Part I, line 27a	2	-654,904.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	146,108.
4	Add lines 1, 2, and 3	4	13,377,227.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	114,533.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,262,694.

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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 3,456,728.		3,440,741.	15,987.		
b 470,668.		636,132.	-165,464.		
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			15,987.		
b			-165,464.		
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	-149,477.	
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.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2014	714,876.	14,923,353.	0.047903
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
2 Total of line 1, column (d)			2 0.239535
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 0.047907
4 Enter the net value of noncharitable-use assets for 2015 from Part X, line 5			4 13,739,781.
5 Multiply line 4 by line 3			5 658,232.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,435.
7 Add lines 5 and 6			7 660,667.
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.			8 764,002.

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	2,435.
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)		
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	2,435.
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	2,435.
6 Credits/Payments		
a 2015 estimated tax payments and 2014 overpayment credited to 2015	6a	11,456.
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	11,456.
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	9,021.
11 Enter the amount of line 10 to be Credited to 2016 estimated tax <input checked="" type="checkbox"/> 2,436. Refunded <input type="checkbox"/> 11	11	6,585.

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 <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____		
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) <input checked="" type="checkbox"/> 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 2015 or the taxable year beginning in 2015 (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)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X
14 The books are in care of <u>SEE STATEMENT 13</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 <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>		
16 At any time during calendar year 2015, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	X
See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <u></u>		

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 2015?	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 2015, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2015? <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)	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 2015 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2015)	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 2015?	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)? ☐ Yes ☒ No
- Organizations relying on a current notice regarding disaster assistance check here ☐ Yes ☒ No
- 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

5b

6b

7b

X

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		110,888.		

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 ☐ Yes ☒ No

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	13,547,763.
b	Average of monthly cash balances	1b	401,253.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	13,949,016.
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	13,949,016.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	209,235.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,739,781.
6	Minimum investment return. Enter 5% of line 5	6	686,989.

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	686,989.
2a	Tax on investment income for 2015 from Part VI, line 5	2a	2,435.
b	Income tax for 2015. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,435.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	684,554.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	684,554.
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	684,554.

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	764,002.
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	764,002.
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	2,435.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	761,567.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2014	(c) 2014	(d) 2015
1 Distributable amount for 2015 from Part XI, line 7				684,554.
2 Undistributed income, if any, as of the end of 2015				
a Enter amount for 2014 only.			29,693.	
b Total for prior years 20 <u>13</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2015				
a From 2010	NONE			
b From 2011	NONE			
c From 2012	NONE			
d From 2013	NONE			
e From 2014	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2015 from Part XII, line 4 ► \$ <u>764,002.</u>				
a Applied to 2014, but not more than line 2a			29,693.	
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 2015 distributable amount.				684,554.
e Remaining amount distributed out of corpus.	49,755.			
5 Excess distributions carryover applied to 2015 (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	49,755.			
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 2014 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2015 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2016.				NONE
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 2010 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2016. Subtract lines 7 and 8 from line 6a	49,755.			
10 Analysis of line 9				
a Excess from 2011	NONE			
b Excess from 2012	NONE			
c Excess from 2013	NONE			
d Excess from 2014	NONE			
e Excess from 2015	49,755.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2015, 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) 2015	(b) 2014	(c) 2013	(d) 2012	
2 a 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 2 a					
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 17

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient Name and address (home or business)	If recipient is an individual show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i> SEE ATTACHED SCHEDULE				676,400.
Total			▶ 3a	676,400.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | | | |
|----------|--|--------------|------------|-----------|
| 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

- b** If "Yes," complete the following schedule

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

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

**Sign
Here**

Karen J. Kiser
Signature of officer or trustee

10/20/2016
Date

▶ SVP Tax
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check <input type="checkbox"/> if self-employed	PTIN
---	------

Firm's name

Firm's EIN ▶

Firm's address ▶

Phone no

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	2,151.	2,151.
FOREIGN DIVIDENDS	57,989.	57,989.
NONDIVIDEND DISTRIBUTIONS	9,176.	
DOMESTIC DIVIDENDS	147,134.	147,134.
OTHER INTEREST	21,444.	21,444.
FOREIGN INTEREST	2,247.	2,247.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	5,433.	5,433.
NON-TAXABLE FOREIGN INCOME	-2,185.	
US GOVERNMENT INTEREST REPORTED AS QUALI	49.	49.
NONQUALIFIED FOREIGN DIVIDENDS	16,071.	16,071.
NONQUALIFIED DOMESTIC DIVIDENDS	75,639.	75,639.
	-----	-----
TOTAL	335,148.	328,157.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
OTHER INCOME	21.	21.
EXCISE TAX REFUND	11,068.	
PARTNERSHIP INCOME		84.
	-----	-----
TOTALS	11,089.	105.
	=====	=====

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	35,047.		35,047.
INVESTMENT ADVISORY FEES	3,152.	3,152.	
TOTALS	38,199.	3,152.	35,047.
	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	6,497.	6,497.
EXCISE TAX ESTIMATES	7,200.	
FOREIGN TAXES ON QUALIFIED FOR	1,059.	1,059.
FOREIGN TAXES ON NONQUALIFIED	244.	244.
	-----	-----
TOTALS	15,000.	7,800.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER ALLOCABLE EXPENSE-PRINCI	1,467.	1,467.	
OTHER ALLOCABLE EXPENSE-INCOME	1,467.	1,467.	
OTHER INVESTMENT FEE	43.	43.	
OTHER CHARITABLE EXPENSES	6,450.		6,450.
PARTNERSHIP EXPENSES		4,334.	
TOTALS	9,427.	7,311.	6,450.

TR R & CT GWATHMEY MEM U/W EGJ

54-6191586

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
SEE SCHEDULE ATTACHED	13,623,839.	12,781,690.	13,345,565.
	-----	-----	-----
TOTALS	13,623,839.	12,781,690.	13,345,565.
	=====	=====	=====

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

DESCRIPTION -----	AMOUNT -----
PARTNERSHIP ADJUSTMENT	133,965.
TAX EFFECTIVE SALES ADJUSTMENT	12,143.

TOTAL	146,108.
	=====

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

DESCRIPTION -----	AMOUNT -----
CTF ADJUSTMENT	98,045.
COST BASIS ADJUSTMENT	11,071.
BASIS ADJUSTMENT ON SALES	19.
TRANSACTION REVERSAL ADJUSTMENT	3,633.
ROUNDING ADJUSTMENT	15.
FEE CHARGED IN ERROR-REVERSED NEXT YEAR	1,750.

TOTAL	114,533.
	=====

54-6191586

[illegible]

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIESCOMMON TRUST FUNDS -72,370.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

-72,370.00
=====NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS 145,607.00

PARTNERSHIPS, TRUSTS, S CORPORATIONS

-133,965.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

11,642.00
=====

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

NAME: BANK OF AMERICA NA

ADDRESS: P.O. BOX 40200, FL9-300-01-16
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 110,888.

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:

110,888.

=====

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 17

TR R & CT GWATHMEY MEM U/W EGJ
54-6191586
PART XV

Name	Address	Amount
Virginia Mentoring Partnership	2500 West Broad St 3rd Floor Richmond, VA 23220	10,000.00
VA Assoc of Soil and Water Conserv	7308 Hanover Green Dr Ste 100 Mechanicsville, VA 23111	10,000 00
Feeding America SW Virginia	1025 Electric Rd Salem, VA 24153	20,000 00
Housing Families First	3900 Nine Mile Road Henrico, VA 23223	15,000 00
Foodbank of Southeastern VA	800 Tidewater Dr Norfolk, VA 23504-3326	18,000 00
Neighborhood Resource Center	1519 Williamsburg Rd Richmond, VA 23231-1538	15,000 00
Emory & Henry College	P O Box 950 Emory, VA 24327-0950	15,000 00
St John's Church Foundation	2319 East Broad St Richmond, VA 23223	26,000.00
GraceInside	2828 Emerywood Parkway Richmond, VA 23294	10,000 00
Partnership for Families Foundation	800 W Graham Rd Richmond, VA 23222	10,000 00
Partnership Nonprofit Excellence	7501 Boulder View Dr Ste 110 Richmond, VA 23225	10,000 00
Reach Out and Read Virginia	12929 Church Rd Henrico, VA 23233	10,000 00
VA Center for the Creative Arts	154 San Angelo Dr Amherst, VA 24521	10,000 00
Mount Vernon Ladies Assn	P O Box 110 Mount Vernon, VA 22121	25,000 00
SMA Foundation, Inc	P O Box 958 Staunton, VA 24402	6,000 00

TR R & CT GWATHMEY MEM U/W EGJ**54-6191586****PART XV****(continued)**

Friends of Hollywood Cemetery	412 South Cherry St Richmond, VA 23220	15,000 00
General Douglas Macarthur Foundation	Macarthur Square Norfolk, VA 23510-0000	15,000 00
Richmond Symphony	612 East Grace St Ste 401 Richmond, VA 23219	20,000 00
Virginia Opera Association, Inc	1503 Santa Rosa, Suite 234 Richmond, VA 23229	10,000 00
Homestretch, Inc	370 S Washington St Ste 400 Falls Church, VA 22046	10,000 00
Roanoke College	221 College Lane Salem, VA 24153	25,000 00
The John Marshall Foundation	P O Box 1875 Richmond, VA 23219	20,000 00
Christopher Newport University	1 Avenue of the Arts Newport News, VA 23606	22,500 00
Gloucester Mathews Free Clinic	6031 Industrial Dr Gloucester, VA 23061	25,000 00
Albemarle Housing Improvement	2127 Berkmar Dr Charlottesville, VA 22901	10,000 00
Saint Francis Home	65 W Clopton St Richmond, VA 23225	6,000 00
Big Brothers Big Sisters SW VA	124 Wells Ave NW Roanoke, VA 24016	30,000 00
Camp Kesem National	P O Box 452 Culver City, CA 90232	5,000 00
Richmond Goodwill Industries	6301 Midlothian Turnpike Richmond, VA 23225	20,000 00
John Tyler Community College	800 Charter Colony Parkway Midlothian, VA 23114	25,000 00
Greater Richmond Fit4Kids, Inc	2500 W Broad St Richmond, VA 23220	10,000 00

TR R & CT GWATHMEY MEM U/W EGJ

54-6191586

PART XV

(continued)

American Heart Association	4217 Park Place Glenn Allen, VA 23060	20,000 00
Legal Info Network for Cancer	P O Box 73281 Richmond, VA 23235	10,000 00
Interfaith Outreach Association	701 Clay Street Lynchburg, VA 24504	15,000 00
Science Museum of Western VA	One Market Square SE, Ste 4 Roanoke, VA 24011	35,000 00
Lynchburg Symphony Orchestra	621 Court Street Lynchburg, VA 24504	7,900 00
George C Marshall Foundation	P.O Box 1600 Lexington, VA 24450	25,000 00
The Byrd Theatre Foundation	P O Box 14860 Richmond, VA 23221	25,000 00
Avoca Museum & History Society	1514 Main St Altavista, VA 24517	10,000 00
Mariners Museum	100 Museum Dr Newport News, VA 23606	25,000 00
Cathedral of Sacred Heart Fdn	800 S Cathedral Place Richmond, VA 23220	25,000 00

\$ 676,400 00

TR R & CT GWATHMEY MEM U/W EGJ
54-6191586
Balance Sheet
06/30/2016



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	481004 450	481,004 45	481,004 45
002824100	ABBOTT LABS	278 000	9,172.35	10,928 18
01609W102	ALIBABA GROUP HLDG LTD	373 000	28,644 30	29,664 69
02079K107	ALPHABET INC	27 000	9,999 85	18,686 70
02079K305	ALPHABET INC	27 000	20,155.22	18,995 31
023135106	AMAZON COM INC	66 000	29,778 55	47,230 92
025816109	AMERICAN EXPRESS CO	229 000	15,990 95	13,914 04
031162100	AMGEN INC	96 000	14,340 67	14,606 40
032654105	ANALOG DEVICES INC	47 000	2,724 33	2,662 08
039483102	ARCHER DANIELS MIDLAND CO	262 000	11,250 57	11,237 18
042068106	ARM HLDGS PLC	352 000	14,667 57	16,019 52
052769106	AUTODESK INC	299 000	17,106 24	16,187 86
053015103	AUTOMATIC DATA PROCESSING INC	69 000	6,104 42	6,339 03
125509109	CIGNA CORP	60 000	8,315 37	7,679 40
126650100	CVS HEALTH CORP	146 000	7,325 11	13,978 04
156782104	CERNER CORP	301 000	14,929 41	17,638 60
17275R102	CISCO SYS INC	1196 000	33,486 51	34,313 24
172967424	CITIGROUP INC	186 000	8,022 07	7,884 54
191216100	COCA COLA CO	554 000	25,315 24	25,112 82
19765N245	COLUMBIA DIVIDEND INCOME FUND	37377 740	574,095 91	698,216 18
20030N101	COMCAST CORP	272 000	10,164 91	17,731 68
202671913	AGGREGATE BOND CTF	105535.707	1,812,304 31	1,826,707 00
207543877	SMALL CAP GROWTH LEADERS CTF	12660 049	265,230 03	277,852 63
235851102	DANAHER CORP DEL	180 000	11,614 16	18,180 00
23636T100	DANONE	1817 000	25,234 83	25,599 71
263534109	DU PONT E I DE NEMOURS & CO	80.000	5,442 96	5,184 00
26875P101	EOG RES INC	149 000	13,018 46	12,429 58
29099J109	EMERGING MARKETS STOCK	29011 191	1,205,966.16	1,267,136 29
302130109	EXPEDITORS INTL WASHINGTON INC	418 000	20,326 39	20,498 72
302993993	MID CAP VALUE CTF	9317 712	284,922 88	278,216 63
30303M102	FACEBOOK INC	385 000	34,023 92	43,997 80
303075105	FACTSET RESH SYS INC	82 000	12,484 94	13,236 44
303995997	SMALL CAP VALUE CTF	11244 684	264,147 29	271,918 95
31620M106	FIDELITY NATL INFORMATION SVCS	134 000	6,405 56	9,873.12

TR R & CT GWATHMEY MEM U/W EGJ
54-6191586
Balance Sheet
06/30/2016



Cusip	Asset	Units	Basis	Market Value
323991307	MID CAP GROWTH CTF	9893 838	292,883 38	273,783 27
337738108	FISERV INC	53 000	5,610 84	5,762 69
370334104	GENERAL MLS INC	224 000	9,446 03	15,975 68
38141G104	GOLDMAN SACHS GROUP INC	106 000	12,440 27	15,749 48
38145C646	GOLDMAN SACHS STRATEGIC	87791 995	925,103 10	820,855 15
395259104	GREENHILL & CO INC	127 000	2,734 87	2,044 70
438516106	HONEYWELL INTL INC	111 000	6,975 50	12,911 52
452308109	ILLINOIS TOOL WKS INC	120 000	10,311 32	12,499 20
464287200	ISHARES CORE S&P 500 ETF	9747 000	2,028,145 31	2,051,743 50
464287507	ISHARES CORE S&P MID CAP ETF	1813 000	223,941 76	270,844 07
464287655	ISHARES RUSSELL 2000 ETF	2330 000	242,553 00	267,903 40
46625H100	J P MORGAN CHASE & CO	528 000	20,939 51	32,809.92
478160104	JOHNSON & JOHNSON	196 000	14,072 44	23,774 80
478366107	JOHNSON CTLS INC	155 000	4,229 36	6,860 30
58933Y105	MERCK & CO INC	478 000	27,104 39	27,537 58
59156R108	METLIFE INC	306 000	10,537 56	12,187 98
594918104	MICROSOFT CORP	317 000	16,784 29	16,220 89
61174X109	MONSTER BEVERAGE CORP	208 000	29,105 04	33,427 68
631103108	NASDAQ INC	180 000	7,473 69	11,640 60
641069406	NESTLE S A	165 000	9,825 64	12,728 10
666807102	NORTHROP GRUMMAN CORP	100 000	16,288 84	22,228 00
66987V109	NOVARTIS A G	204 000	15,071 74	16,832 04
670100205	NOVO-NORDISK A S	429 000	22,789 16	23,071 62
674599105	OCCIDENTAL PETE CORP DEL	160 000	8,979 60	12,089 60
68389X105	ORACLE CORP	762 000	30,737 33	31,188 66
693390841	PIMCO HIGH YIELD FD	15488 483	143,268 47	132,116 76
693475105	PNC FINL SVCS GROUP INC	121 000	10,664 67	9,848 19
693506107	PPG INDS INC	200 000	21,328 31	20,830 00
717081103	PFIZER INC	477 000	9,995 94	16,795 17
718172109	PHILIP MORRIS INTL INC	302 000	26,217 62	30,719 44
73935S105	POWERSHARES DB COMMODITY	26833 000	602,753 20	411,886 55
742718109	PROCTER & GAMBLE CO	278 000	23,015 94	23,538 26
744320102	PRUDENTIAL FINL INC	81 000	4,460 53	5,778 54
747525103	QUALCOMM INC	470 000	23,882 56	25,177 90

TR R & CT GWATHMEY MEM U/W EGJ

54-6191586

Balance Sheet

06/30/2016

Bank of America



Cusip	Asset	Units	Basis	Market Value
784117103	SEI INVESTMENTS CO	437 000	18,907 63	21,024 07
78572M105	SABMILLER PLC	278 000	16,844 12	16,240 20
806857108	SCHLUMBERGER LTD	415 000	31,690 67	32,818 20
832696405	SMUCKER J M CO	79 000	10,376 49	12,040.39
87612E106	TARGET CORP	147 000	7,724 59	10,263 54
882508104	TEXAS INSTRS INC	324.000	16,487 41	20,298 60
883556102	THERMO FISHER SCIENTIFIC CORP	79 000	4,426 99	11,673 04
88579Y101	3M CO	66 000	7,862 27	11,557 92
887317303	TIME WARNER INC	81 000	5,612 68	5,956 74
89417E109	TRAVELERS COS INC	126 000	8,314 88	14,999 04
902973304	US BANCORP DEL	437 000	18,445 33	17,624 21
907818108	UNION PAC CORP	81 000	6,680 14	7,067 25
911312106	UNITED PARCEL SVC INC	178 000	18,673 83	19,174 16
913017109	UNITED TECHNOLOGIES CORP	181 000	8,558.22	18,561 55
921943858	VANGUARD FTSE DEVELOPED	24070 000	876,235 85	851,115 20
92220P105	VARIAN MED SYS INC	191 000	15,040 63	15,705 93
922908553	VANGUARD REIT	9644 000	606,707 19	855,133 48
92343V104	VERIZON COMMUNICATIONS INC	283 000	13,521 58	15,802 72
92826C839	VISA INC	454 000	14,889 97	33,673 18
949746101	WELLS FARGO & CO	376 000	13,431 65	17,796 08
94987W737	WELLS FARGO ADVANTAGE	53453 726	507,275 86	547,900 69
98389B100	XCEL ENERGY INC	91 000	3,387 96	4,074 98
988498101	YUM BRANDS INC	204 000	16,401 16	16,915 68
99Z466197	INTERNATIONAL FOCUSED EQUITY	81550 115	793,593 63	879,599 54
G0408V102	AON PLC	74 000	8,050.45	8,083 02
G1151C101	ACCENTURE PLC	216 000	14,753 77	24,470 64
G27823106	DELPHI AUTOMOTIVE PLC	102 000	3,467 48	6,385 20
G29183103	EATON CORP PLC	134 000	8,288 13	8,003 82
G5960L103	MEDTRONIC PLC	194 000	14,820 60	16,833 38
H1467J104	CHUBB LTD	119 000	8,835 85	15,554 49
		Totals	13,262,694 11	13,826,569 93