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For calendar year 2016, or tax year beginning 01-01-2016, and ending 12-31-2016

Name of foundation RIVER BRANCH FOUNDATION		A Employer identification number 22-6054887	
Number and street (or P O box number if mail is not delivered to street address) 830-13 A1A NORTH PMB 391		Room/suite	B Telephone number (see instructions) (904) 396-5831
City or town, state or province, country, and ZIP or foreign postal code PONTE VEDRA, FL 32062			
G Check all that apply <div><input type="checkbox"/> Initial return</div> <div><input type="checkbox"/> Initial return of a former public charity</div> <div><input type="checkbox"/> Final return</div> <div><input type="checkbox"/> Amended return</div> <div><input checked="" type="checkbox"/> Address change</div> <div><input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here 2. Foreign organizations meeting the 85% test, check here and attach computation	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here	
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 20,980,727		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here	
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) (Part I, column (d) must be on cash basis)			

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	309,992	309,992		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,077,658			
	b Gross sales price for all assets on line 6a	5,639,866			
	7 Capital gain net income (from Part IV, line 2)		1,077,658		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	1,323	1,323		
	12 Total. Add lines 1 through 11	1,388,973	1,388,973		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	11,940	8,955		2,985
	c Other professional fees (attach schedule)	105,068	105,068		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	22,599	9,947		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	800	0		0
	24 Total operating and administrative expenses. Add lines 13 through 23	140,407	123,970		2,985
	25 Contributions, gifts, grants paid	1,720,000			1,720,000
	26 Total expenses and disbursements. Add lines 24 and 25	1,860,407	123,970		1,722,985
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-471,434			
	b Net investment income (if negative, enter -0-)		1,265,003		
c Adjusted net income(if negative, enter -0-)					

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	552,923	622,718	622,718
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	22,220	9,568	
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	15,593,768	15,065,191	20,358,009
	c	Investments—corporate bonds (attach schedule)			
	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)	16,168,911	15,697,477	20,980,727	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
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"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	16,168,911	15,697,477	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	0	0	
	30	Total net assets or fund balances (see instructions)	16,168,911	15,697,477	
31	Total liabilities and net assets/fund balances (see instructions) .	16,168,911	15,697,477		

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	16,168,911
2	Enter amount from Part I, line 27a	2	-471,434
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	15,697,477
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	15,697,477

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)
1 a PUBLICLY TRADED SECURITIES	P		
b CAPITAL GAINS DIVIDENDS	P		
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 5,233,768		4,562,208	671,560
b 406,098			406,098
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			671,560
b			406,098
c			
d			
e			

2 Capital gain net income or (net capital loss)	2	1,077,658
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 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))
2015	1,192,767	21,944,826	0 054353
2014	801,024	21,801,025	0 036742
2013	1,067,564	19,611,839	0 054435
2012	1,135,320	17,436,272	0 065113
2011	747,791	17,256,157	0 043335

2 Total of line 1, column (d)	2	0 253978
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 050796
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5	4	20,787,658
5 Multiply line 4 by line 3	5	1,055,930
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	12,650
7 Add lines 5 and 6	7	1,068,580
8 Enter qualifying distributions from Part XII, line 4	8	1,722,985

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
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	1	12,650
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	0
3	Add lines 1 and 2.	3	12,650
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	12,650
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	22,211
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d.	7	22,211
8	Enter any penalty for underpayment of estimated tax. Check here <input 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	9,561
11	Enter the amount of line 10 to be Credited to 2017 estimated tax <input type="checkbox"/> 9,561 Refunded <input type="checkbox"/>	11	0

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for definition)? <i>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</i>	1b	No
c Did the foundation file Form 1120-POL for this year?	1c	No
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2	No
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	No
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	No
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5	No
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	Yes
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	Yes
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> FL, NJ		
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? <i>If "No," attach explanation</i> .	8b	Yes
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2016 or the taxable year beginning in 2016 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	9	No
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	No

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>RIVERBRANCHFOUNDATION.ORG</u>	13	Yes	
14	The books are in care of ► <u>EDWARD P SCHMITZER</u> Telephone no ► <u>(904) 396-5831</u>			

Located at ► 5011 GATE PARKWAY BLDG 100 SUITE 300 JACKSONVILLE FL ZIP+4 ► 32256

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	► 15		
16	At any time during calendar year 2016, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See instructions for exceptions and filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR). If "Yes," enter the name of the foreign country ►			

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.

1a	During the year did the foundation (either directly or indirectly)		Yes	No
	(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 type="checkbox"/> Yes <input checked="" 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		
	Organizations relying on a current notice regarding disaster assistance check here.			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2016, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2016?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
	If "Yes," list the years ► 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b	If "Yes," did it have excess business holdings in 2016 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 2016).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2016?	4b		No

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	5b		
Organizations relying on a current notice regarding disaster assistance check here.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b		No
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	Title, and average hours per week (b) devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
JENNIFER JOHNSON DUKE 830-13 A1A NORTH PMB 391 PONTE VEDRA, FL 32062	DIRECTOR 0 00	0	0	0
JUDITH LEROUX 830-13 A1A NORTH PMB 391 PONTE VEDRA, FL 32062	TRUSTEE 0 00	0	0	0
SIMON GREGG 830-13 A1A NORTH PMB 391 PONTE VEDRA, FL 32062	TRUSTEE 0 00	0	0	0
JASON GREGG 830-13 A1A NORTH PMB 391 PONTE VEDRA, FL 32062	TRUSTEE 0 00	0	0	0
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	Title, and average hours per week (b) devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	Expense account, (e) other allowances
NONE				
Total number of other employees paid over \$50,000.				0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		0

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	0
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0

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	20,517,577
b	Average of monthly cash balances.	1b	586,644
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	21,104,221
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	21,104,221
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	316,563
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	20,787,658
6	Minimum investment return. Enter 5% of line 5.	6	1,039,383

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	1,039,383
2a	Tax on investment income for 2016 from Part VI, line 5.	2a	12,650
b	Income tax for 2016 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	12,650
3	Distributable amount before adjustments. Subtract line 2c from line 1.	3	1,026,733
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	1,026,733
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1.	7	1,026,733

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	1,722,985
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4.	4	1,722,985
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	12,650
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	1,710,335

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 2015	(c) 2015	(d) 2016
1 Distributable amount for 2016 from Part XI, line 7				1,026,733
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2016				
a From 2011.				
b From 2012. 287,500				
c From 2013. 111,875				
d From 2014.				
e From 2015. 116,944				
f Total of lines 3a through e.	516,319			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ 1,722,985				
a Applied to 2015, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2016 distributable amount.				1,026,733
e Remaining amount distributed out of corpus	696,252			
5 Excess distributions carryover applied to 2016 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,212,571			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
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.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions		0		
e Undistributed income for 2015 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f Undistributed income for 2016 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2017				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required - see instructions).	0			
8 Excess distributions carryover from 2011 not applied on line 5 or line 7 (see instructions).	0			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	1,212,571			
10 Analysis of line 9				
a Excess from 2012. 287,500				
b Excess from 2013. 111,875				
c Excess from 2014.				
d Excess from 2015. 116,944				
e Excess from 2016. 696,252				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2016, enter the date of the ruling. ▶

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

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
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 organization 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))

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

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

TRUSTEE THE RIVER BRANCH FOUNDATION
PMB 391
PONTE VEDRA, FL 32062
(904) 396-5831

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

WRITTEN REQUESTS ACCEPTED FROM RECOGNIZED NONPROFIT ORGANIZATIONS NO PRESCRIBED APPLICATION FORMAT

c Any submission deadlines

NONE

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

ALL GRANTS ARE MADE TO ORGANIZATIONS RECOGNIZED BY IRS AS CHARITABLE ORGANIZATIONS MOST OF THESE ARE IN THE JACKSONVILLE AREA

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> See Additional Data Table				
Total			▶ 3a	1,720,000
b <i>Approved for future payment</i>				
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	309,992	
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.			18	1,323	
8 Gain or (loss) from sales of assets other than inventory			18	1,077,658	
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). .		0		1,388,973	0
13 Total. Add line 12, columns (b), (d), and (e).			13		1,388,973

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part XVII

- | | Yes | No |
|-------|-----|----|
| 1a(1) | | No |
| 1a(2) | | No |
| 1b(1) | | No |
| 1b(2) | | No |
| 1b(3) | | No |
| 1b(4) | | No |
| 1b(5) | | No |
| 1b(6) | | No |
| 1c | | No |

[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

**Sign
Here**

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

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

**Paid
Preparer
Use Only**

Print/Type preparer's name EDWARD P SCHMITZER	Preparer's Signature	Date	Check if self-employed <input type="checkbox"/>	PTIN P00411157
Firm's name ▶ SMOAK DAVIS & NIXON LLP				Firm's EIN ▶ 59-0602635
Firm's address ▶ 5011 GATE PARKWAY BLDG 100 STE 300 JACKSONVILLE, FL 322560562				Phone no (904) 396-5831

Form 990FPF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i>				
CONCORD ACADEMY 166 MAIN ST CONCORD, MA 01742	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	25,000
ECOFLIGHT 311K ASPEN AIRPORT BUSINESS CENTER ASPEN, CO 81611	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	20,000
EVERGLADES FOUNDATION 18001 OLD CUTLER ROAD PALMETTO BAY, FL 33157	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	50,000
PUBLIC TRUST ENVIRONMENTAL 2029 NORTH THIRD STREET JACKSONVILLE BEACH, FL 32250	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	20,000
ST JOHN'S RIVERKEEPER 2800 UNIVERSITY BLVD NORTH JACKSONVILLE, FL 32211	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	50,000
VERMONT STUDIO CENTER PO BOX 613 JOHNSON, VT 05656	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	1,100,000
HARBOR BRANCH FOUNDATION 5600 US 1 NORTH FT PIERCE, FL 34946	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	50,000
NEW JERSEY CONSERVATION 170 LONGVIEW ROAD FAR HILLS, NJ 07931	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	300,000
AUDUBON FLORIDA 4500 BISCAYNE BLVD STE 205 MIAMI, FL 33137	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	50,000
MATANZAS RIVERKEEPER 201 OWENS AVENUE ST AUGUSTINE, FL 32080	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	25,000
AGRARIAN TRUST 518 OLD SANTA FE TRAIL STE 1-151 SANTA FE, NM 87505	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	10,000
POLICE ATHLETIC LEAGUE OF JACKSONVILLE 3450 MONUMENT ROAD JACKSONVILLE, FL 32225	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	10,000
HARBOR BRANCH OCEANOGRAPHIC INSTITUTE INC 5600 US 1 NORTH FT PIERCE, FL 34946	N/A	PUBLIC CHARITY	PROVIDE FOR PROGRAM SERVICES	10,000
Total ► 3a				1,720,000

TY 2016 Accounting Fees Schedule**Name:** RIVER BRANCH FOUNDATION**EIN:** 22-6054887

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING FEES	11,940	8,955		2,985

TY 2016 Investments Corporate Stock Schedule

Name: RIVER BRANCH FOUNDATION
EIN: 22-6054887

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1022 SHS - 3M COMPANY	86,941	182,498
300 SHS - ACCENTURE LTD CL A	13,565	35,139
1267 SHS - ADOBE SYSTEMS INC.	40,097	130,438
1139 SHS - AIR PRODUCTS & CHEMICALS, INC.	84,667	163,811
346 SHS - ALPHABET INC CL A	119,383	274,187
228 SHS - ALPHABET INC CL C	65,809	175,975
300 SHS - AMAZON.COM, INC.	51,402	224,961
2176 SHS - APPLE, INC.	182,254	252,024
886 SHS - BECTON DICKINSON & CO.	68,935	146,677
14650 SHS - BERKSHIRE HATHAWAY CL B	673,929	2,387,657
3720 SHS - BORGWARNER INC	142,592	146,717
1011 SHS - CANADIAN PACIFIC LTD	93,172	144,340
2845 SHS - CELGENE CORP	301,598	329,309
2365 SHS - CERNER CORP COM	152,194	112,030
5998 SHS - CISCO SYSTEMS, INC.	123,870	181,259
2688 SHS - COMCAST CORP.	45,676	185,606
1852 SHS - COSTCO WHSL. CORP.	156,376	296,524
1600 SHS - DANAHER CORP.	128,416	124,544
9641 SHS - DANONE	145,081	121,284
1321 SHS - DISNEY (WALT) HOLDING CO.	44,483	137,675
1800 SHS - DOLLAR TREE STORES INC	121,623	138,924
1542 SHS - ECOLAB INC	175,496	180,753
1500 SHS - ESTEE LAUDER COMPANIES INC C1 A	108,233	114,735
2278 SHS - FACEBOOK	137,752	262,084
930 SHS - FEDEX CORP.	76,958	173,166
1100 SHS - FIDELITY NATL INFO SVC COM	84,065	83,204
1000 SHS - HONEYWELL INTERNATIONAL INC.	99,069	115,850
2090 SHS - INTERCONTINENTAL EXCHANGE	110,415	117,918
1978 SHS - JOHNSON & JOHNSON	126,185	227,885
3263 SHS - JPMORGAN CHASE & CO	182,157	281,564

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1700 SHS - KRAFT HEINZ COMPANY	126,273	148,444
2728 SHS - MASTERCARD CL A	258,082	281,666
1000 SHS - MEDTRONIC INC	74,822	71,230
5309 SHS - MICROSOFT CORP	235,335	329,901
3400 SHS - MONDELEZ INTERNATIONAL	68,443	150,722
694 SHS - MONSANTO CO NEW COM	39,508	73,016
2700 SHS - MONSTER BEVERAGE CORP	123,782	119,718
2838 SHS - NESTLE SA	133,425	203,598
888 SHS - NETFLIX	81,972	109,934
3394 SHS - NIKE INC CL B	144,671	172,517
2950 SHS - NORWEGIAN CRUISE LINE HOLDINGS LTD	102,516	125,463
2074 SHS - NOVARTIS ADR	115,215	151,070
2483 SHS - PACCAR INC.	144,888	158,664
3598 SHS - PAYPAL HOLDINGS, INC.	98,451	142,013
2886 SHS - PEPSICO, INC.	186,233	301,962
98 SHS - PRICELINE COM INC COM NEW	131,684	143,674
5667 SHS - PROGRESSIVE CORP OHIO	98,264	201,178
2100 SHS - QUALCOMM, INC.	110,813	136,920
1170 SHS - RALPH LAUREN CORP	150,791	105,674
4909 SHS - ROCHE HOLDINGS LTD.	101,849	140,054
877 SHS - ROPER INDS INC NEW	151,474	160,561
3833 SHS - ROYAL DUTCH SHELL	204,710	222,199
1424 SHS - S&P GLOBAL INC	94,056	153,137
2507 SHS - SCHLUMBERGER LTD.	214,678	210,463
8656 SHS - SOUTHWESTERN ENERGY	166,597	93,658
2400 SHS - STARBUCKS CORP	97,276	133,248
3310 SHS - TEXAS INSTRUMENTS, INC.	79,231	241,531
1037 SHS - THERMO FISHER SCIENIFIC	127,228	146,321
1941 SHS - TIFFANY & CO.	127,884	150,292
500 SHS - TJX COMPANIES, INC.	9,263	37,565

Name of Stock	End of Year Book Value	End of Year Fair Market Value
1483 SHS - UNION PACIFIC CORP	48,786	153,757
2055 SHS - UNITEDHEALTH GROUP INC COM	252,406	328,882
850 SHS - UNITED PARCEL SERVICES INC. CL B	57,793	97,444
4291 SHS - US BANCORP	124,541	220,429
2052 SHS - VISA INC. CL A	48,049	160,097
1800 SHS - WALGREENS BOOTS ALLIANCE	123,525	148,968
4513 SHS - WELLS FARGO & CO NEW COM STK	146,700	248,711
1107 SHS - WORKDAY INC	84,340	73,162
739 SHS - W W GRAINGER INC	72,810	171,633
1973 SHS - YUM BRANDS INC	110,040	124,950
96661 SHS - LONGLEAF PARTNERS INTERNATIONAL	2,673,389	2,657,207
44689 SHS - OAKMARK INTERNATIONAL FUND	741,840	1,014,447
34213 SHS - OAKMARK INTERNATIONAL SMALL CAP	599,942	499,508
43081 SHS - TWEEDY BROWNE GLOBAL VALUE	1,128,000	1,078,748
104886 SHS - VANGUARD S/T INVESTMENT GRADE	1,111,223	1,114,935

TY 2016 Other Expenses Schedule**Name:** RIVER BRANCH FOUNDATION**EIN:** 22-6054887**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BANK SERVICE CHARGES	125	0		0
MISCELLANEOUS	675	0		0

TY 2016 Other Income Schedule

Name: RIVER BRANCH FOUNDATION

EIN: 22-6054887

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
OTHER INCOME	1,323	1,323	1,323

TY 2016 Other Professional Fees Schedule**Name:** RIVER BRANCH FOUNDATION**EIN:** 22-6054887

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT ADVISORY FEES	105,068	105,068		0

TY 2016 Taxes Schedule**Name:** RIVER BRANCH FOUNDATION**EIN:** 22-6054887

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	9,947	9,947		0
EXCISE TAXES	12,652	0		0