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

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

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

OMB No 1545-0052

2016

Open to Public Inspection

For calendar year 2016 or tax year beginning

07/01, 2016, and ending

06/30, 2017

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

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

Room/suite

A Employer identification number
54-6191586

B Telephone number (see instructions)

877-446-1410**PO BOX 40200, FL9-300-01-16**

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

JACKSONVILLE, FL 32203-0200

G Check all that apply:

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at

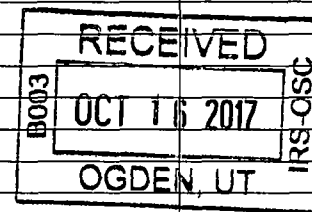
end of year (from Part II, col. (c), line

16) **\$ 14,775,302.**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	284,107.	280,768.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	526,385.			
b Gross sales price for all assets on line 6a 4,164,759.		526,385.		
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)	6,585.	1,067.		STMT 2
12 Total. Add lines 1 through 11	817,077.	808,220.		
13 Compensation of officers, directors, trustees, etc.	112,641.	67,585.		45,057.
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule) STMT 3	6,650.	NONE	NONE	6,650.
b Accounting fees (attach schedule) STMT 4	1,750.	1,050.	NONE	700.
c Other professional fees (attach schedule) STMT 5	40,012.	4,074.		35,938.
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 6	15,820.	8,970.		
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 7	3,736.	6,267.		648.
24 Total operating and administrative expenses. Add lines 13 through 23	180,609.	87,946.	NONE	88,993.
25 Contributions, gifts, grants paid	659,000.			659,000.
26 Total expenses and disbursements. Add lines 24 and 25	839,609.	87,946.	NONE	747,993.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-22,532.			
b Net investment income (if negative, enter -0-)		720,274.		
c Adjusted net income (if negative, enter -0-)				



JSA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		481,004.	541,383.	541,383.
	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 8.	12,781,690.	12,788,520.	14,233,919.
	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)		13,262,694.	13,329,903.	14,775,302.
17		Accounts payable and accrued expenses				
18		Grants payable				
19	Deferred revenue					
20	Loans from officers, directors, trustees, and other disqualified persons					
21	Mortgages and other notes payable (attach schedule)					
22	Other liabilities (describe ▶)					
23	Total liabilities (add lines 17 through 22)			NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> 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		383,543.	450,752.	
	30	Total net assets or fund balances (see instructions)		13,262,694.	13,329,903.	
	31	Total liabilities and net assets/fund balances (see instructions)		13,262,694.	13,329,903.	

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	13,262,694.
2	Enter amount from Part I, line 27a	2	-22,532.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	164,227.
4	Add lines 1, 2, and 3	4	13,404,389.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	74,486.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13,329,903.

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					
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 2,342,342.		1,867,281.	475,061.		
b 1,822,417.		1,771,093.	51,324.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			475,061.		
b			51,324.		
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	526,385.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

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

☐ Yes ☒ No

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

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.			
(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2015	761,567.	13,739,781.	0.055428
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
2 Total of line 1, column (d)			2 0.248461
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 0.049692
4 Enter the net value of noncharitable-use assets for 2016 from Part X, line 5			4 14,237,585.
5 Multiply line 4 by line 3.			5 707,494.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 7,203.
7 Add lines 5 and 6.			7 714,697.
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.			8 747,993.

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	7,203.
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	7,203.
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	7,203.
6	Credits/Payments		
a	2016 estimated tax payments and 2015 overpayment credited to 2016	6a	9,286.
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	9,286.
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	2,083.
11	Enter the amount of line 10 to be Credited to 2017 estimated tax <input checked="" type="checkbox"/> 2,083. Refunded <input type="checkbox"/> 11	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		<input checked="" type="checkbox"/>
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.		<input checked="" type="checkbox"/>
c Did the foundation file Form 1120-POL for this year?		<input checked="" type="checkbox"/>
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. <input type="checkbox"/> \$ _____ (2) On foundation managers. <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input 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.		<input checked="" type="checkbox"/>
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		<input checked="" type="checkbox"/>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<input checked="" type="checkbox"/>
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		<input checked="" type="checkbox"/>
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?	<input checked="" type="checkbox"/>	
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	<input checked="" type="checkbox"/>	
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	<input checked="" type="checkbox"/>	
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)? If "Yes," complete Part XIV		<input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		<input checked="" type="checkbox"/>

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 14</u> Telephone no. <u></u> Located at <u></u> ZIP+4 <u></u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here 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? See the instructions for exceptions and filing requirements for FinCEN Form 114. If "Yes," enter the name of the foreign country <u></u>	16	X

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2016?	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 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 <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 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	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 2016?	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 ☐ ☒
- 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 15		112,641.		

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	14,022,004.
b	Average of monthly cash balances	1b	432,397.
c	Fair market value of all other assets (see instructions).	1c	NONE
d	Total (add lines 1a, b, and c)	1d	14,454,401.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	14,454,401.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	216,816.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,237,585.
6	Minimum investment return. Enter 5% of line 5	6	711,879.

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	711,879.
2a	Tax on investment income for 2016 from Part VI, line 5	2a	7,203.
b	Income tax for 2016. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	7,203.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	704,676.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	704,676.
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	704,676.

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	747,993.
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	747,993.
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	7,203.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	740,790.

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				704,676.
2 Undistributed income, if any, as of the end of 2016				
a Enter amount for 2015 only.			NONE	
b Total for prior years 20 <u>14</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2016				
a From 2011	NONE			
b From 2012	NONE			
c From 2013	NONE			
d From 2014	NONE			
e From 2015	49,755.			
f Total of lines 3a through e	49,755.			
4 Qualifying distributions for 2016 from Part XII, line 4 ▶ \$ <u>747,993.</u>				
a Applied to 2015, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2016 distributable amount.				704,676.
e Remaining amount distributed out of corpus.	43,317.			
5 Excess distributions carryover applied to 2016. (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	93,072.			
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 2015. Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2016. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2017.				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 2011 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2017. Subtract lines 7 and 8 from line 6a	93,072.			
10 Analysis of line 9				
a Excess from 2012	NONE			
b Excess from 2013	NONE			
c Excess from 2014	NONE			
d Excess from 2015	49,755.			
e Excess from 2016	43,317.			

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 foundation is a private operating foundation described in section

	Tax year	Prior 3 years			(e) Total
	(a) 2016	(b) 2015	(c) 2014	(d) 2013	
2 Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter:					
(1) Value of all assets.					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.					
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income					

Part XV	Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)
----------------	--

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

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:

SEE STATEMENT 18

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines.

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

<div>Recipient</div> <div>Name and address (home or business)</div>	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHED	N/A	PC	UNRESTRICTED GENERAL SUPPORT	659,000.
Total			▶ 3a	659,000.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) 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	284,107.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	526,385.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b EXCISE TAX REFUND			1	6,585.	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				817,077.	
13 Total. Add line 12, columns (b), (d), and (e)				817,077.	

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

[illegible]

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	3,055.	3,055.
FOREIGN DIVIDENDS	47,492.	47,492.
NONDIVIDEND DISTRIBUTIONS	6,263.	
DOMESTIC DIVIDENDS	135,887.	135,887.
OTHER INTEREST	25,613.	25,613.
FOREIGN INTEREST	1,085.	1,085.
U.S. GOVERNMENT INTEREST (FEDERAL TAXABLE	8,378.	8,378.
NON-TAXABLE FOREIGN INCOME	-2,924.	
NONDISTRIBUTIVE DIVIDENDS	600.	600.
NONQUALIFIED FOREIGN DIVIDENDS	14,369.	14,369.
NONQUALIFIED DOMESTIC DIVIDENDS	44,289.	44,289.
	-----	-----
TOTAL	284,107.	280,768.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
EXCISE TAX REFUND PARTNERSHIP INCOME	6,585.	1,067.
TOTALS	6,585. =====	1,067. =====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - PRINCIPAL (ALLOCA	3,325.			3,325.
LEGAL FEES - INCOME (ALLOCA	3,325.			3,325.
	-----	-----	-----	-----
TOTALS	6,650.	NONE	NONE	6,650.
	=====	=====	=====	=====

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.	1,050.		700.
TOTALS	1,750.	1,050.	NONE	700.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
GRANTMAKING FEES - BOA	35,938.		35,938.
INVESTMENT ADVISORY FEES	4,074.	4,074.	
	-----	-----	-----
TOTALS	40,012. =====	4,074. =====	35,938. =====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	8,104.	8,104.
EXCISE TAX ESTIMATES	6,850.	
FOREIGN TAXES ON QUALIFIED FOR	617.	617.
FOREIGN TAXES ON NONQUALIFIED	249.	249.
	-----	-----
TOTALS	15,820.	8,970.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER ALLOCABLE EXPENSE-PRINCI	1,514.	1,514.	
OTHER ALLOCABLE EXPENSE-INCOME	1,514.	1,514.	
OTHER INVESTMENT FEE	60.	60.	
OTHER CHARITABLE EXPENSES	648.		648.
PARTNERSHIP EXPENSES		3,179.	
TOTALS	3,736.	6,267.	648.

TR R & CT GWATHMEY MEM U/W EGJ

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

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
SEE SCHEDULE ATTACHED	12,781,690.	12,788,520.	14,233,919.
	-----	-----	-----
TOTALS	12,781,690.	12,788,520.	14,233,919.
	=====	=====	=====

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

DESCRIPTION -----	AMOUNT -----
CTF ADJUSTMENT	162,477.
FEE CHARGED IN ERROR LY-REVERSED	1,750.

TOTAL	164,227.
	=====

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

DESCRIPTION -----	AMOUNT -----
PARTNERSHIP ADJUSTMENT	42,770.
COST BASIS ADJUSTMENT	10,951.
BASIS ADJUSTMENT ON SALES	20,740.
TAX EFFECTIVE SALES ADJUSTMENT	10.
ROUNDING ADJUSTMENT	15.

TOTAL	74,486.
	=====

JSA
6F0970 1 000

GAINS AND LOSSES FROM PASS-THRU ENTITIES
=====NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIESCOMMON TRUST FUNDS -25,923.00

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

-25,923.00
=====NET LONG-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS
AND OTHER FIDUCIARIES

COMMON TRUST FUNDS 72,499.00

PARTNERSHIPS, TRUSTS, S CORPORATIONS

42,770.00

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

115,269.00
=====

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 112,641.

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

TR R & CT GWATHMEY MEM U/W EGJ

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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:

112,641.

=====

STATEMENT 17

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

54-6191586

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

STATEMENT 18

TR R & CT GWATHMEY MEM U/W EGJ

54-6191586

Balance Sheet

06/30/2017

Bank of America



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	541382 790	541,382 79	541,382 79
002824100	ABBOTT LABS	111 000	3,564 67	5,395 71
01609W102	ALIBABA GROUP HLDG LTD	139 000	10,673.54	19,585.10
02079K107	ALPHABET INC	10 000	2,942.59	9,087.30
02079K305	ALPHABET INC	10 000	7,318.25	9,296 80
023135106	AMAZON COM INC	25 000	4,581.40	24,200.00
025816109	AMERICAN EXPRESS CO	54 000	3,261 59	4,548 96
031162100	AMGEN INC	36.000	5,364 36	6,200 28
032654105	ANALOG DEVICES INC	18.000	1,029 87	1,400 40
039483102	ARCHER DANIELS MIDLAND CO	70 000	2,220.05	2,896 60
052769106	AUTODESK INC	113.000	6,410 25	11,392 66
053015103	AUTOMATIC DATA PROCESSING INC	27.000	2,377.77	2,766.42
125509109	CIGNA CORP	32 000	4,350.65	5,356 48
126650100	CVS HEALTH CORP	75.000	3,225.49	6,034 50
156782104	CERNER CORP	114.000	5,293 19	7,577 58
17275R102	CISCO SYS INC	455 000	12,682.31	14,241 50
172967424	CITIGROUP INC	159 000	6,724 30	10,633 92
191216100	COCA COLA CO	214 000	9,711 38	9,597 90
19765N245	COLUMBIA DIVIDEND INCOME FUND	15529.059	225,481 94	318,190 42
20030N101	COMCAST CORP	219 000	3,689 81	8,523 48
202671913	AGGREGATE BOND CTF	96347 736	1,653,822 94	1,621,831 07
207543877	SMALL CAP GROWTH LEADERS CTF	20444.934	518,293.23	557,253 25
222070203	COTY INC	174 000	3,868 91	3,264.24
23355L106	DXC TECHNOLOGY CO	38 000	2,895 51	2,915 36
235851102	DANAHER CORP DEL	59 000	2,415.98	4,979 01
23636T100	DANONE	693 000	9,513 31	10,403 32
244199105	DEERE & CO	68.000	5,701 74	8,404 12
26441C204	DUKE ENERGY CORP	35.000	2,901 60	2,925 65
26875P101	EOG RES INC	59 000	4,453 36	5,340 68
29099J109	EMERGING MARKETS STOCK	11348 484	473,520 60	606,148 63
294429105	EQUIFAX INC	11 000	1,315 92	1,511 62
302130109	EXPEDITORS INTL WASHINGTON INC	159 000	7,682 94	8,980 32
302993993	MID CAP VALUE CTF	15156 889	511,344 60	514,849 21
30303M102	FACEBOOK INC	144 000	10,558 94	21,741 12

TR R & CT GWATHMEY MEM U/W EGJ
54-6191586
Balance Sheet
06/30/2017



Cusip	Asset	Units	Basis	Market Value
303075105	FACTSET RESH SYS INC	31 000	4,679.15	5,151 58
303995997	SMALL CAP VALUE CTF	18396 586	539,480 81	569,179 33
31620M106	FIDELITY NATL INFORMATION SVCS	71 000	3,086 51	6,063 40
323991307	MID CAP GROWTH CTF	15865 405	513,058 46	513,031 67
337738108	FISERV INC	32.000	3,336 71	3,914 88
38141G104	GOLDMAN SACHS GROUP INC	42 000	3,969 39	9,319 80
38145C646	GOLDMAN SACHS STRATEGIC	98960 138	1,031,500 04	956,944 53
438516106	HONEYWELL INTL INC	44.000	2,369 87	5,864 76
452308109	ILLINOIS TOOL WKS INC	22.000	1,827 99	3,151 50
464287200	ISHARES CORE S&P 500 ETF	9242 000	1,921,733 58	2,249,595 22
464287226	ISHARES CORE US AGGREGATE	1370 000	150,097 47	150,028 70
464287507	ISHARES CORE S&P MID CAP ETF	2563 000	361,032 03	445,833 85
464287655	ISHARES RUSSELL 2000 ETF	3675 000	428,519 24	517,881 00
46625H100	J P MORGAN CHASE & CO	161 000	5,170 63	14,715 40
478160104	JOHNSON & JOHNSON	79.000	5,082 11	10,450 91
58155Q103	MCKESSON CORP	29.000	4,447 71	4,771 66
58933Y105	MERCK & CO INC	63 000	3,336.31	4,037 67
59156R108	METLIFE INC	119 000	3,960 78	6,537 86
594918104	MICROSOFT CORP	121.000	6,265.66	8,340 53
61174X109	MONSTER BEVERAGE CORP	238.000	10,482 87	11,823 84
631103108	NASDAQ INC	53 000	1,955 23	3,788 97
641069406	NESTLE S A	87 000	5,011 20	7,581 18
666807102	NORTHROP GRUMMAN CORP	29 000	4,364 62	7,444 59
66987V109	NOVARTIS A G	78 000	5,721.15	6,510 66
670100205	NOVO-NORDISK A S	231.000	10,023 82	9,907 59
674599105	OCCIDENTAL PETE CORP DEL	45 000	1,523 40	2,694 15
68389X105	ORACLE CORP	293 000	11,581 12	14,691 02
693390841	PIMCO HIGH YIELD FD	15488 483	143,103 65	139,396 35
693475105	PNC FINL SVCS GROUP INC	61.000	5,096 61	7,617 07
693506107	PPG INDS INC	80 000	8,125 62	8,796 80
713448108	PEPSICO INC	42 000	4,673 62	4,850 58
717081103	PFIZER INC	238 000	4,487 08	7,994 42
718172109	PHILIP MORRIS INTL INC	128 000	10,791 22	15,033 60
73935S105	POWERSHARES DB COMMODITY	9996 000	153,145 56	144,442 20

TR R & CT GWATHMEY MEM U/W EGJ

54-6191586

Balance Sheet

06/30/2017

Bank of America



Cusip	Asset	Units	Basis	Market Value
742718109	PROCTER & GAMBLE CO	106.000	8,770 55	9,237 90
747525103	QUALCOMM INC	182 000	9,154 58	10,050.04
75886F107	REGENERON PHARMACEUTICALS	20.000	7,459 17	9,822.80
784117103	SEI INVESTMENTS CO	165 000	6,934 94	8,873 70
806857108	SCHLUMBERGER LTD	190 000	13,968 60	12,509.60
857477103	STATE STR CORP	54 000	4,154.94	4,845 42
882508104	TEXAS INSTRS INC	83.000	3,529.01	6,385.19
883556102	THERMO FISHER SCIENTIFIC CORP	24 000	960 69	4,187 28
88579Y101	3M CO	32 000	2,934 36	6,662 08
887317303	TIME WARNER INC	33 000	2,271.37	3,313 53
89417E109	TRAVELERS COS INC	51 000	3,001 22	6,453 03
902973304	US BANCORP DEL	172 000	7,027 61	8,930.24
907818108	UNION PAC CORP	66 000	5,393 19	7,188 06
911312106	UNITED PARCEL SVC INC	68 000	7,094 14	7,520.12
913017109	UNITED TECHNOLOGIES CORP	27 000	3,302.14	3,296.97
921943858	VANGUARD FTSE DEVELOPED	42076.000	1,636,984.04	1,738,580.32
922042858	VANGUARD FTSE EMERGING MKTS	14347 000	561,167 33	585,788.01
92214X106	VAREX IMAGING CORP	7.000	168 23	236 60
92220P105	VARIAN MED SYS INC	71 000	4,860 44	7,326 49
922908553	VANGUARD REIT	7122 000	437,432.28	592,764.06
92826C839	VISA INC	172 000	3,636.63	16,130 16
949746101	WELLS FARGO & CO	147.000	4,953.42	8,145 27
94987W737	WELLS FARGO ABSOLUTE RETURN	57076 363	547,275 86	634,118.39
98389B100	XCEL ENERGY INC	122 000	4,561 41	5,597.36
988498101	YUM BRANDS INC	79.000	4,410 37	5,827 04
98850P109	YUM CHINA HLDGS INC	109.000	2,626 61	4,297 87
99Z466197	INTERNATIONAL FOCUSED EQUITY	58867 695	555,112 34	744,847 06
G02602103	AMDOCS LTD	22 000	1,299 88	1,418 12
G0408V102	AON PLC	43 000	4,651 51	5,716 85
G1151C101	ACCENTURE PLC	87 000	5,259 36	10,760 16
G27823106	DELPHI AUTOMOTIVE PLC	60.000	1,692.59	5,259 00
G29183103	EATON CORP PLC	70 000	4,076 06	5,448 10
G51502105	JOHNSON CONTROLS INTL PLC	179 000	7,769.40	7,761 44
G5960L103	MEDTRONIC PLC	126 000	9,361 03	11,182 50

TR R & CT GWATHMEY MEM U/W EGJ

54-6191586

Balance Sheet

06/30/2017

Bank of America



Cusip	Asset	Units	Basis	Market Value
H1467J104	CHUBB LTD	59 000	3,030 25	8,577 42
		Totals	13,329,902 55	14,775,301 86

TR R & CT GWATHMEY MEM U/W EGJ

54-6191586

PART XV

Name	Address	Amount
BELMONT	224 WASHINGTON ST. FREDERICKSBURG, VA 22405	10,000 00
HAMPTON UNIVERSITY	100 E QUEEN ST HAMPTON, VA 23668	21,000 00
SHALOM FARMS	1010 W LABURNUM AVE RICHMOND, VA 23227	15,000 00
HOPE	680 W MAIN ST WYTHEVILLE, VA 24382	17,500 00
COMMONWEALTH CATHOLIC CHARITIES	1601 ROLLING HILLS DR HENRICO, VA 23229	3,000 00
THE COMMUNITY FOUNDATION	7501 BOULDER VIEW DR #110 RICHMOND, VA 23225	12,500 00
CAPE CHARLES HISTORICAL SOCIETY	814 RANDOLPH AVE CAPE CHARLES, VA 23310	10,000 00
FREDRICKSBURG AREA MUSEUM & CC	P O. BOX 922 FREDERICKSBRG, VA 22404	25,000.00
GLOUCESTER ARTS ON MAIN, INC	6580 B MAIN ST GLOUCESTER, VA 23061	9,000 00
RICHMOND PUBLIC LIBRARY FDN.	101 EAST FRANKLIN ST RICHMOND, VA 23219	10,000 00
VIRGINIA DENTAL ASSOCIATION FDN.	3460 MARYLAND CT. #110 HENRICO, VA 23233	20,000 00
CHESAPEAKE SERVICE SYSTEMS, INC.	1100 EXECUTIVE BLVD CHESAPEAKE, VA 23320	20,000 00
MENCHVILLE HOUSE MINISTRIES	13658 WARWICK BLVD NEWPORT NEWS, VA 23602	10,000.00
SPORTABLE RICHMOND	1365 OVERBROOK RD ROOM 2 RICHMOND, VA 23220	25,000 00
BOYS & GIRLS CLUBS OF CENTRAL VA	P.O BOX 707 CHARLOTTESVILLE, VA 22904	21,000 00

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PART XV

(continued)

ROCKBRIDGE AREA HOSPICE	315 MYERS ST. LEXINGTON, VA 24450	10,000 00
FDN OF THE FLORA OF VA PROJECT	P.O BOX 512 RICHMOND, VA 23218	35,000 00
CROSS OVER MINISTRY, INC	8600 QUIOCCASIN RD #101 RICHMOND, VA 23229	30,000 00
1708 GALLERY EAST MAIN, INC	P O BOX 12520 RICHMOND, VA 23241	15,000 00
BARNES OF ROSE HILL	95 CHALMERS COURT BERRYVILLE, VA 22611	12,500 00
COLONIAL WILLIMSBURG FOUNDATION	134 N. HENRY ST. WILLIAMSBURG, VA 23815	15,000 00
HANOVER TAVERN FOUNDATION	P O BOX 487 HANOVER, VA 23069	25,000 00
MENOKIN FOUNDATION	P O BOX 1221 WARSAW, VA 22572	25,000 00
DOWN BY DOWNTOWN MUSIC	24 KIRK AVE. SW ROANOKE, VA 24011	10,000 00
VALENTINE MUSEUM	1015 E CLAY ST RICHMOND, VA 23219	20,000 00
VIRGINIA HISTORICAL SOCIETY	P O BOX 7311 RICHMOND, VA 23221	30,000 00
THE BOOK ARTS PRESS, INC	114 ALDERMAN LIBRARY CHARLOTTESVILLE, VA 22904	10,000 00
PARTNERSHIP FOR THE FUTURE	4521 HIGHWOODS PKWY GLENN ALLEN, VA 23060	10,000 00
SOUTHSIDE VA COMMUNITY COLLEGE	109 CAMPUS DRIVE ALBERTA, VA 23821	20,000 00
A KIDS HAVEN	325 12TH ST LYNCHBURG, VA 24504	10,000 00
FREDRICKSBURG REGIONAL FOOD BANK	3631 LEE HILL DR FREDERICKSBURG, VA 22408	15,000.00

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PART XV

(continued)

THE POSITIVE VIBE FOUNDATION	2825 HATHAWAY RD RICHMOND, VA 23225	12,500 00
RENOVATION ALLIANCE	P.O. BOX 4532 ROANOKE, VA 24015	15,000 00
GREATER RICHMOND AQUATICS	5050 RIDGEDALE PKWY RICHMOND, VA 23234	20,000 00
HOLIDAY LAKE 4H EDUCATIONAL CENTER	1267 4-H CAMP RD APPOMATTOX, VA 24522	20,000 00
FOUNDATION FOR REHABILITATION	P O BOX 8873 ROANOKE, VA 24014	10,000.00
HEART HAVENS, INC	812 MOOREFIELD PK DR.#301 RICHMOND, VA 23236	5,000 00
PETER PAUL DEVELOPMENT CENTER	1708 N 22ND ST RICHMOND, VA 23223	25,000 00
ST JOSEPHS VILLA	8000 BROOK ROAD RICHMOND, VA 23227	15,000 00
VERSABILITY RESOURCES	2520 58TH ST HAMPTON, VA 23661	15,000 00

\$ 659,000 00