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Form 990-PF

Department of the Treasury

Internal Revenue Service

Return of Private Foundation

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

Do not enter social security numbers on this form as it may be made public.

Go to www.irs.gov/Form990PF for instructions and the latest information.

OMB No 1545-0052

2018

Open to Public Inspection

For calendar year 2018, or tax year beginning 05-01-2018

, and ending 04-30-2019

Name of foundation
WHITLOCK MEMORIAL FUND UW

A Employer identification number
54-6225993

Number and street (or P O box number if mail is not delivered to street address)
PO BOX 1802

Room/suite

B Telephone number (see instructions)
(888) 866-3275

City or town, state or province, country, and ZIP or foreign postal code
PROVIDENCE, RI 029011802

C If exemption application is pending, check here

G Check all that apply

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

D 1. Foreign organizations, check here

2 Foreign organizations meeting the 85% test, check here and attach computation

H Check type of organization

Section 501(c)(3) exempt private foundation

Section 4947(a)(1) nonexempt charitable trust

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) \$ 2,959,286

J Accounting method

Cash

Accrual

Other (specify)

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

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 If the foundation is not required to attach Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

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)

12 Total. Add lines 1 through 11

Operating and Administrative Expenses

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach schedule)

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see instructions)

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

For Paperwork Reduction Act Notice, see instructions.

Cat No 11289X

Form 990-PF (2018)

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	38,136	66,477	66,477
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____		0	0
	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 ▶ _____ 0			
	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)	2,719,567	2,638,634	2,892,809
	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)			0
	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)	2,757,703	2,705,111	2,959,286	
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	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ 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 ☒ and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds	2,757,703	2,705,111	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	2,757,703	2,705,111		
31	Total liabilities and net assets/fund balances (see instructions) .	2,757,703	2,705,111		

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	2,757,703
2	Enter amount from Part I, line 27a	2	-15,551
3	Other increases not included in line 2 (itemize) ▶ _____	3	2,778
4	Add lines 1, 2, and 3	4	2,744,930
5	Decreases not included in line 2 (itemize) ▶ _____	5	39,819
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 .	6	2,705,111

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 ► _____	13	Yes	
14	The books are in care of ► <u>BANK OF AMERICA</u> Telephone no ► <u>(888) 866-3275</u>			

Located at ► PO BOX 1802 PROVIDENCE RI ZIP+4 ► 029011802

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 2018, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
	See the instructions for exceptions and filing requirements for FinCEN Form 114. 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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ 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)? ☐ Yes ☒ 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). ☐ Yes ☒ 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		No
	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 2018?	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 2018, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2018?		☐ Yes ☒ 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?		☐ Yes ☒ No	
b	If "Yes," did it have excess business holdings in 2018 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 2018).	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 2018?	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		Yes	No
(1)	Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2)	Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3)	Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4)	Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions.	☐ Yes ☒ No		
(5)	Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions.		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? If "Yes," attach the statement required by Regulations section 53.4945–5(d)	☐ Yes ☐ No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 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	7b	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			
8	Is the foundation subject to the section 4960 tax on payment(s) of more than \$1,000,000 in remuneration or excess parachute payment during the year?	☐ Yes ☒ No		

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

1 List all officers, directors, trustees, foundation managers and their compensation. See instructions				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA NA 730 15TH ST NW WASHINGTON, DC 200051012	TRUSTEE 1	37,120		
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				
Total number of other employees paid over \$50,000.				0

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 2018, 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) 2018	(b) 2017	(c) 2016	(d) 2015	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test— enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed. . .					
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:	
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2)) NONE	
b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest NONE	
2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:	
Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.	
a The name, address, and telephone number or email address of the person to whom applications should be addressed	
b The form in which applications should be submitted and information and materials they should include	
c Any submission deadlines	
d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors	

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	
b <i>Approved for future payment</i>				
Total			▶ 3b	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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 5633 196 INVESCO BALANCED-RISK ALLOCATION FUND CL R6		2018-02-01	2019-01-31
1 2036 AQR LONG-SHORT EQUITY FUND CL I		2017-02-02	2018-11-30
311 02 AQR LONG-SHORT EQUITY FUND CL I		2018-06-29	2018-11-30
2857 546 AQR MANAGED FUTURES STRATEGY FUND CL I		2016-07-05	2019-01-31
422 48 AQR MANAGED FUTURES STRATEGY FUND CL I		2017-10-02	2019-01-31
5191 269 BLACKSTONE ALTERNATIVE MULTI- STRATEGY FUND-ISTL		2018-11-30	2019-01-31
1119 163 BLACKROCK STRATEGIC INCOME OPPORTUNITIES PORTFOLIO INSTL CL		2018-02-01	2018-11-30
1964 771 BLACKROCK STRATEGIC INCOME OPPORTUNITIES PORTFOLIO INSTL CL		2018-02-01	2019-01-31
4383 198 BLACKROCK STRATEGIC INCOME OPPORTUNITIES PORTFOLIO INSTL CL		2017-10-02	2019-01-31
1591 388 BLACKROCK STRATEGIC INCOME OPPORTUNITIES PORTFOLIO INSTL CL		2017-02-02	2019-01-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
60,106		62,134	-2,028
23,821		26,834	-3,013
3,639		3,962	-323
23,460		30,176	-6,716
3,469		3,714	-245
55,287		55,495	-208
10,755		11,267	-512
19,058		19,780	-722
42,517		43,693	-1,176
15,436		15,670	-234

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-2,028
			-3,013
			-323
			-6,716
			-245
			-208
			-512
			-722
			-1,176
			-234

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
7925 352 BLACKROCK STRATEGIC INCOME OPPORTUNITIES PORTFOLIO INSTL CL		2016-07-05	2019-01-31
1 655 455 AGGREGATE BOND CTF		2012-09-30	2018-11-30
246 093 SMALL CAP GROWTH LEADERS CTF		2014-08-15	2018-06-30
31 367 MID CAP VALUE CTF		2014-08-15	2018-06-30
220 672 MID CAP GROWTH CTF		2014-08-15	2018-06-30
91 455 DIVIDEND INCOME COMMON TRUST FUND		2014-08-15	2018-06-30
143 746 DIVIDEND INCOME COMMON TRUST FUND		2014-08-15	2018-11-30
467 INVESCO DB COMMODITY INDEX TRACKING FUND		2014-08-19	2018-06-29
100 INVESCO DB COMMODITY INDEX TRACKING FUND		2018-01-31	2018-06-29
7283 INVESCO DB COMMODITY INDEX TRACKING FUND		2018-01-31	2019-01-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
76,876		76,775	101
10,521		11,156	-635
8,044		7,244	800
1,127		1,196	-69
8,324		8,157	167
5,942		6,433	-491
9,739		10,516	-777
8,254		11,846	-3,592
1,767		1,768	-1
113,803		124,575	-10,772

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			101
			-635
			800
			-69
			167
			-491
			-777
			-3,592
			-1
			-10,772

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
(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)
1247 INVESCO DB COMMODITY INDEX TRACKING FUND		2016-05-31	2019-01-31
1 40 ISHARES CORE S&P MID CAP ETF		2017-01-31	2018-11-30
48 ISHARES RUSSELL 2000 ETF		2014-12-31	2018-06-29
269 14 CATALYST/MILLBURN HEDGE STRATEGY FUND CL I		2018-02-01	2018-11-30
990 888 CATALYST/MILLBURN HEDGE STRATEGY FUND CL I		2018-02-01	2019-01-31
1189 935 CATALYST/MILLBURN HEDGE STRATEGY FUND CL I		2017-10-02	2019-01-31
257 894 PRINCIPAL MIDCAP BLEND FUND INSTL CL		2017-02-02	2018-06-29
46 932 PRINCIPAL MIDCAP BLEND FUND INSTL CL		2017-02-02	2018-11-30
42 VANGUARD FTSE DEVELOPED MARKETS ETF		2018-01-31	2018-06-29
528 VANGUARD FTSE DEVELOPED MARKETS ETF		2014-08-15	2018-06-29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
19,485		18,556	929
7,483		6,724	759
7,901		5,801	2,100
8,629		8,559	70
30,767		31,510	-743
36,947		37,542	-595
7,244		5,996	1,248
1,307		1,091	216
1,802		1,975	-173
22,655		21,778	877

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			929
			759
			2,100
			70
			-743
			-595
			1,248
			216
			-173
			877

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d			
List and describe the kind(s) of property sold (e g , real estate, (a) 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)
207 VANGUARD FTSE DEVELOPED MARKETS ETF		2014-08-15	2019-01-31
1 5 VANGUARD FTSE DEVELOPED MARKETS ETF		2017-03-31	2019-01-31
442 VANGUARD FTSE DEVELOPED MARKETS ETF		2017-03-31	2019-01-31
82 VANGUARD FTSE DEVELOPED MARKETS ETF		2014-12-31	2019-01-31
63 VANGUARD S&P 500 ETF		2016-01-08	2018-11-30
1291 171 WELLS FARGO ABSOLUTE RETURN FUND INSTL CL		2017-02-02	2018-11-30
1280 829 WELLS FARGO ABSOLUTE RETURN FUND INSTL CL		2016-01-08	2018-11-30
2540 27 WELLS FARGO ABSOLUTE RETURN FUND INSTL CL		2016-01-08	2019-01-31
263 646 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2014-08-15	2019-01-31
1876 304 INTERNATIONAL FOCUSED EQUITY COMMON TRUST FUND		2014-08-15	2019-04-30

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	Depreciation allowed (f) (or allowable)	Cost or other basis (g) plus expense of sale	Gain or (loss) (h) (e) plus (f) minus (g)
8,246		8,538	-292
199		197	2
17,607		17,400	207
3,266		3,122	144
15,910		11,195	4,715
14,113		13,674	439
13,999		12,565	1,434
27,791		24,920	2,871
3,342		3,473	-131
26,028		24,746	1,282

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	Adjusted basis (j) as of 12/31/69	Excess of col (i) (k) over col (j), if any	
			-292
			2
			207
			144
			4,715
			439
			1,434
			2,871
			-131
			1,282

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
705 946 STRATEGIC GROWTH COMMON TRUST FUND		2014-08-15	2018-06-30
1 6422 699 STRATEGIC GROWTH COMMON TRUST FUND		2014-08-15	2019-04-30
CAPITAL GAIN DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
12,864		12,759	105
129,647		131,872	-2,225
			9,124

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			105
			-2,225

Form 990PF 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>				
THE VIRGINIA HOME FOR BOYS&GIRLS ATTN JUDI KLASS8716 W BROAD ST HENRICO, VA 232946209	N/A	PC	UNRESTRICTED GENERAL	10,327
SHELTERING ARMS HOSPITAL 1311 PALMYRA AVENUE RICHMOND, VA 23227	N/A	PC	UNRESTRICTED GENERAL	10,327
CHILDREN'S HOSPITAL2924 BROOK RD RICHMOND, VA 232201215	N/A	PC	UNRESTRICTED GENERAL	10,327
Total ▶ 3a				103,268

Form 990PF 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>				
LEIGH STREET BAPTIST CHURCH 517 N 25TH ST RICHMOND, VA 23223	N/A	PC	UNRESTRICTED GENERAL	51,633
THE VIRGINIA HOME1101 HAMPTON ST RICHMOND, VA 232206605	N/A	PC	UNRESTRICTED GENERAL	10,327
ANNABELLA R JENKINS FOUNDATION 7325 BEAUFONT SPRINGS DR RICHMOND, VA 23225	N/A	SO III FI	UNRESTRICTED GENERAL	10,327
Total ▶ 3a				103,268

TY 2018 Accounting Fees Schedule**Name:** WHITLOCK MEMORIAL FUND UW**EIN:** 54-6225993

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION FEE - BOA	1,300	780		520

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2018 Gain/Loss from Sale of Other Assets Schedule

Name: WHITLOCK MEMORIAL FUND UW

EIN: 54-6225993

Gain Loss Sale Other Assets Schedule

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
7283 INVESC	2019-01		2018-01	PURCHASER	113,803	124,575			-10,772	
1247 INVESC	2019-01		2016-05	PURCHASER	19,485	18,556			929	

TY 2018 General Explanation Attachment**Name:** WHITLOCK MEMORIAL FUND UW**EIN:** 54-6225993**General Explanation Attachment**

Identifier	Return Reference	Explanation	
1	FEDERAL FOOTNOTE	PART VIII LIST OF OFFICERS AND DIRECTORS	THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N A AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR THE TIME SPENT BY THE TRUSTEE, RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES

TY 2018 Investments Corporate Stock Schedule

Name: WHITLOCK MEMORIAL FUND UW
EIN: 54-6225993

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
464287507 ISHARES CORE S&P MID	90,018	117,150
464287655 ISHARES RUSSELL 2000	73,232	100,672
73935S105 POWERSHARES DB COMMO		
921943858 VANGUARD FTSE DEVELO	169,457	189,807
922908553 VANGUARD REIT ETF		
97717X701 WISDOMTREE EUROPE HE		
38145C646 GOLDMAN SACHS STRATE		
693390841 PIMCO HIGH YIELD FD	26,296	27,445
202671913 AGGREGATE BOND CTF	282,013	281,234
207543877 SMALL CAP GROWTH LEA	56,200	61,668
29099J109 EMERGING MARKETS STO	136,747	144,373
302993993 MID CAP VALUE CTF	90,054	88,625
303995997 SMALL CAP VALUE CTF	60,058	57,632
323991307 MID CAP GROWTH CTF	84,074	93,209
45399C107 DIVIDEND INCOME COMM	179,364	167,841
99Z466163 HIGH QUALITY CORE CO		
99Z466197 INTERNATIONAL FOCUSE	205,751	217,587
99Z501647 STRATEGIC GROWTH COM	131,871	129,647
464287226 ISHARES CORE US AGGR	139,186	140,298
922042858 VANGUARD FTSE EMERGI	59,621	77,964
922908363 VANGUARD S&P 500 ETF	195,825	297,551
97717W851 WISDOMTREE JAPAN HED		
94987W737 WELLS FARGO ABSOLUTE		
00203H446 AQR LONG-SHORT EQUIT		
00203H859 AQR MANAGED FUTURES		
74253Q747 PRINCIPAL MIDCAP BLE	73,428	90,325
09256H286 BLACKROCK STRATEGIC		
30254T759 FPA CRESCENT FUND SE		
589509108 THE MERGER FD		
62827P816 CATALYST/MILLBURN HE		

Investments Corporation Stock Schedule

Name of Stock	End of Year Book Value	End of Year Fair Market Value
00142R539 INVESCO BALANCED-RIS		
99Z639934 LARGE CAP CORE CTF	134,617	144,379
99Z639942 MID CAP CORE CTF	124,207	128,887
99Z639959 SMALL CAP CORE CTF	132,496	133,341
78464A417 SPDR BLOOMBERG BARCL	27,791	28,472
92203J407 VANGUARD TOTAL INTL	55,534	56,480
52469H784 CLEARBRIDGE LARGE CA	55,376	62,135
693390882 PIMCO FOREIGN BD US\$	55,418	56,087

TY 2018 Other Decreases Schedule

Name: WHITLOCK MEMORIAL FUND UW
EIN: 54-6225993

Description	Amount
COMMON TRUST FUND ADJUSTMENT	39,819

TY 2018 Other Expenses Schedule**Name:** WHITLOCK MEMORIAL FUND UW**EIN:** 54-6225993**Other Expenses Schedule**

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
OTHER ALLOCABLE EXPENSE-PRINCI	321	321		0
OTHER ALLOCABLE EXPENSE-INCOME	321	321		0
OTHER CHARITABLE EXPENSES	2,099	0		2,099
FROM PARTNERSHIP/S-CORP		46		0

TY 2018 Other Income Schedule

Name: WHITLOCK MEMORIAL FUND UW

EIN: 54-6225993

Other Income Schedule

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FROM PARTNERSHIP/S-CORP		-17,834	

TY 2018 Other Increases Schedule**Name:** WHITLOCK MEMORIAL FUND UW**EIN:** 54-6225993

Description	Amount
COST ADJUSTMENT	222
ROUNDING	5
PARTNERSHIP ADJUSTMENT	1,608
TYE SALES ADJUSTMENT	943

TY 2018 Taxes Schedule**Name:** WHITLOCK MEMORIAL FUND UW**EIN:** 54-6225993

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	994	994		0
EXCISE TAX - PRIOR YEAR	3,760	0		0
EXCISE TAX ESTIMATES	4,396	0		0
FOREIGN TAXES ON QUALIFIED FOR	451	451		0
FOREIGN TAXES ON NONQUALIFIED	182	182		0