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Form 990-PF

Department of the Treasury
Internal Revenue ServiceReturn of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0052

2011

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2011 or tax year beginning

05/01, 2011, and ending

04/30, 2012

Name of foundation WHITLOCK MEMORIAL FUND U/W
C/O BANK OF AMERICA, N.A.

A Employer identification number

54-6225993

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

Room/suite

B Telephone number (see instructions)

P.O. BOX 40200, FL9-100-10-19

(804) 788-2098

City or town, state, and ZIP 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) \$ 2,574,931.

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)

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 1,040,012.

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

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) STMT. 5

c Other professional fees (attach schedule)

17 Interest

18 Other (attach schedule) (see instructions) STMT. 6

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule) STMT. 7

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-)

54,154.

54,274.

STMT 1

99,925.

99,925.

154,079.

154,199.

24,937.

14,962.

9,975.

890.

NONE

NONE

890.

3,830.

625.

2,130.

2,130.

31,787.

15,587.

NONE

12,995.

156,190.

156,190.

187,977.

15,587.

NONE

169,185.

-33,898.

138,612.

For Paperwork Reduction Act Notice, see instructions.

JSA

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Operating and Administrative Expenses

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			NONE	
	2	Savings and temporary cash investments	90,952.	44,523.	44,523.	
	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) ▶ *		*	NONE	
		Less: allowance for doubtful accounts ▶			NONE	NONE
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)			NONE	NONE
	b	Investments - corporate stock (attach schedule)			NONE	NONE
	c	Investments - corporate bonds (attach schedule)			NONE	NONE
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶	NONE		NONE	
	12	Investments - mortgage loans			NONE	
	13	Investments - other (attach schedule)			NONE	NONE
14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)	2,153,857.	2,164,900.	2,530,408.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	2,244,809.	2,209,423.	2,574,931.		
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)					
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	2,244,809.	2,209,423.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds			NONE	
	30	Total net assets or fund balances (see instructions)	2,244,809.	2,209,423.		
	31	Total liabilities and net assets/fund balances (see instructions)	2,244,809.	2,209,423.		

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	2,244,809.
2	Enter amount from Part I, line 27a	2	-33,898.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	86.
4	Add lines 1, 2, and 3	4	2,210,997.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	1,574.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,209,423.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
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 1,033,617.		939,924.	93,693.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			93,693.		
b					
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	99,925.	
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))
2010	164,988.	2,477,783.	0.066587
2009	230,592.	2,340,251.	0.098533
2008	155,817.	2,467,939.	0.063136
2007	75,983.	3,211,095.	0.023663
2006	296,614.	3,059,599.	0.096945
2 Total of line 1, column (d)			2 0.348864
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 0.069773
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 2,473,025.
5 Multiply line 4 by line 3			5 172,550.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,386.
7 Add lines 5 and 6			7 173,936.
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			8 169,185.

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 ☐ 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 ☐ and enter 1% of Part I, line 27b		1	2,772.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	2,772.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,772.
6 Credits/Payments:			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,680.	
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	1,680.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ 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	1,092.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be. Credited to 2012 estimated tax ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ VA		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>BANK OF AMERICA TAX SERVICES</u> Telephone no. <u>(877) 446-1410</u> Located at <u>PO BOX 40200, FL9-100-10-19, JACKSONVILLE, FL</u> ZIP + 4 <u>32203-0200</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 <u>15</u>			
16	At any time during calendar year 2011, 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 X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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	X
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011?	☒ Yes ☐ No	
If "Yes," list the years <u>2004</u> , <u>2003</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?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2011 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 2011)	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 2011?	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 509(a)(1), (2), or (3), or section 4940(d)(2)? (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 ☒ NoOrganizations 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**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 10		24,937.	- 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	(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
SEE STATEMENT 11		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
SEE STATEMENT 12		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	NONE	
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	
2		
All other program-related investments See instructions		
3	NONE	
Total. Add lines 1 through 3		

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,424,266.
b	Average of monthly cash balances	1b	86,419.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,510,685.
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	2,510,685.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	37,660.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,473,025.
6	Minimum investment return. Enter 5% of line 5	6	123,651.

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	123,651.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,772.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	2,772.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	120,879.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	120,879.
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	120,879.

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	169,185.
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	169,185.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	169,185.

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 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				120,879.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			NONE	
b Total for prior years 20 09, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	NONE			
b From 2007	NONE			
c From 2008	NONE			
d From 2009	2,601.			
e From 2010	44,459.			
f Total of lines 3a through e	47,060.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 169,185.				
a Applied to 2010, 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 2011 distributable amount				120,879.
e Remaining amount distributed out of corpus	48,306.			
5 Excess distributions carryover applied to 2011 (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	95,366.			
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 2010. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	95,366.			
10 Analysis of line 9:				
a Excess from 2007	NONE			
b Excess from 2008	NONE			
c Excess from 2009	2,601.			
d Excess from 2010	44,459.			
e Excess from 2011	48,306.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**NOT APPLICABLE**

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

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) 2011	(b) 2010	(c) 2009	(d) 2008	
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))

N/A

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.

N/A

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 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 Paid during the year SEE STATEMENT 14				
Total			3a	156,190.
b Approved for future payment				
Total			3b	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
AT&T INC	638.	638.
AETNA INC NEW COM	50.	50.
AIR PRODS & CHEMS INC	116.	116.
ALLEGHENY TECHNOLOGIES INC COM	65.	65.
ALLERGAN INC	12.	12.
AMERICAN ELEC PWR INC	605.	605.
ANADARKO PETE CORP	52.	52.
APACHE CORP	53.	53.
APACHE CORP CONV PFD SER D 6.000%	201.	201.
ARES CAP CORP COM	68.	68.
BB&T CORPORATION	300.	300.
BOFA CASH RESERVES TRUST CLASS	18.	18.
BRISTOL MYERS SQUIBB CO COM	103.	103.
CARDINAL HEALTH INC	9.	9.
CARNIVAL CORP PAIRED CTF 1 COM	237.	237.
CHEVRONTXACO CORP COM	658.	658.
CISCO SYS INC	117.	117.
CITIGROUP INC NEW COM	12.	12.
COACH INC COM	108.	108.
COLUMBIA ACORN FUND CLASS Z SHARES	174.	174.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	3,587.	3,587.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	1,160.	1,160.
MTG ASSET BKD PORTFOLIO	7,590.	7,590.
CORPORATE BD PORTFOLIO	6,491.	6,491.
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	1,378.	1,378.
COLUMBIA VALUE AND RESTRUCTURING FUND CL	659.	659.
CUMMINS ENGINE INC	179.	179.
CYPRESS SEMICONDUCTOR CORP	39.	13.
DANAHER CORP	25.	25.
DIAGEO SPONSORED ADR (UK-USD) SEDOL #213	227.	227.
DISCOVER FINL SVCS COM	34.	34.
DOMTAR CORP NEW COM	6.	6.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DOW CHEM CO	395.	395.
EMC CORP CONV SR NT	47.	47.
EATON CORP	576.	576.
EL PASO CORP COM	18.	18.
EQUITY RESIDENTIAL SH BEN INT	72.	72.
EXELON CORP COM	41.	41.
EXPEDIA INC DEL COM	23.	23.
EXPEDIA INC DEL NEW COM	5.	5.
FEDERAL HOME LN MTG CORP NT	270.	270.
FEDERAL HOME LN MTG CORP NT	238.	238.
FEDERAL NATL MTG ASSN BENCHMARK NT	108.	108.
FLUOR CORP NEW COM	71.	71.
FORD MTR CO DEL COM PAR \$0.01	23.	23.
FREEPORT-MCMORAN COPPER & GOLD INC COM	172.	172.
GENERAL DYNAMICS CORP	153.	153.
GENERAL MILLS INC	68.	68.
GENUINE PARTS CO	190.	190.
GOLDMAN SACHS GROUP INC	155.	155.
HALLIBURTON CO	174.	174.
HEINZ H J CO	203.	203.
HILL ROM HLDGS INC COM	7.	7.
HOME DEPOT INC	68.	68.
INTERNATIONAL BUSINESS MACHS	111.	111.
ISHARES LEHMAN AGGREGATE BOND FUND	5,934.	5,934.
ISHARES MSCI EMERGING MKTS INDEX FUND	1,378.	1,378.
ISHR MSCI EAFE INDEX FUND	558.	558.
J P MORGAN CHASE & CO COM	692.	692.
KELLOGG CO	270.	270.
ESTEE LAUDER COMPANIES CL A	183.	183.
LORILLARD INC COM	360.	360.
MACYS INC COM	218.	218.
MCDONALDS CORP	498.	498.
MEAD JOHNSON NUTRITION CO COM	162.	162.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
MERCK & CO INC NEW COM	627.	627.
METLIFE INC	169.	169.
MONSANTO CO NEW COM	335.	335.
NATIONAL OILWELL VARCO INC COM	54.	54.
NEWMONT MINING CORP	15.	15.
NIKE INC CL B	313.	313.
NORDSTROM INC	99.	99.
NUCOR CORP	92.	92.
OCCIDENTAL PETROLEUM CORP	588.	588.
ORACLE SYS CORP	139.	139.
P G & E CORPORATION	326.	326.
PNC BK CORP	468.	468.
PPG INDS INC	340.	340.
PACCAR INC	116.	116.
PFIZER INC	511.	511.
PHILIP MORRIS INTL INC COM	399.	399.
PRAXAIR INC	415.	415.
PRECISION CASTPARTS	11.	11.
QUALCOMM INC	86.	86.
QUEST DIAGNOSTICS INC	20.	20.
RAYONIER INC REIT	40.	40.
ROCKWELL INTL CORP	163.	163.
SAFEWAY INC COM NEW	166.	166.
SEMPRA ENERGY	235.	235.
SOTHEBYS HLDGS INC CL A	8.	8.
STARBUCKS CORP	278.	278.
STARWOOD HOTELS & RESORTS WORLDWIDE INC	57.	57.
TJX COS INC NEW	348.	348.
TEXTRON INC	13.	13.
THORNBURG INTL VALUE FUND CL I	1,251.	1,251.
TIFFANY & CO NEW	253.	253.
TIME WARNER INC NEW COM	525.	525.
US BANCORP DEL COM NEW	566.	566.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNION PAC CORP	392.	392.
UNITED PARCEL SERVICE CL B	258.	258.
UNITED STATES TREAS BD DTD 08/16/10 3.87	155.	155.
UNITED STATES TREAS BD DTD 08/15/11 3.75	28.	28.
UNITED STATES TREAS NTS DTD 08/15/05	978.	978.
UNITED STATES TREAS NT DTD 10/31/06 4.62	222.	222.
UNITED STATES TREAS NT DTD 06/01/09 2.25	618.	769.
UNITED STATES TREAS BD DTD 11/15/10 2.62	187.	218.
UNITED STATES TREAS NT DTD 08/31/10 0.37	15.	20.
UNITED STATES TREAS NT DTD 08/15/11 2.12	70.	70.
UNITED STATES TREAS NT DTD 09/30/11 1.37	34.	34.
UNITED TECHNOLOGIES CORP	282.	282.
UNITEDHEALTH GROUP INC	101.	101.
VIACOM INC CL B COM	101.	101.
VISA INC CL A COM	138.	138.
WELLS FARGO COMPANY	507.	507.
WELLS FARGO & CO NEW PFD DEP SHS SER J	332.	332.
WILLIAMS COS INC DEL COM	201.	201.
WYNN RESORTS LTD COM	886.	886.
XCEL ENERGY INC COM	229.	229.
YUM BRANDS INC COM	265.	265.
ACCENTURE PLC CL A COM	156.	156.
ACE LTD COM	314.	314.
TE CONNECTIVITY LTD COM	143.	143.
LYONDELLBASELL INDUSTRIES NV CL A COM	57.	16.
AVAGO TECHNOLOGIES LTD COM	47.	47.
TOTAL	54,154.	54,274.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	890.			890.
TOTALS	890.	NONE	NONE	890.
	=====	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	9.	9.
FEDERAL TAX PAYMENT - PRIOR YE	1,525.	
FEDERAL ESTIMATES - PRINCIPAL	1,680.	
FOREIGN TAXES ON QUALIFIED FOR	419.	419.
FOREIGN TAXES ON NONQUALIFIED	197.	197.
	-----	-----
TOTALS	3,830.	625.
	=====	=====

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

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

OTHER ALLOCABLE EXPENSE-PRINCI
OTHER ALLOCABLE EXPENSE-INCOME

1,065.
1,065.

1,065.
1,065.

TOTALS

2,130.
=====

2,130.
=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT
-----TAX EFFECTIVE SALES CURRENT YR
RETURN OF CAPITAL

21.

65.

TOTAL

86.

=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT
-----TAX EFFECTIVE SALES PR YR
ROUNDING

1,549.

25.

TOTAL

1,574.

=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

BANK OF AMERICA, NA

ADDRESS:

1111 EAST MAIN STREET

RICHMOND, VA 23219-3500

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 24,937.

TOTAL COMPENSATION:

24,937.

=====

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

=====

EMPLOYEE NAME:
NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

=====

NAME:
NONE

RECIPIENT NAME:
SHELTERING ARMS HOSPITAL
ADDRESS:
1311 PALMYRA AVENUE
RICHMOND, VA 23227
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING EXPENSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 15,619.

RECIPIENT NAME:
CHILDREN'S HOSPITAL
ATTN C B SPRUILL
ADDRESS:
2924 BROOK RD
RICHMOND, VA 23220-1215
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING EXPENSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 15,619.

RECIPIENT NAME:
LEIGH STREET BAPTIST CHURCH
CHURCH
ADDRESS:
517 N 25TH ST
RICHMOND, VA 23223
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING EXPENSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 78,095.

RECIPIENT NAME:
THE VIRGINIA HOME FOR BOYS
ATTN TOD BALSBAUGH EXEC
ADDRESS:
8716 W BROAD ST
RICHMOND, VA 23294-6206
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING EXPENSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 15,619.

RECIPIENT NAME:
THE VIRGINIA HOME
C/O JAMES T MOSES
ADDRESS:
1101 HAMPTON ST
RICHMOND, VA 23220-6605
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING EXPENSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 15,619.

RECIPIENT NAME:
ANNABELLA R JENKINS FOUNDATION
ATTN KAREN HAND
ADDRESS:
7325 BEAUFONT SPRINGS DR
RICHMOND, VA 23225-5546
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL OPERATING EXPENSE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 15,619.

TOTAL GRANTS PAID: 156,190.
=====

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2011

Name of estate or trust

WHITLOCK MEMORIAL FUND U/W

Employer identification number

54-6225993

Note: Form 5227 filers need to complete **only** Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day , yr)	(c) Date sold (mo , day , yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-20,897.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2010 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	-20,897.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day , yr)	(c) Date sold (mo , day , yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
LONG-TERM CAPITAL GAIN DIVIDENDS					6,213.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	114,590.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	19.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2010 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ►	12	120,822.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2011

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-20,897.
14	Net long-term gain or (loss):			
a	Total for year	14a		120,822.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		99,925.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero	
Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if: • Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.	

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . .	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2011 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

WHITLOCK MEMORIAL FUND U/W

Employer identification number

54-6225993

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 5. AMAZON COM INC	07/14/2010	05/05/2011	1,000.00	617.00	383.00
103. HEWLETT PACKARD CO CO	05/19/2010	05/18/2011	3,737.00	4,867.00	-1,130.00
1. HEWLETT PACKARD CO COM	05/19/2010	05/18/2011	36.00	47.00	-11.00
16. ANADARKO PETE CORP	08/10/2010	05/20/2011	1,197.00	884.00	313.00
25. ANADARKO PETE CORP	08/06/2010	05/20/2011	1,870.00	1,378.00	492.00
22. MONSANTO CO NEW COM	06/11/2010	05/23/2011	1,462.00	1,119.00	343.00
131. CITIGROUP INC NEW COM	04/20/2011	05/25/2011	5,292.00	5,974.00	-682.00
14. GOLDMAN SACHS GROUP IN	10/28/2010	05/25/2011	1,907.00	2,275.00	-368.00
5. GOLDMAN SACHS GROUP INC	10/27/2010	05/25/2011	681.00	794.00	-113.00
21. ZIMMER HLDGS INC COM	10/07/2010	05/25/2011	1,400.00	1,094.00	306.00
1. ZIMMER HLDGS INC COM	09/24/2010	05/25/2011	67.00	52.00	15.00
11. ZIMMER HLDGS INC COM	09/27/2010	05/25/2011	733.00	557.00	176.00
1. ZIMMER HLDGS INC COM	09/27/2010	05/25/2011	67.00	51.00	16.00
40. ZIMMER HLDGS INC COM	09/27/2010	05/25/2011	2,680.00	2,019.00	661.00
31. ANADARKO PETE CORP	08/06/2010	05/26/2011	2,386.00	1,709.00	677.00
87. CITIGROUP INC NEW COM	04/20/2011	05/26/2011	3,491.00	3,967.00	-476.00
26. GOLDMAN SACHS GROUP IN	10/27/2010	05/26/2011	3,536.00	4,131.00	-595.00
1. ANADARKO PETE CORP	08/06/2010	05/31/2011	79.00	55.00	24.00
21. ANADARKO PETE CORP	08/03/2010	05/31/2011	1,660.00	1,107.00	553.00
7. ANADARKO PETE CORP	08/11/2010	05/31/2011	553.00	367.00	186.00
.2 CITIGROUP INC NEW COM	07/08/2010	05/31/2011	8.00	8.00	
.9 CITIGROUP INC NEW COM	04/20/2011	05/31/2011	36.00	41.00	-5.00
59. EL PASO CORP COM	02/25/2011	05/31/2011	1,235.00	1,086.00	149.00
15. EL PASO CORP COM	02/25/2011	05/31/2011	314.00	276.00	38.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

WHITLOCK MEMORIAL FUND U/W

Employer identification number

54-6225993

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 9. EL PASO CORP COM	02/09/2011	05/31/2011	188.00	151.00	37.00
3. ANADARKO PETE CORP	08/11/2010	06/02/2011	231.00	157.00	74.00
41. ANADARKO PETE CORP	08/11/2010	06/03/2011	3,131.00	2,148.00	983.00
1. ANADARKO PETE CORP	08/11/2010	06/07/2011	75.00	52.00	23.00
22. ANADARKO PETE CORP	09/07/2010	06/07/2011	1,642.00	1,105.00	537.00
5. BAIDU COM INC SPONSORED	04/19/2011	06/07/2011	617.00	742.00	-125.00
14. BAIDU COM INC SPONSORE	04/19/2011	06/07/2011	1,737.00	2,077.00	-340.00
11. BAIDU COM INC SPONSORE	04/19/2011	06/07/2011	1,365.00	1,632.00	-267.00 *
4. GOLDMAN SACHS GROUP INC	10/27/2010	06/07/2011	535.00	636.00	-101.00
11. GOLDMAN SACHS GROUP IN	07/14/2010	06/07/2011	1,472.00	1,523.00	-51.00
38. ORACLE SYS CORP	12/17/2010	06/07/2011	1,212.00	1,217.00	-5.00 *
12. ORACLE SYS CORP	01/31/2011	06/07/2011	383.00	385.00	-2.00 *
52. ORACLE SYS CORP	01/31/2011	06/07/2011	1,658.00	1,667.00	-9.00 *
12. BAIDU COM INC SPONSORE	04/19/2011	06/08/2011	1,483.00	1,780.00	-297.00
28.4 CITIGROUP INC NEW COM	04/20/2011	06/08/2011	1,070.00	1,295.00	-225.00
105.6 CITIGROUP INC NEW CO	04/19/2011	06/08/2011	3,978.00	4,773.00	-795.00
127. CITIGROUP INC NEW COM	04/19/2011	06/08/2011	4,709.00	5,740.00	-1,031.00
11. GOLDMAN SACHS GROUP IN	07/14/2010	06/08/2011	1,465.00	1,523.00	-58.00
18. CITIGROUP INC NEW COM	04/19/2011	06/09/2011	668.00	814.00	-146.00
33. ANADARKO PETE CORP	09/07/2010	06/17/2011	2,321.00	1,657.00	664.00
13. ANADARKO PETE CORP	07/13/2010	06/17/2011	914.00	628.00	286.00
25. DOW CHEM CO	09/22/2010	06/17/2011	865.00	684.00	181.00
60. FREEPORT-MCMORAN COPPE COM	11/09/2010	06/17/2011	2,866.00	3,223.00	-357.00
19. FREEPORT-MCMORAN COPPE COM	12/01/2010	06/17/2011	907.00	996.00	-89.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No. 1545-0092

2011

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WHITLOCK MEMORIAL FUND U/W

Employer identification number

54-6225993

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 29. HALLIBURTON CO	05/05/2011	06/17/2011	1,329.00	1,359.00	-30.00
35. HALLIBURTON CO	02/02/2011	06/17/2011	1,604.00	1,634.00	-30.00
34. ORACLE SYS CORP	10/19/2010	06/17/2011	1,074.00	988.00	86.00
11. ORACLE SYS CORP	12/17/2010	06/17/2011	348.00	352.00	-4.00 *
9. ANADARKO PETE CORP	07/13/2010	06/20/2011	627.00	435.00	192.00
68. ANADARKO PETE CORP	07/14/2010	06/20/2011	4,736.00	3,236.00	1,500.00
39. DOW CHEM CO	09/22/2010	06/20/2011	1,362.00	1,067.00	295.00
25. DOW CHEM CO	09/23/2010	06/20/2011	873.00	676.00	197.00
47. FREEPORT-MCMORAN COPPE COM	12/01/2010	06/20/2011	2,240.00	2,463.00	-223.00
40. FREEPORT-MCMORAN COPPE COM	11/10/2010	06/20/2011	1,907.00	2,065.00	-158.00
63. FREEPORT-MCMORAN COPPE COM	03/14/2011	06/20/2011	3,003.00	3,051.00	-48.00
67. HALLIBURTON CO	02/02/2011	06/20/2011	3,054.00	3,127.00	-73.00
6. HALLIBURTON CO	02/03/2011	06/20/2011	274.00	278.00	-4.00
161. CORPORATE BD PORTFOLI	02/03/2011	06/30/2011	1,713.00	1,682.00	31.00
7. TIFFANY & CO NEW	01/12/2011	07/01/2011	556.00	428.00	128.00
2000. UNITED STATES TREAS 08/31/10 0.375% DUE 08/31/1	09/21/2010	07/01/2011	2,003.00	1,999.00	4.00
10. PNC BK CORP	12/29/2010	07/19/2011	557.00	611.00	-54.00
6. PRAXAIR INC	06/29/2011	07/20/2011	638.00	636.00	2.00
14. PRAXAIR INC	06/28/2011	07/20/2011	1,488.00	1,483.00	5.00
9. PRAXAIR INC	11/18/2010	07/20/2011	957.00	854.00	103.00
1. PRAXAIR INC	12/02/2010	07/20/2011	106.00	94.00	12.00
1. F5 NETWORKS INC	11/09/2010	07/22/2011	101.00	129.00	-28.00
4. F5 NETWORKS INC	02/07/2011	07/22/2011	405.00	506.00	-101.00
14. F5 NETWORKS INC	11/30/2010	07/22/2011	1,419.00	1,756.00	-337.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

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2011

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Employer identification number

54-6225993

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 12. F5 NETWORKS INC	12/24/2010	07/22/2011	1,216.00	1,493.00	-277.00
4. F5 NETWORKS INC	01/16/2011	07/22/2011	405.00	464.00	-59.00
24. F5 NETWORKS INC	01/20/2011	07/22/2011	2,433.00	2,664.00	-231.00
53. TIFFANY & CO NEW	01/12/2011	07/27/2011	4,260.00	3,238.00	1,022.00
1. TIFFANY & CO NEW	01/11/2011	07/27/2011	80.00	61.00	19.00
4000. EMC CORP CONV SR NT	08/20/2010	08/02/2011	6,550.00	5,190.00	1,360.00
11. ORACLE SYS CORP	12/29/2010	08/12/2011	301.00	362.00	-61.00
13. ORACLE SYS CORP	02/22/2011	08/12/2011	356.00	424.00	-68.00
45. TIME WARNER INC NEW CO	02/28/2011	08/12/2011	1,342.00	1,719.00	-377.00
24. ORACLE SYS CORP	02/22/2011	08/15/2011	664.00	783.00	-119.00
15. ORACLE SYS CORP	02/22/2011	08/15/2011	409.00	490.00	-81.00
48. ORACLE SYS CORP	06/29/2011	08/15/2011	1,309.00	1,559.00	-250.00
43. TIME WARNER INC NEW CO	02/28/2011	08/15/2011	1,301.00	1,642.00	-341.00
15. TIME WARNER INC NEW CO	03/03/2011	08/15/2011	454.00	568.00	-114.00
21. ACME PACKET INC COM	04/27/2011	08/16/2011	1,131.00	1,759.00	-628.00
33. LYONDELLBASELL INDUSTR COM	11/18/2010	08/17/2011	1,053.00	917.00	136.00
52. LYONDELLBASELL INDUSTR COM	10/27/2010	08/17/2011	1,659.00	1,399.00	260.00
41. LYONDELLBASELL INDUSTR COM	10/13/2010	08/17/2011	1,308.00	1,094.00	214.00
30. LYONDELLBASELL INDUSTR COM	10/11/2010	08/17/2011	957.00	779.00	178.00
35. LYONDELLBASELL INDUSTR COM	10/11/2010	08/17/2011	1,117.00	909.00	208.00
811. CORPORATE BD PORTFOLI	02/03/2011	08/18/2011	8,937.00	8,475.00	462.00
51. AGILENT TECHNOLOGIES I	04/20/2011	08/19/2011	1,588.00	2,470.00	-882.00
11. BAIDU COM INC SPONSORE	05/12/2011	08/19/2011	1,407.00	1,798.00	-391.00 *
24. COACH INC COM	06/30/2011	08/19/2011	1,103.00	1,534.00	-431.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

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Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 28. DANAHER CORP	06/28/2011	08/19/2011	1,142.00	1,457.00	-315.00 *
6. GOOGLE INC CL A	07/15/2011	08/19/2011	2,967.00	3,559.00	-592.00 *
6. ROCKWELL INTL CORP	04/13/2011	08/19/2011	322.00	553.00	-231.00
7. SALESFORCE COM INC COM	06/28/2011	08/19/2011	782.00	1,031.00	-249.00
1. SALESFORCE COM INC COM	09/02/2010	08/19/2011	112.00	119.00	-7.00
32. TIME WARNER INC NEW CO	03/03/2011	08/19/2011	893.00	1,211.00	-318.00
34. TIME WARNER INC NEW CO	03/04/2011	08/19/2011	949.00	1,259.00	-310.00
22. US BANCORP DEL COM NEW	10/22/2010	08/19/2011	454.00	519.00	-65.00
23. ACME PACKET INC COM	04/27/2011	08/22/2011	940.00	1,926.00	-986.00
19. ACME PACKET INC COM	03/14/2011	08/22/2011	777.00	1,362.00	-585.00
30. AGILENT TECHNOLOGIES I	04/20/2011	08/22/2011	924.00	1,453.00	-529.00
3. AGILENT TECHNOLOGIES IN	04/13/2011	08/22/2011	92.00	140.00	-48.00
30. COACH INC COM	06/30/2011	08/22/2011	1,417.00	1,917.00	-500.00
17. COACH INC COM	06/29/2011	08/22/2011	803.00	1,057.00	-254.00
39. EATON CORP	04/21/2011	08/22/2011	1,479.00	2,098.00	-619.00
12. ORACLE SYS CORP	06/29/2011	08/22/2011	301.00	390.00	-89.00
12. ORACLE SYS CORP	02/21/2011	08/22/2011	301.00	389.00	-88.00
38. ORACLE SYS CORP	01/07/2011	08/22/2011	952.00	1,232.00	-280.00
25. ORACLE SYS CORP	10/19/2010	08/22/2011	626.00	726.00	-100.00
158. ORACLE SYS CORP	10/15/2010	08/22/2011	3,958.00	4,518.00	-560.00
34. ORACLE SYS CORP	11/18/2010	08/22/2011	852.00	965.00	-113.00
25. ORACLE SYS CORP	11/19/2010	08/22/2011	626.00	705.00	-79.00
3. PPG INDS INC	06/29/2011	08/22/2011	207.00	267.00	-60.00
26. TIME WARNER INC NEW CO	03/04/2011	08/22/2011	723.00	963.00	-240.00

1b Total Combine the amounts in column (f). Enter here and on Schedule D, line 1b

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Schedule D-1 (Form 1041) 2011

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 27. TIME WARNER INC NEW CO	04/21/2011	08/22/2011	751.00	983.00	-232.00
6. ACME PACKET INC COM	03/14/2011	08/23/2011	257.00	430.00	-173.00
15. ACME PACKET INC COM	02/23/2011	08/23/2011	642.00	1,036.00	-394.00
18. AGILENT TECHNOLOGIES I	04/13/2011	08/23/2011	571.00	840.00	-269.00
21. AGILENT TECHNOLOGIES I	04/14/2011	08/23/2011	666.00	965.00	-299.00
27. CONTINENTAL RES INC OK	03/22/2011	08/23/2011	1,379.00	1,858.00	-479.00
24. CONTINENTAL RES INC OK	03/21/2011	08/23/2011	1,225.00	1,628.00	-403.00
6. EATON CORP	04/21/2011	08/23/2011	232.00	323.00	-91.00
32. EATON CORP	04/20/2011	08/23/2011	1,238.00	1,712.00	-474.00
30. EATON CORP	03/21/2011	08/23/2011	1,160.00	1,589.00	-429.00
27. PPG INDS INC	06/29/2011	08/23/2011	1,903.00	2,407.00	-504.00
3. ROCKWELL INTL CORP	04/13/2011	08/23/2011	166.00	277.00	-111.00
11. ROCKWELL INTL CORP	04/12/2011	08/23/2011	607.00	1,009.00	-402.00
20. ROCKWELL INTL CORP	04/19/2011	08/23/2011	1,104.00	1,830.00	-726.00
5. ROCKWELL INTL CORP	04/27/2011	08/23/2011	276.00	446.00	-170.00
28. AGILENT TECHNOLOGIES I	04/14/2011	08/25/2011	930.00	1,287.00	-357.00
61. AGILENT TECHNOLOGIES I	07/18/2011	08/25/2011	2,026.00	2,767.00	-741.00
17. AGILENT TECHNOLOGIES I	03/14/2011	08/25/2011	565.00	754.00	-189.00
7000. UNITED STATES TREAS 08/31/10 0.375% DUE 08/31/1	09/21/2010	08/25/2011	7,018.00	6,996.00	22.00
12. ACME PACKET INC COM	02/23/2011	08/31/2011	564.00	829.00	-265.00
27. ACME PACKET INC COM	02/23/2011	08/31/2011	1,268.00	1,833.00	-565.00
15. AGILENT TECHNOLOGIES I	03/14/2011	08/31/2011	549.00	666.00	-117.00
10. PRECISION CASTPARTS	06/29/2011	08/31/2011	1,628.00	1,621.00	7.00
20. ROCKWELL INTL CORP	04/27/2011	08/31/2011	1,281.00	1,785.00	-504.00

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
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(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 3. CONTINENTAL RES INC OKL	03/21/2011	09/01/2011	163.00	204.00	-41.00
13. CONTINENTAL RES INC OKL	05/31/2011	09/01/2011	707.00	878.00	-171.00
3. EATON CORP	03/21/2011	09/01/2011	126.00	159.00	-33.00
21. EATON CORP	01/27/2011	09/01/2011	883.00	1,102.00	-219.00
22. ROCKWELL INTL CORP	04/27/2011	09/01/2011	1,400.00	1,964.00	-564.00
41. EATON CORP	01/27/2011	09/02/2011	1,669.00	2,152.00	-483.00
16. EATON CORP	03/18/2011	09/02/2011	651.00	828.00	-177.00
17. CONTINENTAL RES INC OKL	05/31/2011	09/07/2011	900.00	1,148.00	-248.00
1. CONTINENTAL RES INC OKL	05/27/2011	09/07/2011	53.00	66.00	-13.00
1. ROCKWELL INTL CORP	04/27/2011	09/07/2011	59.00	89.00	-30.00
19. ROCKWELL INTL CORP	02/24/2011	09/07/2011	1,125.00	1,651.00	-526.00
2. ROCKWELL INTL CORP	03/14/2011	09/07/2011	118.00	173.00	-55.00
2. CONTINENTAL RES INC OKL	05/27/2011	09/08/2011	105.00	133.00	-28.00
19. CONTINENTAL RES INC OKL	03/18/2011	09/08/2011	1,000.00	1,254.00	-254.00
2. PRICELINE COM INC COM	08/30/2011	09/16/2011	1,051.00	1,077.00	-26.00
6. PRICELINE COM INC COM	06/28/2011	09/16/2011	3,154.00	2,965.00	189.00
20. ROCKWELL INTL CORP	03/14/2011	09/16/2011	1,188.00	1,734.00	-546.00
21. ROCKWELL INTL CORP	02/23/2011	09/16/2011	1,248.00	1,796.00	-548.00
14. ROCKWELL INTL CORP	02/23/2011	09/16/2011	832.00	1,193.00	-361.00
51. ADVANCED MICRO DEVICES	11/04/2010	10/03/2011	238.00	408.00	-170.00
118. ADVANCED MICRO DEVICES	11/04/2010	10/03/2011	568.00	944.00	-376.00
83. ADVANCED MICRO DEVICES	11/04/2010	10/03/2011	399.00	657.00	-258.00
86. ADVANCED MICRO DEVICES	11/04/2010	10/03/2011	415.00	681.00	-266.00
9. AGILENT TECHNOLOGIES IN	03/14/2011	10/03/2011	274.00	399.00	-125.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
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Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
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1a 15. AGILENT TECHNOLOGIES I	03/22/2011	10/03/2011	456.00	648.00	-192.00
38. AGILENT TECHNOLOGIES I	03/23/2011	10/03/2011	1,156.00	1,637.00	-481.00
33. AGILENT TECHNOLOGIES I	03/17/2011	10/03/2011	1,004.00	1,402.00	-398.00
45. AGILENT TECHNOLOGIES I	03/16/2011	10/03/2011	1,369.00	1,905.00	-536.00
5. ALLERGAN INC	09/29/2011	10/03/2011	406.00	426.00	-20.00
8. AMAZON COM INC	08/30/2011	10/03/2011	1,731.00	1,696.00	35.00
6. APPLE COMPUTER INC	09/27/2011	10/03/2011	2,271.00	2,437.00	-166.00
11. BAIDU COM INC SPONSORE	05/23/2011	10/03/2011	1,171.00	2,033.00	-862.00
2. BAIDU COM INC SPONSORED	08/30/2011	10/03/2011	213.00	298.00	-85.00
5. BIOGEN IDEC INC	06/29/2011	10/03/2011	458.00	546.00	-88.00
1. BIOGEN IDEC INC	06/28/2011	10/03/2011	92.00	108.00	-16.00
14. COACH INC COM	06/29/2011	10/03/2011	733.00	871.00	-138.00
4. COGNIZANT TECHNOLOGY SO CL A	09/27/2011	10/03/2011	251.00	270.00	-19.00
8. CONTINENTAL RES INC OKL	03/18/2011	10/03/2011	377.00	528.00	-151.00
11. CUMMINS ENGINE INC	12/15/2010	10/03/2011	909.00	1,208.00	-299.00 *
11. DANAHER CORP	07/09/2011	10/03/2011	458.00	621.00	-163.00
7. DANAHER CORP	07/09/2011	10/03/2011	292.00	395.00	-103.00 *
4. EATON CORP	03/14/2011	10/03/2011	142.00	205.00	-63.00 *
14. EATON CORP	03/18/2011	10/03/2011	497.00	724.00	-227.00 *
1. GOOGLE INC CL A	07/26/2011	10/03/2011	503.00	641.00	-138.00 *
5. GREEN MOUNTAIN COFFEE R COM	06/08/2011	10/03/2011	449.00	380.00	69.00
28. HALLIBURTON CO	07/21/2011	10/03/2011	835.00	1,582.00	-747.00 *
6. ESTEE LAUDER COMPANIES	08/25/2011	10/03/2011	521.00	560.00	-39.00
5. ESTEE LAUDER COMPANIES	08/25/2011	10/03/2011	434.00	467.00	-33.00 *

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

Name of estate or trust

WHITLOCK MEMORIAL FUND U/W

Employer identification number

54-6225993

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 12. MCDONALDS CORP	09/27/2011	10/03/2011	1,038.00	1,091.00	-53.00
11. MEAD JOHNSON NUTRITION	08/31/2011	10/03/2011	762.00	781.00	-19.00
8. NATIONAL OILWELL VARCO	07/22/2011	10/03/2011	413.00	656.00	-243.00 *
7. O REILLY AUTOMOTIVE INC	06/21/2011	10/03/2011	463.00	445.00	18.00
10. OCCIDENTAL PETROLEUM C	05/02/2011	10/03/2011	704.00	1,160.00	-456.00 *
35. ORACLE SYS CORP	11/19/2010	10/03/2011	1,000.00	987.00	13.00
15. PRAXAIR INC	12/02/2010	10/03/2011	1,405.00	1,408.00	-3.00
5. PRECISION CASTPARTS	06/29/2011	10/03/2011	765.00	810.00	-45.00
6. PRICELINE COM INC COM	06/28/2011	10/03/2011	2,758.00	2,965.00	-207.00
13. RED HAT INC	09/27/2011	10/03/2011	544.00	582.00	-38.00
31. ROCKWELL INTL CORP	02/23/2011	10/03/2011	1,711.00	2,642.00	-931.00
28. ROCKWELL INTL CORP	06/21/2011	10/03/2011	1,545.00	2,290.00	-745.00
2. SOTHEBYS HLDGS INC CL A	04/21/2011	10/03/2011	54.00	101.00	-47.00
26. STARBUCKS CORP	08/24/2011	10/03/2011	950.00	972.00	-22.00
33. TJX COS INC NEW	05/05/2011	10/03/2011	1,812.00	1,763.00	49.00
6. TJX COS INC NEW	06/29/2011	10/03/2011	329.00	312.00	17.00
18. TIFFANY & CO NEW	01/11/2011	10/03/2011	1,102.00	1,090.00	12.00
42. TIME WARNER INC NEW CO	04/21/2011	10/03/2011	1,252.00	1,529.00	-277.00
10. VISA INC CL A COM	07/14/2011	10/03/2011	857.00	880.00	-23.00
7. VISA INC CL A COM	07/15/2011	10/03/2011	600.00	616.00	-16.00
7. WYNN RESORTS LTD COM	08/31/2011	10/03/2011	786.00	1,074.00	-288.00
10. YOUKU INC ADR	05/20/2011	10/03/2011	165.00	482.00	-317.00
21. YUM BRANDS INC COM	07/08/2011	10/03/2011	1,040.00	1,159.00	-119.00
19. ACCENTURE PLC CL A COM	09/20/2011	10/03/2011	1,004.00	1,049.00	-45.00 *

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

Department of the Treasury
Internal Revenue Service

► See instructions for Schedule D (Form 1041).

► Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust

WHITLOCK MEMORIAL FUND U/W

Employer identification number

54-6225993

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 8. CHECK POINT SOFTWARE TE LTD	08/16/2011	10/03/2011	419.00	451.00	-32.00
20. VISA INC CL A COM	07/15/2011	10/05/2011	1,672.00	1,760.00	-88.00
22. SPRINT CORP	05/25/2011	10/07/2011	61.00	131.00	-70.00
507. SPRINT CORP	05/25/2011	10/07/2011	1,395.00	2,984.00	-1,589.00
179. SPRINT CORP	05/25/2011	10/07/2011	493.00	1,052.00	-559.00
37. LORILLARD INC COM	10/03/2011	10/11/2011	4,356.00	4,217.00	139.00
19. LORILLARD INC COM	09/19/2011	10/11/2011	2,237.00	2,114.00	123.00
137. EL PASO CORP COM	02/09/2011	10/17/2011	3,364.00	2,299.00	1,065.00
24. EL PASO CORP COM	01/28/2011	10/17/2011	589.00	373.00	216.00
4. HOSPIRA INC	03/10/2011	10/19/2011	119.00	220.00	-101.00
9. HOSPIRA INC	03/10/2011	10/19/2011	267.00	495.00	-228.00
2. HOSPIRA INC	03/10/2011	10/20/2011	57.00	110.00	-53.00
5. HOSPIRA INC	03/11/2011	10/20/2011	142.00	275.00	-133.00
9. HOSPIRA INC	03/11/2011	10/20/2011	256.00	495.00	-239.00
1. HOSPIRA INC	03/09/2011	10/20/2011	28.00	55.00	-27.00
4. HOSPIRA INC	03/09/2011	10/21/2011	117.00	219.00	-102.00
9. HOSPIRA INC	03/09/2011	10/21/2011	263.00	493.00	-230.00
1. HOSPIRA INC	03/09/2011	10/21/2011	29.00	55.00	-26.00
9. AMAZON COM INC	08/30/2011	10/26/2011	1,810.00	1,908.00	-98.00
27. EATON CORP	10/14/2011	11/07/2011	1,215.00	1,146.00	69.00
4. EATON CORP	03/23/2011	11/07/2011	180.00	232.00	-52.00 *
14. EATON CORP	03/27/2011	11/07/2011	630.00	817.00	-187.00 *
3. APPLE COMPUTER INC	09/27/2011	11/11/2011	1,161.00	1,218.00	-57.00
7. DANAHER CORP	07/13/2011	11/16/2011	344.00	402.00	-58.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

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OMB No 1545-0092

2011

Name of estate or trust

WHITLOCK MEMORIAL FUND U/W

Employer identification number

54-6225993

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 10. DANAHER CORP	07/09/2011	11/16/2011	491.00	565.00	-74.00
14. EATON CORP	03/01/2011	11/16/2011	638.00	776.00	-138.00
4. EATON CORP	02/25/2011	11/16/2011	182.00	220.00	-38.00
17. EATON CORP	10/14/2011	11/16/2011	775.00	722.00	53.00
24. TJX COS INC NEW	06/29/2011	11/16/2011	1,466.00	1,250.00	216.00
7. TIFFANY & CO NEW	01/11/2011	11/23/2011	492.00	424.00	68.00
43. GREEN MOUNTAIN COFFEE COM	06/08/2011	11/28/2011	2,199.00	3,266.00	-1,067.00
14. GREEN MOUNTAIN COFFEE COM	04/05/2011	11/28/2011	716.00	922.00	-206.00
44. GREEN MOUNTAIN COFFEE COM	04/05/2011	11/29/2011	2,174.00	2,899.00	-725.00
11. AMAZON COM INC	08/30/2011	12/01/2011	2,169.00	2,332.00	-163.00
16. SOTHEBYS HLDGS INC CL	04/21/2011	12/13/2011	468.00	808.00	-340.00
7. SOTHEBYS HLDGS INC CL A	04/21/2011	12/14/2011	195.00	354.00	-159.00
14. SOTHEBYS HLDGS INC CL	05/10/2011	12/14/2011	389.00	604.00	-215.00
6. SOTHEBYS HLDGS INC CL A	05/10/2011	12/15/2011	167.00	259.00	-92.00
33. RED HAT INC	09/27/2011	12/21/2011	1,310.00	1,477.00	-167.00
26. RED HAT INC	07/18/2011	12/21/2011	1,032.00	1,117.00	-85.00
40. RED HAT INC	07/18/2011	12/21/2011	1,597.00	1,719.00	-122.00
23. RED HAT INC	07/18/2011	12/22/2011	925.00	989.00	-64.00
20. RED HAT INC	08/31/2011	12/22/2011	805.00	789.00	16.00
7. RED HAT INC	09/01/2011	12/22/2011	282.00	269.00	13.00
66. RED HAT INC	08/16/2011	12/22/2011	2,655.00	2,496.00	159.00
10. EATON CORP	10/14/2011	01/05/2012	456.00	425.00	31.00
5. ESTEE LAUDER COMPANIES	08/29/2011	01/05/2012	563.00	499.00	64.00
1. ESTEE LAUDER COMPANIES	08/25/2011	01/05/2012	113.00	93.00	20.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2011

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Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 20. ESTEE LAUDER COMPANIES	08/24/2011	01/05/2012	2,253.00	1,865.00	388.00
15. ESTEE LAUDER COMPANIES	08/15/2011	01/05/2012	1,690.00	1,398.00	292.00
18. EATON CORP	10/14/2011	01/06/2012	816.00	764.00	52.00
11. EATON CORP	10/12/2011	01/06/2012	499.00	463.00	36.00
.5 EXPEDIA INC DEL NEW COM	05/20/2011	01/23/2012	15.00	14.00	1.00
.5 TRIPADVISOR INC COM	05/20/2011	01/23/2012	15.00	14.00	1.00
.667 WPX ENERGY INC COM	10/17/2011	01/30/2012	11.00	10.00	1.00
7. COGNIZANT TECHNOLOGY SO CL A	09/27/2011	02/03/2012	514.00	473.00	41.00
1. GOOGLE INC CL A	08/06/2011	02/03/2012	595.00	729.00	-134.00
3. GOOGLE INC CL A	07/26/2011	02/03/2012	1,784.00	1,922.00	-138.00
37. STARBUCKS CORP	08/24/2011	02/03/2012	1,787.00	1,383.00	404.00
4. STARBUCKS CORP	03/24/2011	02/03/2012	193.00	147.00	46.00
32. STARBUCKS CORP	05/13/2011	02/03/2012	1,546.00	1,159.00	387.00
39. COGNIZANT TECHNOLOGY S CORP CL A	09/27/2011	02/06/2012	2,838.00	2,636.00	202.00
27. PNC BK CORP	02/10/2011	02/07/2012	1,643.00	1,730.00	-87.00
49.5 TRIPADVISOR INC COM	05/20/2011	02/09/2012	1,404.00	1,398.00	6.00
5.5 TRIPADVISOR INC COM	05/20/2011	02/09/2012	156.00	154.00	2.00
3. YUM BRANDS INC COM	07/08/2011	02/14/2012	192.00	166.00	26.00
17. YUM BRANDS INC COM	08/24/2011	02/14/2012	1,086.00	890.00	196.00
6000. UNITED STATES TREAS 11/15/10 2.625% DUE 11/15/2	07/01/2011	02/17/2012	6,408.00	5,771.00	637.00
6. YUM BRANDS INC COM	08/24/2011	02/17/2012	391.00	314.00	77.00
24. YUM BRANDS INC COM	08/25/2011	02/17/2012	1,565.00	1,244.00	321.00
22. ANADARKO PETE CORP	05/20/2011	03/12/2012	1,858.00	1,652.00	206.00
1. ANADARKO PETE CORP	05/20/2011	03/12/2012	84.00	75.00	9.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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OMB No 1545-0092

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WHITLOCK MEMORIAL FUND U/W

54-6225993

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 20. ANADARKO PETE CORP	10/17/2011	03/12/2012	1,689.00	1,459.00	230.00
19. ANADARKO PETE CORP	10/17/2011	03/12/2012	1,605.00	1,385.00	220.00
15. CARNIVAL CORP PAIRED C	03/18/2011	03/12/2012	465.00	596.00	-131.00
24. CARNIVAL CORP PAIRED C	03/18/2011	03/12/2012	744.00	954.00	-210.00
32. CARNIVAL CORP PAIRED C	05/02/2011	03/12/2012	992.00	1,229.00	-237.00
49.5 EXPEDIA INC DEL NEW C	05/20/2011	03/12/2012	1,581.00	1,351.00	230.00
5.5 EXPEDIA INC DEL NEW CO	05/20/2011	03/12/2012	176.00	148.00	28.00
158. MACYS INC COM	04/07/2011	03/12/2012	6,271.00	4,047.00	2,224.00
6. MACYS INC COM	05/02/2011	03/12/2012	238.00	145.00	93.00
32. NUCOR CORP	03/15/2011	03/12/2012	1,354.00	1,495.00	-141.00
27. PACCAR INC	05/02/2011	03/12/2012	1,236.00	1,436.00	-200.00
14. PACCAR INC	04/07/2011	03/12/2012	641.00	741.00	-100.00
30. PACCAR INC	04/19/2011	03/12/2012	1,373.00	1,577.00	-204.00
8. PACCAR INC	04/08/2011	03/12/2012	366.00	420.00	-54.00
6. PACCAR INC	04/11/2011	03/12/2012	275.00	308.00	-33.00
40. PHILIP MORRIS INTL INC	10/11/2011	03/12/2012	3,381.00	2,609.00	772.00
24. WILLIAMS COS INC DEL C	10/17/2011	03/12/2012	710.00	554.00	156.00
23. WILLIAMS COS INC DEL C	10/17/2011	03/12/2012	680.00	527.00	153.00
7.333 WPX ENERGY INC COM	10/17/2011	03/12/2012	135.00	115.00	20.00
7.667 WPX ENERGY INC COM	10/17/2011	03/12/2012	141.00	119.00	22.00
17. TE CONNECTIVITY LTD CO	10/17/2011	03/12/2012	611.00	583.00	28.00
17. TE CONNECTIVITY LTD CO	10/17/2011	03/12/2012	611.00	582.00	29.00
35. EATON CORP	10/12/2011	03/13/2012	1,747.00	1,473.00	274.00
37. TIME WARNER INC NEW CO	04/21/2011	03/13/2012	1,348.00	1,347.00	1.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

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Schedule D-1 (Form 1041) 2011

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

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Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1. EATON CORP	10/12/2011	03/15/2012	51.00	42.00	9.00
61. TIME WARNER INC NEW CO	06/29/2011	03/15/2012	2,186.00	2,204.00	-18.00
81. TIME WARNER INC NEW CO	12/23/2011	03/15/2012	2,903.00	2,897.00	6.00
4. TIME WARNER INC NEW COM	12/23/2011	03/16/2012	144.00	143.00	1.00
27. TIME WARNER INC NEW CO	04/13/2011	03/16/2012	970.00	964.00	6.00
42. TIME WARNER INC NEW CO	06/28/2011	03/16/2012	1,509.00	1,498.00	11.00
77. TIME WARNER INC NEW CO	04/14/2011	03/16/2012	2,767.00	2,726.00	41.00
18. TIME WARNER INC NEW CO	04/14/2011	03/19/2012	648.00	637.00	11.00
3. AES CORP	03/13/2012	03/27/2012	39.00	40.00	-1.00 *
1. AARONS INC CL A COM	03/13/2012	03/27/2012	26.00	26.00	
1. ARES CAP CORP COM	03/12/2012	03/27/2012	16.00	16.00	
7. BOSTON SCIENTIFIC CORP	03/12/2012	03/27/2012	43.00	41.00	2.00
1. CF INDS HLDGS INC COM	03/12/2012	03/27/2012	189.00	181.00	8.00
3. CISCO SYS INC	02/07/2012	03/27/2012	63.00	61.00	2.00
2. DISCOVER FINL SVCS COM	03/12/2012	03/27/2012	68.00	62.00	6.00
1. DONNELLEY R R & SONS CO	03/13/2012	03/27/2012	13.00	13.00	
2. EXELON CORP COM	03/12/2012	03/27/2012	78.00	80.00	-2.00
2. GAMESTOP CORP CL A COM	03/13/2012	03/27/2012	48.00	48.00	
1. GENERAL ELEC CO	03/12/2012	03/27/2012	20.00	19.00	1.00
3. KROGER CO	03/13/2012	03/27/2012	73.00	73.00	
1. LOCKHEED MARTIN CORPORA	03/12/2012	03/27/2012	91.00	89.00	2.00
2. MACYS INC COM	05/02/2011	03/27/2012	81.00	48.00	33.00
2. MERCK & CO INC NEW COM	02/21/2012	03/27/2012	78.00	76.00	2.00
18. PFIZER INC	03/12/2012	03/27/2012	406.00	388.00	18.00

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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1a 1. PROTECTIVE LIFE CORP	03/13/2012	03/27/2012	30.00	28.00	2.00
4. PUBLIC SVC ENTERPRISE G	03/12/2012	03/27/2012	121.00	122.00	-1.00
1. UNITED PARCEL SERVICE C	05/02/2011	03/27/2012	81.00	75.00	6.00
11. VALERO ENERGY CORP - N	03/12/2012	03/27/2012	304.00	310.00	-6.00
1. LYONDELLBASELL INDUSTRI COM	03/12/2012	03/27/2012	44.00	1.00	43.00
15. BERKSHIRE HATHAWAY INC B COM	03/12/2012	04/03/2012	1,216.00	1,193.00	23.00
18. DOMTAR CORP NEW COM	03/12/2012	04/03/2012	1,779.00	1,762.00	17.00
9. LINCOLN NATL CORP IND	03/12/2012	04/03/2012	232.00	222.00	10.00
6. LORILLARD INC COM	09/19/2011	04/03/2012	796.00	668.00	128.00
36. MACYS INC COM	05/02/2011	04/03/2012	1,474.00	869.00	605.00
10. UNIT CORP COM	03/12/2012	04/03/2012	429.00	461.00	-32.00 *
23. UNITED PARCEL SERVICE	05/02/2011	04/03/2012	1,848.00	1,724.00	124.00
35. MCDONALDS CORP	09/27/2011	04/19/2012	3,319.00	3,183.00	136.00
20. MCDONALDS CORP	06/29/2011	04/19/2012	1,897.00	1,688.00	209.00
19. COACH INC COM	03/21/2012	04/23/2012	1,429.00	1,498.00	-69.00
2. GOOGLE INC CL A	07/26/2011	04/23/2012	1,193.00	1,282.00	-89.00
3. GOOGLE INC CL A	11/11/2011	04/23/2012	1,790.00	1,820.00	-30.00
31. STARBUCKS CORP	05/13/2011	04/23/2012	1,815.00	1,122.00	693.00
11. WYNN RESORTS LTD COM	08/31/2011	04/23/2012	1,379.00	1,688.00	-309.00
235. AMERICAN CAP LTD COM	03/13/2012	04/24/2012	2,127.00	2,109.00	18.00
20. BERKSHIRE HATHAWAY INC B COM	03/12/2012	04/24/2012	1,591.00	1,591.00	
19. HILL ROM HLDGS INC COM	03/13/2012	04/24/2012	593.00	664.00	-71.00
21. HILL ROM HLDGS INC COM	03/12/2012	04/24/2012	656.00	725.00	-69.00
4. LORILLARD INC COM	09/19/2011	04/24/2012	538.00	445.00	93.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D-1 (Form 1041) 2011

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2011

► See instructions for Schedule D (Form 1041).

► **Attach to Schedule D** to list additional transactions for lines 1a and 6a.

Name of estate or trust

Employer identification number

WHITLOCK MEMORIAL FUND U/W

54-6225993

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	-20,897.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2011

-ISA

* INDICATES WASH SALE

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Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

WHITLOCK MEMORIAL FUND U/W

54-6225993

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 13. AMAZON COM INC	03/01/2010	05/05/2011	2,600.00	1,601.00	999.00
10. GENERAL DYNAMICS CORP	07/25/2005	05/23/2011	716.00	586.00	130.00
21. GENERAL DYNAMICS CORP	01/12/2009	05/23/2011	1,503.00	1,208.00	295.00
3. GENERAL DYNAMICS CORP	09/01/2005	05/23/2011	215.00	172.00	43.00
3. GENERAL DYNAMICS CORP	09/01/2005	05/25/2011	211.00	172.00	39.00
24. THERMO ELECTRON CORP	07/30/2008	05/25/2011	1,542.00	1,421.00	121.00
2. THERMO ELECTRON CORP	07/30/2008	05/25/2011	129.00	118.00	11.00
12. THERMO ELECTRON CORP	01/03/2008	05/25/2011	773.00	684.00	89.00
24. GENERAL DYNAMICS CORP	09/01/2005	05/26/2011	1,687.00	1,378.00	309.00
30. GENERAL DYNAMICS CORP	09/01/2005	05/31/2011	2,232.00	1,723.00	509.00
1. GENERAL DYNAMICS CORP	03/11/2005	05/31/2011	74.00	55.00	19.00
24. MEDCO HEALTH SOLUTIONS	04/30/2008	05/31/2011	1,421.00	1,192.00	229.00
4. MEDCO HEALTH SOLUTIONS	04/30/2008	05/31/2011	238.00	199.00	39.00
2. MEDCO HEALTH SOLUTIONS	04/30/2008	05/31/2011	119.00	99.00	20.00
23. GENERAL DYNAMICS CORP	03/11/2005	06/02/2011	1,656.00	1,256.00	400.00
2. GENERAL DYNAMICS CORP	03/09/2005	06/02/2011	144.00	109.00	35.00
24. GENERAL DYNAMICS CORP	03/09/2005	06/02/2011	1,720.00	1,305.00	415.00
2. GENERAL DYNAMICS CORP	06/15/2004	06/02/2011	143.00	98.00	45.00
14. APPLE COMPUTER INC	04/25/2008	06/07/2011	4,667.00	2,367.00	2,300.00
4. APPLE COMPUTER INC	04/25/2008	06/07/2011	1,337.00	676.00	661.00
6. APPLE COMPUTER INC	07/24/2008	06/07/2011	2,005.00	964.00	1,041.00
24. GENERAL DYNAMICS CORP	06/15/2004	06/07/2011	1,697.00	1,180.00	517.00
2. GENERAL DYNAMICS CORP	06/08/2004	06/07/2011	141.00	98.00	43.00
9. BAIDU COM INC SPONSORED	11/05/2009	06/08/2011	1,112.00	355.00	757.00
12. BAIDU COM INC SPONSORE	09/24/2009	06/08/2011	1,483.00	468.00	1,015.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

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Employer identification number

WHITLOCK MEMORIAL FUND U/W

54-6225993

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1. GOLDMAN SACHS GROUP INC	03/30/2004	06/08/2011	133.00	104.00	29.00
13. GOLDMAN SACHS GROUP INC	04/19/2004	06/08/2011	1,731.00	1,331.00	400.00
2. GOLDMAN SACHS GROUP INC	04/30/2004	06/08/2011	266.00	195.00	71.00
14. GOLDMAN SACHS GROUP INC	04/30/2004	06/08/2011	1,844.00	1,367.00	477.00
27. GOLDMAN SACHS GROUP INC	11/25/2008	06/08/2011	3,556.00	1,859.00	1,697.00
4. AMAZON COM INC	03/01/2010	06/17/2011	744.00	493.00	251.00
13. AMAZON COM INC	10/30/2009	06/17/2011	2,417.00	1,548.00	869.00
22. DOW CHEM CO	12/01/2009	06/17/2011	761.00	617.00	144.00
4. UNION PAC CORP	01/31/2006	06/17/2011	400.00	176.00	224.00
16. UNION PAC CORP	01/25/2006	06/17/2011	1,601.00	695.00	906.00
37. DOW CHEM CO	09/23/2009	06/20/2011	1,292.00	983.00	309.00
42. DOW CHEM CO	09/17/2009	06/20/2011	1,467.00	1,108.00	359.00
10. EOG RESOURCES INC	03/10/2010	06/20/2011	1,009.00	983.00	26.00
22. EOG RESOURCES INC	01/08/2010	06/20/2011	2,221.00	2,144.00	77.00
3. EOG RESOURCES INC	12/22/2009	06/20/2011	303.00	290.00	13.00
14. EOG RESOURCES INC	12/22/2009	06/22/2011	1,429.00	1,353.00	76.00
16. EOG RESOURCES INC	12/21/2009	06/22/2011	1,634.00	1,518.00	116.00
5. EOG RESOURCES INC	11/16/2009	06/22/2011	511.00	451.00	60.00
617. MTG ASSET BKD PORTFOL	02/19/2003	06/30/2011	5,868.00	6,275.00	-407.00
40. DOW CHEM CO	09/17/2009	07/01/2011	1,450.00	1,056.00	394.00
34. EOG RESOURCES INC	11/16/2009	07/01/2011	3,509.00	3,070.00	439.00
38. EOG RESOURCES INC	05/07/2009	07/01/2011	3,922.00	2,780.00	1,142.00
2000. FEDERAL NATL MTG ASS NT	12/03/2007	07/01/2011	2,027.00	2,087.00	-60.00
2000. UNITED STATES TREAS 06/01/09 2.250% DUE 05/31/1	07/06/2009	07/01/2011	2,082.00	1,992.00	90.00
25. GENERAL DYNAMICS CORP	06/08/2004	07/08/2011	1,861.00	1,228.00	633.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

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Employer identification number

WHITLOCK MEMORIAL FUND U/W

54-6225993

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 21. AMAZON COM INC	10/30/2009	07/19/2011	4,574.00	2,500.00	2,074.00
20. DOW CHEM CO	09/17/2009	07/19/2011	693.00	528.00	165.00
8. DOW CHEM CO	08/06/2009	07/19/2011	277.00	183.00	94.00
39. PNC BK CORP	05/05/2010	07/19/2011	2,173.00	2,570.00	-397.00
7. PNC BK CORP	04/21/2010	07/19/2011	390.00	454.00	-64.00
19. PNC BK CORP	05/24/2010	07/19/2011	1,059.00	1,171.00	-112.00
19. PNC BK CORP	07/14/2010	07/19/2011	1,059.00	1,160.00	-101.00
20. UNION PAC CORP	01/25/2006	07/19/2011	2,007.00	868.00	1,139.00
8. UNION PAC CORP	03/08/2006	07/19/2011	803.00	337.00	466.00
27. GENERAL DYNAMICS CORP	06/08/2004	07/20/2011	1,892.00	1,327.00	565.00
12. GENERAL DYNAMICS CORP	06/04/2004	07/20/2011	841.00	583.00	258.00
14. GENERAL DYNAMICS CORP	06/04/2004	07/20/2011	981.00	680.00	301.00
10. MEDCO HEALTH SOLUTIONS	04/30/2008	07/21/2011	635.00	497.00	138.00
8. MEDCO HEALTH SOLUTIONS	06/09/2008	07/21/2011	508.00	392.00	116.00
14. MEDCO HEALTH SOLUTIONS	06/09/2008	07/21/2011	918.00	686.00	232.00
3. MONSANTO CO NEW COM	06/11/2010	07/27/2011	222.00	153.00	69.00
2000. FEDERAL NATL MTG ASS NT	12/03/2007	08/18/2011	2,015.00	2,087.00	-72.00
3000. FEDERAL NATL MTG ASS NT	03/27/2007	08/18/2011	3,023.00	3,022.00	1.00
6000. UNITED STATES TREAS 10/31/06 4.625% DUE 10/31/1	03/27/2007	08/18/2011	6,055.00	6,029.00	26.00
6. AMAZON COM INC	10/30/2009	08/19/2011	1,081.00	714.00	367.00
17. APPLE COMPUTER INC	07/24/2008	08/19/2011	6,080.00	2,731.00	3,349.00
14. BAIDU COM INC SPONSORE	09/24/2009	08/19/2011	1,790.00	546.00	1,244.00
1. DANAHER CORP	05/03/2010	08/19/2011	41.00	43.00	-2.00 *
107. DOW CHEM CO	08/06/2009	08/19/2011	2,825.00	2,453.00	372.00
10. DOW CHEM CO	07/30/2009	08/19/2011	264.00	215.00	49.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

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WHITLOCK MEMORIAL FUND U/W

54-6225993

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 5. PNC BK CORP	07/14/2010	08/19/2011	218.00	305.00	-87.00
56. PNC BK CORP	03/25/2010	08/19/2011	2,437.00	3,402.00	-965.00
49. US BANCORP DEL COM NEW	07/09/2010	08/19/2011	1,010.00	1,147.00	-137.00
21. UNION PAC CORP	03/08/2006	08/19/2011	1,797.00	885.00	912.00
18. PNC BK CORP	03/25/2010	08/22/2011	783.00	1,094.00	-311.00
126. PNC BK CORP	02/03/2010	08/22/2011	5,482.00	6,845.00	-1,363.00
45. US BANCORP DEL COM NEW	07/09/2010	08/22/2011	922.00	1,053.00	-131.00
25. US BANCORP DEL COM NEW	03/26/2009	08/22/2011	512.00	400.00	112.00
2. UNION PAC CORP	03/08/2006	08/22/2011	172.00	84.00	88.00
8. DANAHER CORP	05/03/2010	08/23/2011	326.00	341.00	-15.00 *
33. DANAHER CORP	05/03/2010	08/23/2011	1,345.00	1,406.00	-61.00 *
12. PPG INDS INC	03/26/2010	08/23/2011	846.00	792.00	54.00
57. DOW CHEM CO	07/30/2009	08/31/2011	1,612.00	1,227.00	385.00
9. PPG INDS INC	03/26/2010	08/31/2011	690.00	594.00	96.00
6. PPG INDS INC	03/26/2010	09/01/2011	457.00	396.00	61.00
3. PPG INDS INC	07/09/2010	09/01/2011	229.00	194.00	35.00
6. PPG INDS INC	07/09/2010	09/02/2011	443.00	388.00	55.00
10. UNION PAC CORP	03/08/2006	09/02/2011	890.00	422.00	468.00
111. DOW CHEM CO	07/30/2009	09/07/2011	3,000.00	2,389.00	611.00
.5 RAYONIER INC REIT	07/26/2007	09/07/2011	20.00	15.00	5.00
9. GENERAL MILLS INC	05/17/2010	09/19/2011	334.00	332.00	2.00
2. GENERAL MILLS INC	05/19/2010	09/19/2011	74.00	74.00	
20. GENERAL MILLS INC	05/19/2010	09/19/2011	743.00	736.00	7.00
12. GENERAL MILLS INC	05/19/2010	09/19/2011	446.00	441.00	5.00
12. GENERAL MILLS INC	05/19/2010	09/19/2011	446.00	441.00	5.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

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WHITLOCK MEMORIAL FUND U/W

54-6225993

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 2. GENERAL MILLS INC	05/19/2010	09/19/2011	74.00	73.00	1.00
60. GENERAL MILLS INC	05/19/2010	09/19/2011	2,230.00	2,204.00	26.00
1. RAYONIER INC REIT	07/26/2007	09/28/2011	37.00	30.00	7.00
7.5 RAYONIER INC REIT	07/26/2007	09/28/2011	279.00	222.00	57.00
9.5 RAYONIER INC REIT	07/24/2007	09/28/2011	353.00	280.00	73.00
3. RAYONIER INC REIT	07/24/2007	09/28/2011	113.00	88.00	25.00
12. RAYONIER INC REIT	07/24/2007	09/29/2011	448.00	354.00	94.00
7. RAYONIER INC REIT	07/24/2007	09/30/2011	261.00	206.00	55.00
1000. UNITED STATES TREAS 06/01/09 2.250% DUE 05/31/1	07/06/2009	09/30/2011	1,049.00	996.00	53.00
2000. UNITED STATES TREAS 06/01/09 2.250% DUE 05/31/1	06/30/2009	09/30/2011	2,097.00	1,986.00	111.00
137. DOW CHEM CO	06/09/2009	10/03/2011	3,052.00	2,461.00	591.00
4. EATON CORP	09/13/2010	10/03/2011	142.00	161.00	-19.00 *
23. MONSANTO CO NEW COM	06/11/2010	10/03/2011	1,400.00	1,170.00	230.00
7. NIKE INC CL B	07/17/2008	10/03/2011	593.00	405.00	188.00
9. NIKE INC CL B	07/16/2008	10/03/2011	763.00	520.00	243.00
3. PPG INDS INC	07/09/2010	10/03/2011	212.00	194.00	18.00
20. PPG INDS INC	07/21/2010	10/03/2011	1,416.00	1,292.00	124.00
28. PPG INDS INC	09/10/2009	10/03/2011	1,983.00	1,580.00	403.00
28. PPG INDS INC	08/28/2009	10/03/2011	1,983.00	1,566.00	417.00
4. RAYONIER INC REIT	07/24/2007	10/03/2011	146.00	118.00	28.00
3. SALESFORCE COM INC COM	09/02/2010	10/03/2011	341.00	357.00	-16.00
1. SALESFORCE COM INC COM	09/01/2010	10/03/2011	114.00	115.00	-1.00
11. STARWOOD HOTELS & RESO WORLDWIDE INC COM	10/22/2008	10/03/2011	430.00	218.00	212.00
32. US BANCORP DEL COM NEW	03/26/2009	10/03/2011	752.00	512.00	240.00
7. UNION PAC CORP	03/08/2006	10/03/2011	575.00	295.00	280.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

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54-6225993

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 4. UNION PAC CORP	01/19/2006	10/03/2011	328.00	165.00	163.00
12. WELLS FARGO & CO NEW P SER J	09/01/2009	10/03/2011	330.00	292.00	38.00
2. RAYONIER INC REIT	07/24/2007	10/04/2011	72.00	59.00	13.00
4. RAYONIER INC REIT	02/26/2008	10/04/2011	145.00	116.00	29.00
13. MONSANTO CO NEW COM	06/11/2010	10/12/2011	956.00	661.00	295.00
7. MONSANTO CO NEW COM	05/28/2010	10/12/2011	515.00	353.00	162.00
4. EATON CORP	09/22/2010	11/07/2011	180.00	188.00	-8.00 *
9. APPLE COMPUTER INC	07/24/2008	11/11/2011	3,484.00	1,446.00	2,038.00
6. APPLE COMPUTER INC	04/02/2009	11/11/2011	2,323.00	678.00	1,645.00
33. DANAHER CORP	05/11/2010	11/16/2011	1,621.00	1,565.00	56.00
2. DANAHER CORP	05/10/2010	11/16/2011	98.00	94.00	4.00
4. EATON CORP	08/27/2010	11/16/2011	182.00	176.00	6.00
4. APPLE COMPUTER INC	04/02/2009	11/22/2011	1,497.00	452.00	1,045.00
13. TIFFANY & CO NEW	03/22/2010	11/23/2011	913.00	613.00	300.00
3. AMAZON COM INC	10/30/2009	12/01/2011	591.00	357.00	234.00
2. PPG INDS INC	08/31/2009	12/13/2011	165.00	111.00	54.00
5. PPG INDS INC	08/31/2009	12/14/2011	402.00	277.00	125.00
8. SALESFORCE COM INC COM	09/01/2010	12/15/2011	854.00	923.00	-69.00
15. SALESFORCE COM INC COM	09/01/2010	12/16/2011	1,608.00	1,730.00	-122.00
2. TIFFANY & CO NEW	03/22/2010	12/16/2011	126.00	94.00	32.00
35. TIFFANY & CO NEW	01/14/2010	12/16/2011	2,204.00	1,623.00	581.00
3. SALESFORCE COM INC COM	09/01/2010	12/19/2011	313.00	346.00	-33.00
12. SALESFORCE COM INC COM	08/25/2010	12/19/2011	1,254.00	1,352.00	-98.00
3. TIFFANY & CO NEW	01/14/2010	12/19/2011	188.00	139.00	49.00
15. TIFFANY & CO NEW	01/14/2010	12/19/2011	941.00	681.00	260.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

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54-6225993

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 8. AMAZON COM INC	10/30/2009	12/20/2011	1,459.00	952.00	507.00
24. AMAZON COM INC	10/23/2009	12/20/2011	4,377.00	2,803.00	1,574.00
20. ORACLE SYS CORP	11/19/2010	12/20/2011	583.00	564.00	19.00
121. ORACLE SYS CORP	08/06/2010	12/20/2011	3,527.00	2,935.00	592.00
1. AMAZON COM INC	10/23/2009	12/21/2011	174.00	117.00	57.00
35. AMAZON COM INC	07/13/2009	12/21/2011	6,087.00	2,819.00	3,268.00
71. ORACLE SYS CORP	08/06/2010	12/21/2011	1,784.00	1,722.00	62.00
133. ORACLE SYS CORP	07/20/2010	12/21/2011	3,341.00	3,180.00	161.00
134. ORACLE SYS CORP	07/21/2010	12/21/2011	3,366.00	3,155.00	211.00
15. SALESFORCE COM INC COM	08/25/2010	12/21/2011	1,426.00	1,690.00	-264.00
25. TIFFANY & CO NEW	01/14/2010	12/23/2011	1,606.00	1,136.00	470.00
4. TIFFANY & CO NEW	07/27/2010	12/23/2011	257.00	168.00	89.00
449.843 COLUMBIA VALUE AND NG FUND CLASS Z SHARES	05/30/2008	12/30/2011	20,000.00	26,946.00	-6,946.00
406.835 THORNBURG INTL VAL	06/02/2008	12/30/2011	10,000.00	12,950.00	-2,950.00
9. ESTEE LAUDER COMPANIES	12/15/2010	01/05/2012	1,014.00	709.00	305.00
5. ESTEE LAUDER COMPANIES	12/15/2010	01/06/2012	559.00	394.00	165.00
8. PRAXAIR INC	12/02/2010	01/09/2012	858.00	751.00	107.00
2. PRAXAIR INC	12/02/2010	02/03/2012	216.00	188.00	28.00
28. PRAXAIR INC	07/09/2010	02/03/2012	3,023.00	2,275.00	748.00
20000. UNITED STATES TREAS 06/01/09 2.250% DUE 05/31/1	06/30/2009	02/06/2012	20,913.00	19,876.00	1,037.00
10. GENUINE PARTS CO	08/23/2010	02/07/2012	646.00	428.00	218.00
11. GENUINE PARTS CO	08/20/2010	02/07/2012	711.00	471.00	240.00
4. GENUINE PARTS CO	08/25/2010	02/07/2012	258.00	171.00	87.00
16. GENUINE PARTS CO	08/23/2010	02/07/2012	1,034.00	684.00	350.00
41. GENUINE PARTS CO	08/20/2010	02/07/2012	2,649.00	1,752.00	897.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

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WHITLOCK MEMORIAL FUND U/W

54-6225993

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 20. GENUINE PARTS CO	08/24/2010	02/07/2012	1,292.00	850.00	442.00
31. GENUINE PARTS CO	08/25/2010	02/07/2012	2,003.00	1,313.00	690.00
6. GENUINE PARTS CO	08/24/2010	02/07/2012	388.00	253.00	135.00
2. GENUINE PARTS CO	08/24/2010	02/07/2012	129.00	84.00	45.00
17. OCCIDENTAL PETROLEUM C	12/17/2009	02/07/2012	1,772.00	1,332.00	440.00
39. OCCIDENTAL PETROLEUM C	01/06/2009	02/07/2012	4,065.00	2,404.00	1,661.00
31. OCCIDENTAL PETROLEUM C	01/06/2009	02/07/2012	3,231.00	1,909.00	1,322.00
11. OCCIDENTAL PETROLEUM C	04/21/2005	02/07/2012	1,146.00	387.00	759.00
72. OCCIDENTAL PETROLEUM C	04/21/2005	02/07/2012	7,504.00	2,530.00	4,974.00
127. PNC BK CORP	04/13/2005	02/07/2012	7,726.00	6,533.00	1,193.00
9. PNC BK CORP	05/08/2009	02/07/2012	548.00	462.00	86.00
2. PNC BK CORP	05/11/2009	02/07/2012	122.00	101.00	21.00
6. PNC BK CORP	05/08/2009	02/07/2012	365.00	300.00	65.00
14. PNC BK CORP	05/11/2009	02/07/2012	852.00	697.00	155.00
3000. UNITED STATES TREAS 11/15/10 2.625% DUE 11/15/2	01/11/2011	02/17/2012	3,204.00	2,841.00	363.00
13. LIFE TECHNOLOGIES CORP	01/05/2010	02/21/2012	602.00	669.00	-67.00
54. LIFE TECHNOLOGIES CORP	07/15/2009	02/21/2012	2,503.00	2,165.00	338.00
2. PRICELINE COM INC COM	07/21/2010	02/28/2012	1,273.00	445.00	828.00
2. PRICELINE COM INC COM	12/16/2009	02/28/2012	1,273.00	442.00	831.00
33. AIR PRODS & CHEMS INC	02/09/2011	03/12/2012	2,945.00	2,930.00	15.00
17. AIR PRODS & CHEMS INC	01/21/2011	03/12/2012	1,517.00	1,479.00	38.00
42. ALLEGHENY TECHNOLOGIES	02/09/2011	03/12/2012	1,714.00	2,789.00	-1,075.00
22. ALLEGHENY TECHNOLOGIES	01/07/2010	03/12/2012	898.00	1,082.00	-184.00
1. ALLEGHENY TECHNOLOGIES	01/28/2010	03/12/2012	41.00	43.00	-2.00
25. ALLEGHENY TECHNOLOGIES	01/28/2010	03/12/2012	1,020.00	1,069.00	-49.00

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Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 19. ANADARKO PETE CORP	02/09/2011	03/12/2012	1,605.00	1,478.00	127.00
46. ANADARKO PETE CORP	08/04/2010	03/12/2012	3,885.00	2,556.00	1,329.00
39. APACHE CORP CONV PFD S	07/23/2010	03/12/2012	2,289.00	2,068.00	221.00
28. APACHE CORP CONV PFD S	07/23/2010	03/12/2012	1,644.00	1,472.00	172.00
47. BB&T CORPORATION	02/10/2011	03/12/2012	1,375.00	1,360.00	15.00
129. BB&T CORPORATION	12/09/2010	03/12/2012	3,775.00	3,491.00	284.00
74. BB&T CORPORATION	12/13/2010	03/12/2012	2,166.00	1,996.00	170.00
33. BB&T CORPORATION	12/03/2010	03/12/2012	966.00	885.00	81.00
32. BB&T CORPORATION	12/13/2010	03/12/2012	937.00	858.00	79.00
147. BB&T CORPORATION	12/09/2010	03/12/2012	4,302.00	3,885.00	417.00
25. CIT GROUP INC NEW COM	09/30/2010	03/12/2012	999.00	1,024.00	-25.00
21. CIT GROUP INC NEW COM	09/22/2010	03/12/2012	839.00	825.00	14.00
13. CIT GROUP INC NEW COM	09/22/2010	03/12/2012	519.00	510.00	9.00
7. CIT GROUP INC NEW COM	07/27/2010	03/12/2012	280.00	268.00	12.00
1. CIT GROUP INC NEW COM	07/27/2010	03/12/2012	40.00	38.00	2.00
12. CIT GROUP INC NEW COM	07/27/2010	03/12/2012	479.00	458.00	21.00
4. CIT GROUP INC NEW COM	07/27/2010	03/12/2012	160.00	153.00	7.00
1. CIT GROUP INC NEW COM	07/27/2010	03/12/2012	40.00	38.00	2.00
11. CIT GROUP INC NEW COM	07/28/2010	03/12/2012	439.00	414.00	25.00
15. CAMERON INT'L CORP COM	06/15/2010	03/12/2012	789.00	557.00	232.00
33. CAMERON INT'L CORP COM	06/15/2010	03/12/2012	1,736.00	1,225.00	511.00
1. CAMERON INT'L CORP COM	07/08/2010	03/12/2012	53.00	35.00	18.00
33. CAMERON INT'L CORP COM	07/08/2010	03/12/2012	1,736.00	1,140.00	596.00
7. CAMERON INT'L CORP COM	07/08/2010	03/12/2012	368.00	242.00	126.00
17. CARNIVAL CORP PAIRED C	04/09/2009	03/12/2012	527.00	439.00	88.00

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Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 102. CARNIVAL CORP PAIRED	05/21/2009	03/12/2012	3,161.00	2,532.00	629.00
47. CARNIVAL CORP PAIRED C	03/23/2009	03/12/2012	1,457.00	1,078.00	379.00
30. CYPRESS SEMICONDUCTOR	01/14/2011	03/12/2012	470.00	613.00	-143.00
24. CYPRESS SEMICONDUCTOR	01/13/2011	03/12/2012	376.00	506.00	-130.00
83. CYPRESS SEMICONDUCTOR	01/13/2011	03/12/2012	1,302.00	1,749.00	-447.00
3. CYPRESS SEMICONDUCTOR C	01/13/2011	03/12/2012	47.00	61.00	-14.00
3. CYPRESS SEMICONDUCTOR C	01/13/2011	03/12/2012	47.00	61.00	-14.00
20. DIAGEO SPONSORED ADR (SEDOL #2133896	09/18/2009	03/12/2012	1,938.00	1,291.00	647.00
22. DIAGEO SPONSORED ADR (SEDOL #2133896	08/27/2009	03/12/2012	2,132.00	1,359.00	773.00
44. DIAGEO SPONSORED ADR (SEDOL #2133896	02/14/2003	03/12/2012	4,264.00	1,706.00	2,558.00
9. EL PASO CORP COM	01/28/2011	03/12/2012	258.00	140.00	118.00
87. EL PASO CORP COM	01/27/2011	03/12/2012	2,489.00	1,334.00	1,155.00
51. EL PASO CORP COM	01/27/2011	03/12/2012	1,459.00	779.00	680.00
15. EL PASO CORP COM	01/27/2011	03/12/2012	429.00	228.00	201.00
9. EL PASO CORP COM	01/27/2011	03/12/2012	258.00	137.00	121.00
57. EL PASO CORP COM	01/24/2011	03/12/2012	1,631.00	847.00	784.00
38. EL PASO CORP COM	01/24/2011	03/12/2012	1,087.00	563.00	524.00
101. EL PASO CORP COM	01/21/2011	03/12/2012	2,890.00	1,461.00	1,429.00
12. FLUOR CORP NEW COM	04/22/2010	03/12/2012	726.00	629.00	97.00
62. FLUOR CORP NEW COM	11/10/2009	03/12/2012	3,749.00	2,816.00	933.00
58. FLUOR CORP NEW COM	11/03/2009	03/12/2012	3,508.00	2,605.00	903.00
42. FORD MTR CO DEL COM PA	10/27/2010	03/12/2012	522.00	596.00	-74.00
182. FORD MTR CO DEL COM P	10/08/2010	03/12/2012	2,262.00	2,442.00	-180.00
3. HEINZ H J CO	08/20/2010	03/12/2012	160.00	141.00	19.00
56. HEINZ H J CO	08/20/2010	03/12/2012	2,980.00	2,619.00	361.00

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(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 82. HEINZ H J CO	08/25/2010	03/12/2012	4,364.00	3,780.00	584.00
79. HERTZ GLOBAL HLDGS INC	11/11/2010	03/12/2012	1,159.00	991.00	168.00
2. HERTZ GLOBAL HLDGS INC	11/09/2010	03/12/2012	29.00	25.00	4.00
1. HERTZ GLOBAL HLDGS INC	11/09/2010	03/12/2012	15.00	12.00	3.00
20. HERTZ GLOBAL HLDGS INC	11/09/2010	03/12/2012	293.00	248.00	45.00
10. HERTZ GLOBAL HLDGS INC	11/09/2010	03/12/2012	147.00	124.00	23.00
81. HERTZ GLOBAL HLDGS INC	11/10/2010	03/12/2012	1,188.00	989.00	199.00
26. HERTZ GLOBAL HLDGS INC	11/09/2010	03/12/2012	381.00	317.00	64.00
54. HERTZ GLOBAL HLDGS INC	11/09/2010	03/12/2012	792.00	659.00	133.00
86. HERTZ GLOBAL HLDGS INC	11/12/2010	03/12/2012	1,261.00	1,041.00	220.00
5. INTERNATIONAL BUSINESS	02/06/2009	03/12/2012	1,005.00	482.00	523.00
7. INTERNATIONAL BUSINESS	02/06/2009	03/12/2012	1,407.00	675.00	732.00
5. INTERNATIONAL BUSINESS	10/13/2008	03/12/2012	1,005.00	456.00	549.00
4. INTERNATIONAL BUSINESS	10/13/2008	03/12/2012	804.00	359.00	445.00
7. INTERNATIONAL BUSINESS	10/13/2008	03/12/2012	1,407.00	627.00	780.00
27. JACOBS ENGR GROUP INC	01/12/2011	03/12/2012	1,217.00	1,312.00	-95.00
20. JACOBS ENGR GROUP INC	12/22/2010	03/12/2012	901.00	937.00	-36.00
45. JACOBS ENGR GROUP INC	12/22/2010	03/12/2012	2,028.00	2,099.00	-71.00
29. KELLOGG CO	03/11/2011	03/12/2012	1,532.00	1,600.00	-68.00
44. LIFE TECHNOLOGIES CORP	07/15/2009	03/12/2012	2,020.00	1,764.00	256.00
24. LIFE TECHNOLOGIES CORP	04/16/2009	03/12/2012	1,102.00	803.00	299.00
8. LIFE TECHNOLOGIES CORP	02/26/2009	03/12/2012	367.00	235.00	132.00
39. LIFE TECHNOLOGIES CORP	02/26/2009	03/12/2012	1,790.00	1,144.00	646.00
15. LIFE TECHNOLOGIES CORP	02/26/2009	03/12/2012	689.00	433.00	256.00
43. MEDCO HEALTH SOLUTIONS	06/09/2008	03/12/2012	2,924.00	2,107.00	817.00

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6a 14. NORDSTROM INC	09/27/2010	03/12/2012	752.00	516.00	236.00
15. NORDSTROM INC	09/24/2010	03/12/2012	806.00	549.00	257.00
29. NORDSTROM INC	09/24/2010	03/12/2012	1,558.00	1,059.00	499.00
19. NORDSTROM INC	09/24/2010	03/12/2012	1,021.00	693.00	328.00
26. NORDSTROM INC	09/24/2010	03/12/2012	1,397.00	943.00	454.00
28. NUCOR CORP	03/04/2011	03/12/2012	1,185.00	1,338.00	-153.00
3. NUCOR CORP	03/04/2011	03/12/2012	127.00	143.00	-16.00
59. P G & E CORPORATION	12/08/2010	03/12/2012	2,542.00	2,773.00	-231.00
25. P G & E CORPORATION	07/13/2009	03/12/2012	1,077.00	932.00	145.00
155. P G & E CORPORATION	04/06/2004	03/12/2012	6,679.00	4,613.00	2,066.00
35. PHILIP MORRIS INTL INC	12/02/2009	03/12/2012	2,958.00	1,736.00	1,222.00
15. PHILIP MORRIS INTL INC	02/14/2003	03/12/2012	1,268.00	300.00	968.00
36. QUEST DIAGNOSTICS INC	02/23/2011	03/12/2012	2,094.00	2,042.00	52.00
17. QUEST DIAGNOSTICS INC	02/23/2011	03/12/2012	989.00	957.00	32.00
36. SVB FINANCIAL GROUP CO	05/06/2010	03/12/2012	2,242.00	1,697.00	545.00
31. SVB FINANCIAL GROUP CO	05/06/2010	03/12/2012	1,931.00	1,455.00	476.00
1. SEMPRA ENERGY	12/03/2009	03/12/2012	60.00	55.00	5.00
17. SEMPRA ENERGY	12/08/2009	03/12/2012	1,014.00	930.00	84.00
2. SEMPRA ENERGY	12/08/2009	03/12/2012	119.00	109.00	10.00
4. SEMPRA ENERGY	12/03/2009	03/12/2012	239.00	218.00	21.00
4. SEMPRA ENERGY	12/02/2009	03/12/2012	239.00	218.00	21.00
17. SEMPRA ENERGY	12/04/2009	03/12/2012	1,014.00	926.00	88.00
31. SEMPRA ENERGY	12/02/2009	03/12/2012	1,849.00	1,688.00	161.00
6. SEMPRA ENERGY	11/26/2009	03/12/2012	358.00	325.00	33.00
15. SEMPRA ENERGY	12/09/2009	03/12/2012	895.00	812.00	83.00

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6a 1. SEMPRA ENERGY	11/30/2009	03/12/2012	60.00	54.00	6.00
2. SEMPRA ENERGY	11/26/2009	03/12/2012	119.00	108.00	11.00
25. SEMPRA ENERGY	03/11/2011	03/12/2012	1,491.00	1,342.00	149.00
38. SEMPRA ENERGY	12/08/2010	03/12/2012	2,267.00	1,932.00	335.00
51. TEXTRON INC	02/08/2011	03/12/2012	1,375.00	1,406.00	-31.00
111. TEXTRON INC	01/26/2011	03/12/2012	2,993.00	2,903.00	90.00
11. THERMO ELECTRON CORP	01/03/2008	03/12/2012	610.00	627.00	-17.00
65. THERMO ELECTRON CORP	01/02/2008	03/12/2012	3,602.00	3,663.00	-61.00
30. THERMO ELECTRON CORP	01/05/2010	03/12/2012	1,662.00	1,429.00	233.00
54. THERMO ELECTRON CORP	07/15/2009	03/12/2012	2,992.00	2,162.00	830.00
31. VIACOM INC CL B COM	02/08/2011	03/12/2012	1,472.00	1,363.00	109.00
57. VIACOM INC CL B COM	01/18/2011	03/12/2012	2,706.00	2,401.00	305.00
4. VIACOM INC CL B COM	01/18/2011	03/12/2012	190.00	167.00	23.00
43. VIACOM INC CL B COM	01/14/2011	03/12/2012	2,042.00	1,795.00	247.00
41. WATSON PHARMACEUTICALS	05/20/2010	03/12/2012	2,445.00	1,781.00	664.00
43. WATSON PHARMACEUTICALS	05/19/2010	03/12/2012	2,565.00	1,841.00	724.00
9. WELLS FARGO COMPANY	05/21/2006	03/12/2012	283.00	432.00	-149.00 *
13. WELLS FARGO COMPANY	04/15/2010	03/12/2012	409.00	438.00	-29.00
10. WELLS FARGO COMPANY	04/15/2010	03/12/2012	315.00	337.00	-22.00 *
195. WILLIAMS COS INC DEL	11/12/2010	03/12/2012	5,768.00	3,751.00	2,017.00
65. WPX ENERGY INC COM	11/12/2010	03/12/2012	1,193.00	850.00	343.00
45. XCEL ENERGY INC COM	08/19/2010	03/12/2012	1,218.00	989.00	229.00
118. XCEL ENERGY INC COM	08/04/2010	03/12/2012	3,195.00	2,565.00	630.00
59. XCEL ENERGY INC COM	05/19/2010	03/12/2012	1,597.00	1,256.00	341.00
6. XCEL ENERGY INC COM	05/19/2010	03/12/2012	162.00	128.00	34.00

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6a 9. XCEL ENERGY INC COM	05/19/2010	03/12/2012	244.00	191.00	53.00
56. XCEL ENERGY INC COM	05/20/2010	03/12/2012	1,516.00	1,182.00	334.00
102. ACE LTD COM	02/08/2011	03/12/2012	7,338.00	6,475.00	863.00
47. ACE LTD COM	03/15/2007	03/12/2012	3,381.00	2,582.00	799.00
18. ACE LTD COM	03/15/2007	03/12/2012	1,295.00	974.00	321.00
11. ACE LTD COM	03/18/2007	03/12/2012	791.00	583.00	208.00
36. ACE LTD COM	05/19/2010	03/12/2012	2,590.00	1,902.00	688.00
3. ACE LTD COM	03/18/2007	03/12/2012	216.00	158.00	58.00
5. ACE LTD COM	05/19/2010	03/12/2012	360.00	263.00	97.00
28. TE CONNECTIVITY LTD CO	04/29/2010	03/12/2012	1,006.00	899.00	107.00
8. TE CONNECTIVITY LTD COM	04/29/2010	03/12/2012	287.00	256.00	31.00
26. TE CONNECTIVITY LTD CO	04/30/2010	03/12/2012	934.00	831.00	103.00
7. TE CONNECTIVITY LTD COM	04/29/2010	03/12/2012	252.00	223.00	29.00
2. TE CONNECTIVITY LTD COM	04/29/2010	03/12/2012	72.00	64.00	8.00
8. TE CONNECTIVITY LTD COM	04/29/2010	03/12/2012	287.00	254.00	33.00
103. TE CONNECTIVITY LTD C	08/19/2010	03/12/2012	3,701.00	2,744.00	957.00
61. TIME WARNER INC NEW CO	02/08/2011	03/13/2012	2,223.00	2,218.00	5.00
22. ACE LTD COM	05/19/2010	03/13/2012	1,590.00	1,157.00	433.00
5. ACE LTD COM	03/17/2007	03/13/2012	361.00	262.00	99.00
3. ACE LTD COM	03/17/2007	03/13/2012	217.00	157.00	60.00
1. ACE LTD COM	03/14/2007	03/13/2012	72.00	52.00	20.00
15. ACE LTD COM	05/20/2010	03/13/2012	1,084.00	770.00	314.00
6. PPG INDS INC	08/31/2009	03/14/2012	561.00	332.00	229.00
7. EATON CORP	09/13/2010	03/15/2012	354.00	282.00	72.00
13. PPG INDS INC	08/31/2009	03/15/2012	1,216.00	719.00	497.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.

Employer identification number

WHITLOCK MEMORIAL FUND U/W

54-6225993

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 44. TIME WARNER INC NEW CO	02/08/2011	03/15/2012	1,577.00	1,600.00	-23.00
105. TIME WARNER INC NEW C	02/07/2011	03/15/2012	3,763.00	3,802.00	-39.00
51. EATON CORP	09/13/2010	03/16/2012	2,595.00	2,055.00	540.00
6. EATON CORP	09/13/2010	03/19/2012	305.00	242.00	63.00
10. EATON CORP	09/09/2010	03/19/2012	508.00	387.00	121.00
71. TIFFANY & CO NEW	07/27/2010	03/19/2012	4,868.00	2,979.00	1,889.00
25. TIFFANY & CO NEW	01/21/2010	03/19/2012	1,714.00	1,044.00	670.00
25. TIFFANY & CO NEW	07/14/2010	03/19/2012	1,714.00	1,020.00	694.00
32. EATON CORP	09/09/2010	03/20/2012	1,599.00	1,239.00	360.00
2. PPG INDS INC	08/31/2009	03/20/2012	188.00	111.00	77.00
24. PPG INDS INC	08/27/2009	03/20/2012	2,254.00	1,328.00	926.00
42. EATON CORP	09/09/2010	03/21/2012	2,090.00	1,626.00	464.00
5. PPG INDS INC	08/27/2009	03/21/2012	470.00	277.00	193.00
29. PPG INDS INC	09/01/2009	03/21/2012	2,725.00	1,573.00	1,152.00
2. AETNA INC NEW COM	03/03/2011	03/27/2012	94.00	78.00	16.00
1. APACHE CORP	09/24/2009	03/27/2012	102.00	91.00	11.00
3. CITIGROUP INC NEW COM	07/08/2010	03/27/2012	111.00	120.00	-9.00 *
4. E M C CORP MASS	07/23/2008	03/27/2012	119.00	55.00	64.00
3. EATON CORP	12/16/2010	03/27/2012	150.00	151.00	-1.00
1. EQUITY RESIDENTIAL SH B	02/10/2011	03/27/2012	61.00	54.00	7.00
1. GOLDMAN SACHS GROUP INC	08/11/2007	03/27/2012	127.00	175.00	-48.00
1. KELLOGG CO	03/11/2011	03/27/2012	53.00	55.00	-2.00
2. SAFEWAY INC COM NEW	03/11/2011	03/27/2012	41.00	46.00	-5.00 *
1. US BANCORP DEL COM NEW	04/15/2003	03/27/2012	32.00	21.00	11.00
1. UNITED TECHNOLOGIES COR	02/14/2003	03/27/2012	83.00	31.00	52.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

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Employer identification number

WHITLOCK MEMORIAL FUND U/W

54-6225993

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 8. UNITEDHEALTH GROUP INC	08/09/2010	03/27/2012	444.00	269.00	175.00
1. AVAGO TECHNOLOGIES LTD	12/23/2010	03/27/2012	39.00	28.00	11.00
693.575 COLUMBIA VALUE AND NG FUND CLASS Z SHARES	05/30/2008	03/30/2012	34,367.00	41,545.00	-7,178.00
36. DOW CHEM CO	06/09/2009	04/03/2012	1,228.00	647.00	581.00
28. DOW CHEM CO	07/08/2009	04/03/2012	955.00	412.00	543.00
30. E M C CORP MASS	07/23/2008	04/03/2012	895.00	412.00	483.00
26. EQUITY RESIDENTIAL SH	02/10/2011	04/03/2012	1,621.00	1,403.00	218.00
56. EQUITY RESIDENTIAL SH	11/09/2009	04/03/2012	3,491.00	1,673.00	1,818.00
59. FORD MTR CO DEL COM PA	10/08/2010	04/03/2012	745.00	792.00	-47.00
19. KELLOGG CO	03/11/2011	04/03/2012	1,012.00	1,048.00	-36.00
19. KELLOGG CO	03/04/2011	04/03/2012	1,012.00	1,033.00	-21.00
15. KELLOGG CO	03/04/2011	04/03/2012	799.00	814.00	-15.00
9. METLIFE INC	03/18/2011	04/03/2012	337.00	397.00	-60.00 *
.5 RAYONIER INC REIT	02/26/2008	04/03/2012	22.00	15.00	7.00
4.5 RAYONIER INC REIT	02/27/2008	04/03/2012	199.00	130.00	69.00
4.5 RAYONIER INC REIT	02/25/2008	04/03/2012	199.00	129.00	70.00
4.5 RAYONIER INC REIT	02/28/2008	04/03/2012	199.00	128.00	71.00
43.5 RAYONIER INC REIT	03/03/2008	04/03/2012	1,919.00	1,228.00	691.00
28.5 RAYONIER INC REIT	02/29/2008	04/03/2012	1,257.00	800.00	457.00
1. RAYONIER INC REIT	02/22/2008	04/03/2012	44.00	27.00	17.00
42. SVB FINANCIAL GROUP CO	05/06/2010	04/03/2012	2,687.00	1,971.00	716.00
6. UNITED PARCEL SERVICE C	12/16/2010	04/03/2012	482.00	442.00	40.00
2. UNITED PARCEL SERVICE C	12/16/2010	04/03/2012	161.00	147.00	14.00
32. UNITED TECHNOLOGIES CO	02/14/2003	04/03/2012	2,628.00	978.00	1,650.00
42. WELLS FARGO COMPANY	04/15/2010	04/03/2012	1,445.00	1,416.00	29.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

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Employer identification number

WHITLOCK MEMORIAL FUND U/W

54-6225993

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 12. WELLS FARGO COMPANY	04/15/2010	04/03/2012	413.00	403.00	10.00
4. AVAGO TECHNOLOGIES LTD	12/23/2010	04/03/2012	153.00	113.00	40.00
2. AVAGO TECHNOLOGIES LTD	12/27/2010	04/03/2012	76.00	56.00	20.00
10. AVAGO TECHNOLOGIES LTD	12/17/2010	04/03/2012	382.00	281.00	101.00
16. AVAGO TECHNOLOGIES LTD	12/17/2010	04/03/2012	612.00	448.00	164.00
3. AVAGO TECHNOLOGIES LTD	12/21/2010	04/03/2012	115.00	84.00	31.00
6. AVAGO TECHNOLOGIES LTD	12/17/2010	04/03/2012	229.00	168.00	61.00
63. DOW CHEM CO	07/08/2009	04/04/2012	2,107.00	928.00	1,179.00
111. DOW CHEM CO	07/08/2009	04/09/2012	3,603.00	1,635.00	1,968.00
54. ESTEE LAUDER COMPANIES	12/15/2010	04/12/2012	3,312.00	2,126.00	1,186.00
30. ESTEE LAUDER COMPANIES	12/15/2010	04/19/2012	1,880.00	1,181.00	699.00
4. ESTEE LAUDER COMPANIES	07/14/2010	04/19/2012	251.00	129.00	122.00
21. MONSANTO CO NEW COM	05/28/2010	04/19/2012	1,608.00	1,060.00	548.00
2. PRICELINE COM INC COM	12/16/2009	04/23/2012	1,398.00	442.00	956.00
58. AMERICAN ELEC PWR INC	03/11/2011	04/24/2012	2,218.00	2,078.00	140.00
20. AMERICAN ELEC PWR INC	03/11/2011	04/24/2012	765.00	716.00	49.00
6. AMERICAN ELEC PWR INC	11/10/2009	04/24/2012	229.00	191.00	38.00
17. AMERICAN ELEC PWR INC	11/09/2009	04/24/2012	650.00	536.00	114.00
132. AMERICAN ELEC PWR INC	10/22/2009	04/24/2012	5,047.00	4,102.00	945.00
1. AMERICAN ELEC PWR INC	10/30/2009	04/24/2012	38.00	31.00	7.00
25. AMERICAN ELEC PWR INC	10/30/2009	04/24/2012	956.00	771.00	185.00
43. E M C CORP MASS	07/23/2008	04/24/2012	1,178.00	591.00	587.00
49. EATON CORP	12/16/2010	04/24/2012	2,363.00	2,473.00	-110.00
11. EATON CORP	12/16/2010	04/24/2012	531.00	552.00	-21.00
72. FORD MTR CO DEL COM PA	10/08/2010	04/24/2012	820.00	966.00	-146.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2011

Employer identification number

54-6225993

[illegible]

* INDICATES WASH SALE

Schedule D-1 (Form 1041) 2011

WHITLOCK MEMORIAL FUND U/W
54-6225993
Balance Sheet
04/30/2012



Cusip	Asset	Units	Basis	Market Value
00130H105	AES CORP	786.000	10,405 01	9,840 72
00206R102	AT&T INC	369.000	9,227 04	12,143 79
002535300	AARONS INC	216.000	5,607.30	5,868.72
002824100	ABBOTT LABS	92.000	5,484 32	5,709.52
00817Y108	AETNA INC	76.000	2,970.10	3,347 04
018490102	ALLERGAN INC	115.000	9,299 97	11,040 00
023135106	AMAZON COM INC	34.000	6,071 33	7,884 60
02503X105	AMERICAN CAP AGY CORP	73 000	2,181 74	2,280.16
02503Y103	AMERICAN CAP LTD	279 000	2,491.93	2,774 66
025537101	AMERICAN ELEC PWR INC	66.000	2,036 32	2,563.44
037411105	APACHE CORP	119.000	10,602.05	11,416 86
037833100	APPLE INC	98.000	29,055 48	57,230 04
038222105	APPLIED MATLS INC	578 000	7,102 90	6,930 22
04010L103	ARES CAP CORP	207.000	3,409 59	3,320.28
053332102	AUTOZONE INC	10.000	3,136.29	3,961 60
056752108	BAIDU INC	174 000	7,802.79	23,089 80
084670702	BERKSHIRE HATHAWAY INC DEL	81 000	6,441.68	6,516 45
09062X103	BIOGEN IDEC INC	153.000	16,040 71	20,503 53
09247X101	BLACKROCK INC	3 000	566 71	574 74
101137107	BOSTON SCIENTIFIC CORP	436.000	2,563 07	2,729.36
110122108	BRISTOL MYERS SQUIBB CO	302 000	10,011 52	10,077 74
125269100	CF INDS HLDGS INC	45 000	8,231 28	8,687.70
14149Y108	CARDINAL HEALTH INC	44 000	1,845 88	1,859.88
166764100	CHEVRON CORP	248.000	20,635.07	26,426.88
17275R102	CISCO SYS INC	924 000	18,208.24	18,623 22
172967424	CITIGROUP INC	251 000	9,577 93	8,294.30
189754104	COACH INC	174.000	10,948 90	12,729 84
197199409	COLUMBIA ACORN FUND	2099.092	59,341 33	65,911.49
197199813	COLUMBIA ACORN INTERNATIONAL	3292.671	110,126 16	130,258 06
19765J830	COLUMBIA MID CAP VALUE FUND	10101 143	89,597.14	143,941 29
19765M189	MTG ASSET BKD PORTFOLIO	22952.000	226,436 95	222,404 88
19765M197	CORPORATE BD PORTFOLIO	13159 000	134,720 43	146,196.49
19765N567	COLUMBIA SMALL CAP VALUE I FUND	1512.612	70,548 21	66,388.54
20825C104	CONOCOPHILLIPS	20 000	1,545 65	1,432 60

WHITLOCK MEMORIAL FUND U/W
54-6225993
Balance Sheet
04/30/2012



Cusip	Asset	Units	Basis	Market Value
231021106	CUMMINS INC	133.000	11,529.39	15,405.39
235851102	DANAHER CORP DEL	242.000	9,864.03	13,121.24
243537107	DECKERS OUTDOOR CORP	54.000	4,407.62	2,754.54
24702R101	DELL INC	482.000	8,136.44	7,890.34
254067101	DILLARDS INC	71.000	4,473.98	4,583.76
254709108	DISCOVER FINL SVCS	337.000	10,366.83	11,424.30
25470M109	DISH NETWORK CORP	297.000	8,776.74	9,495.09
256746108	DOLLAR TREE INC	39.000	3,267.00	3,964.74
257867101	DONNELLEY R R & SONS CO	247.000	3,168.50	3,089.97
268648102	EMC CORP	108.000	1,483.23	3,046.68
278058102	EATON CORP	49.000	2,460.41	2,360.82
29364G103	ENTERGY CORP NEW	127.000	8,377.75	8,326.12
30161N101	EXELON CORP	282.000	11,240.01	11,000.82
30219G108	EXPRESS SCRIPTS HLDG CO	387.000	22,094.06	21,590.73
30231G102	EXXON MOBIL CORP	5.000	429.48	431.70
3134A4AA2	FEDERAL HOME LN MTG CORP	4000.000	4,704.18	5,919.60
3134A4VG6	FEDERAL HOME LN MTG CORP	5000.000	4,932.64	5,715.15
345370860	FORD MTR CO DEL	107.000	1,435.52	1,206.96
36467W109	GAMESTOP CORP	425.000	10,071.27	9,673.00
369604103	GENERAL ELEC CO	363.000	6,960.88	7,107.54
37045V100	GENERAL MTRS CO	337.000	11,154.48	7,751.00
38141G104	GOLDMAN SACHS GROUP INC	89.000	13,725.46	10,248.35
38259P508	GOOGLE INC	19.000	11,370.13	11,492.15
384802104	GRAINGER W W INC	18.000	3,703.07	3,740.76
406216101	HALLIBURTON CO	653.000	27,757.01	22,345.66
416515104	HARTFORD FINL SVCS GROUP INC	157.000	3,294.72	3,226.35
431475102	HILL ROM HLDGS INC	13.000	448.92	421.85
437076102	HOME DEPOT INC	236.000	9,627.15	12,222.44
458140100	INTEL CORP	70.000	1,889.78	1,987.65
459200101	INTERNATIONAL BUSINESS MACHS	9.000	803.37	1,863.72
46069S109	INTERSIL CORP	162.000	1,814.17	1,663.74
464287226	ISHARES	1805.000	178,650.41	199,633.00
464287234	ISHARES MSCI EMERGING MKTS INDEX	1450.000	43,877.00	61,211.75
464287465	ISHARES MSCI EAFE INDEX	300.000	16,980.00	16,125.00

WHITLOCK MEMORIAL FUND U/W
54-6225993
Balance Sheet
04/30/2012



Cusip	Asset	Units	Basis	Market Value
46625H100	J P MORGAN CHASE & CO	573 000	24,369.72	24,627 54
478160104	JOHNSON & JOHNSON	26 000	1,692 38	1,692.60
487836108	KELLOGG CO	76.000	4,103.83	3,843.32
49456B101	KINDER MORGAN INC DEL	406 000	15,807 68	14,575.40
501044101	KROGER CO	383 000	9,331 73	8,912 41
518439104	LAUDER ESTEE COS INC	150.000	4,678 96	9,802.50
532457108	LILLY ELI & CO	45 000	1,788 76	1,862.55
532716107	LIMITED BRANDS INC	173.000	8,424.44	8,598 10
534187109	LINCOLN NATL CORP IND	150.000	3,683.92	3,715 50
53578A108	LINKEDIN CORP	41.000	3,768 86	4,446 45
539830109	LOCKHEED MARTIN CORP	99 000	8,943.99	8,963 46
544147101	LORILLARD INC	89.000	9,687.90	12,040.81
550021109	LULULEMON ATHLETICA INC	41.000	2,143 47	3,039 74
55616P104	MACYS INC	222.000	5,264.91	9,106 44
565849106	MARATHON OIL CORP	280.000	9,423.85	8,215.20
580135101	MCDONALDS CORP	158.000	8,126 94	15,397 10
580645109	MCGRAW HILL COS INC	134.000	6,286.65	6,588 78
582839106	MEAD JOHNSON NUTRITION CO	221 000	13,854.64	18,908 76
58933Y105	MERCK & CO INC	504.000	16,134 49	19,776 96
59156R108	METLIFE INC	304.000	12,934.38	10,953.12
61166W101	MONSANTO CO	247.000	11,914 67	18,816.46
637071101	NATIONAL OILWELL VARCO INC	196.000	13,675 03	14,848 96
651639106	NEWMONT MNG CORP	44 000	2,452.57	2,096.60
654106103	NIKE INC	226.000	12,154.10	25,282 62
67103H107	O REILLY AUTOMOTIVE INC	111.000	6,801 51	11,711 06
674599105	OCCIDENTAL PETE CORP DEL	202.000	20,907 69	18,426 44
701094104	PARKER HANNIFIN CORP	85 000	7,554 44	7,453 65
717081103	PFIZER INC	1094 000	22,177.96	25,052 60
718172109	PHILIP MORRIS INTL INC	88 000	1,762.28	7,876 88
724479100	PITNEY BOWES INC	513 000	9,431.35	8,787 69
74005P104	PRAXAIR INC	165 000	11,216.87	19,090.50
740189105	PRECISION CASTPARTS CORP	91.000	11,776 46	16,049 67
741503403	PRICELINE COM INC	35 000	7,707 69	26,628 70
742718109	PROCTER & GAMBLE CO	68.000	4,600 53	4,327 52

WHITLOCK MEMORIAL FUND U/W
54-6225993
Balance Sheet
04/30/2012



Cusip	Asset	Units	Basis	Market Value
743674103	PROTECTIVE LIFE CORP	150 000	4,238 51	4,389.00
744320102	PRUDENTIAL FINL INC	190.000	11,510.39	11,502.60
744573106	PUBLIC SVC ENTERPRISE GROUP	338.000	10,310.19	10,528.70
74460D109	PUBLIC STORAGE INC	23.000	3,018.49	3,294 98
747525103	QUALCOMM INC	224.000	12,556.24	14,297.92
759351604	REINSURANCE GROUP AMER INC	72.000	4,091.50	4,186.08
78442P106	SLM CORP	204.000	3,208.90	3,025.32
786514208	SAFEWAY INC	477.000	10,458.55	9,697.41
811904101	SEACOR HLDGS INC	29.000	2,762.97	2,694 97
828806109	SIMON PPTY GROUP INC NEW	67.000	9,803.59	10,425.20
855244109	STARBUCKS CORP	411.000	13,716 86	23,579 07
85590A401	STARWOOD HOTELS & RESORTS	399.000	18,621.73	23,620.80
872540109	TJX COS INC NEW	894.000	21,034.67	37,288.74
876664103	TAUBMAN CTRS INC	9.000	688 07	694 62
881609101	TESORO CORP	278.000	7,964.39	6,463.50
885215566	THORNBURG INTL VALUE FUND	2342.596	68,041.91	63,671.76
902973304	US BANCORP DEL	951.000	18,062 08	30,593 67
907818108	UNION PAC CORP	187.000	9,655.73	21,026 28
909218109	UNIT CORP	23.000	1,090.87	971.75
911312106	UNITED PARCEL SVC INC	72 000	4,990 03	5,626 08
912810QK7	UNITED STATES TREAS BD	4000.000	4,059 39	4,620 00
912810QS0	UNITED STATES TREAS BD	2000.000	2,310 94	2,258.12
912828EE6	UNITED STATES TREAS NT	23000 000	23,398.90	25,839.12
912828RC6	UNITED STATES TREAS NT	7000.000	6,934.92	7,179.41
912828RH5	UNITED STATES TREAS NT	17000.000	17,143.44	17,212 50
913017109	UNITED TECHNOLOGIES CORP	114.000	3,348 38	9,306.96
91324P102	UNITEDHEALTH GROUP INC	147 000	4,933.98	8,254.05
91913Y100	VALERO ENERGY CORP NEW	365.000	10,291 86	9,015.50
92343V104	VERIZON COMMUNICATIONS INC	425.000	16,227 37	17,161.50
92826C839	VISA INC	311.000	29,187 00	38,246 78
928563402	VMWARE INC	28.000	2,809 53	3,128 16
931142103	WAL-MART STORES INC	10 000	580 34	589.10
949746101	WELLS FARGO & CO	1172 000	34,366.62	39,162 38
949746879	WELLS FARGO & CO NEW	160 000	3,087.51	4,726.40

WHITLOCK MEMORIAL FUND U/W
54-6225993
Balance Sheet
04/30/2012



Cusip	Asset	Units	Basis	Market Value
983134107	WYNN RESORTS LTD	155 000	17,663 60	20,677 00
98742U100	YOUKU INC	212.000	8,323 62	5,096 48
988498101	YUM BRANDS INC	221.000	9,854 51	16,073.33
G0408V102	AON PLC	29 000	1,461.20	1,502 20
G1151C101	ACCENTURE PLC	282 000	15,299 78	18,315 90
G94368100	WARNER CHILCOTT PLC	292.000	4,837 16	6,368.52
H89128104	TYCO INTL LTD	54.000	2,951 60	3,031 02
M22465104	CHECK POINT SOFTWARE TECH LTD	180 000	10,312.83	10,462 50
N53745100	LYONDELLBASELL INDUSTRIES NV	163.000	6,538 41	6,810 14
Y0486S104	AVAGO TECHNOLOGIES LTD	37 000	1,019.56	1,275.76
	Cash/Cash Equivalent	44523.160	44,523.16	44,523.16
		Totals:	2,209,422.58	2,574,930 86

PROCESSING GUIDE FOR FORM 990-PF

40-16-500

ACCOUNT NAME: WHITLOCK ACCOUNT NUMBER: 6364921
 TAX YEAR ENDING: 4/30/12 DUE DATE: 9/15/12
 TAX OFFICER: ERTJ (mw)

1. RETURN REVIEWED Done dn 9/10/12

2. NONDISCLOSURE REVIEWED & FILE COPIES ATTACHED Done dn 9/10

3. PFSYSTEM Entries Done MW 8/28

Total Liability 2772 Balance due 1092 OPA 695 Refund due 695
 Estimates by quarter: 1st 695 2nd 695 3rd 695 4th 695

4. E-mail SENT TO CSO: \$ 953667 Done dn 9/10/12
 (cc: DG EW SE 990-PF NOTIFICATIONS, if Atlanta office)

5. TRACKING MAINTENANCE Done dn 9/10/12
 (Processed date and prep time)
 Fee should be: \$ 800

SUPPORT:

Instructions: _____

1. PROCESS FEDERAL & STATE COPIES
 IRS, Ogden Utah 84201
 State Attorney(s) General: VA Done ✓

State Dept of Revenue: _____ Done _____

2. TRANSMITTAL & FILE COPIES REVIEWED Done _____
 (Transmittal reviewer)

3. CHARGE FEE Done _____
 -1/2PRIN & 1/2INC
 -check to see if fee has been taken already
 -change fee tickler, if necessary
 -tax code 336/std desc 507

4. TRACKING MAINTENANCE
 K-1 MAILED DATE Done _____
 DATE RETURN FILED Done _____