Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning 05/01 **, 2013, and ending** 04/30, 20 14

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): P O BOX 40200, FL9-100-10-19

Room/suite:

B Telephone number (see instructions) 877-446-1410

City or town, state or province, country, and ZIP or foreign postal code: JACKSONVILLE, FL 32203-0200

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 ▶ ☐

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)* ▶ $ 2,831,006.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis.)*

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)*

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	52,315.	52,092.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	273,620.			
	b	Gross sales price for all assets on line 6a 1,759,525.				
	7	Capital gain net income (from Part IV, line 2)		273,620.		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)	8.			STMT 2
	12	**Total.** Add lines 1 through 11	325,943.	325,712.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	33,442.	20,065.		13,377.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) STMT 3	1,250.	NONE	NONE	1,250.
	c	Other professional fees (attach schedule) STMT 4	1,840.	1,840.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	1,847.	767.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 6	2,057.	7.		2,050.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	40,436.	22,679.	NONE	16,677.
	25	Contributions, gifts, grants paid	156,190.			156,190.
	26	**Total expenses and disbursements** Add lines 24 and 25	196,626.	22,679.	NONE	172,867.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	129,317.			
	b	**Net investment income** (if negative, enter -0-)		303,033.		
	c	**Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	85,577.	51,000.	51,000.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ SEE ATTACHED SCHEDULE)	2,141,295.	2,310,353.	2,780,006.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,226,872.	2,361,353.	2,831,006.
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)		NONE	
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	2,226,872.	2,361,353.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	2,226,872.	2,361,353.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,226,872.	2,361,353.	

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	2,226,872.
2	Enter amount from Part I, line 27a	2	129,317.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	5,482.
4	Add lines 1, 2, and 3	4	2,361,671.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	318.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,361,353.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g , real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES			
b	OTHER GAINS AND LOSSES			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,763,401.		1,485,871.	277,530.
b	-3,910.			-3,910.
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				277,530.
b				-3,910.
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** 273,620.

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))
2012	168,137.	2,487,476.	0.067593
2011	169,185.	2,473,025.	0.068412
2010	164,988.	2,477,783.	0.066587
2009	230,592.	2,340,251.	0.098533
2008	155,817.	2,467,939.	0.063136

2	**Total** of line 1, column (d)	2	0.364261
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	0.072852
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	2,730,973.
5	Multiply line 4 by line 3	5	198,957.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,030.
7	Add lines 5 and 6	7	201,987.
8	Enter qualifying distributions from Part XII, line 4	8	172,867.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	6,061.
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	6,061.
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	6,061.
6	Credits/Payments				
a	2013 estimated tax payments and 2012 overpayment credited to 2013	6a	1,931.		
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	1,931.
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	4,130.
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 2014 estimated tax** ▶ NONE **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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.*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . *If "Yes," attach the statement required by General Instruction T.*	5		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?	6	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*	7	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.*	8b	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 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV.*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ BANK OF AMERICA TAX SERVICES Telephone no. ▶ (877)446-1410

Located at ▶ PO BOX 40200, FL9-100-10-19, JACKSONVILLE, FL ZIP+4 ▶ 32203-0200

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

		Line	Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶			

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

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

			Line	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 2013?		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 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☒ Yes ☐ No			
	If "Yes," list the years ▶ ____________ , ____________ , ____________ , ____________				
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. ▶ ____________ , ____________ , ____________ , ____________				
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 2013 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 2013)*		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 2013?		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)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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? **6b** X (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? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA, NA 1111 EAST MAIN STREET, RICHMOND, VA 23219-3500	TRUSTEE 1	33,442.	-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
NONE		-0-	-0-	-0-

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 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 . . . . ▶	

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	2,704,441.
b	Average of monthly cash balances	1b	68,120.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	2,772,561.
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	2,772,561.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	41,588.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,730,973.
6	**Minimum investment return.** Enter 5% of line 5	6	136,549.

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	136,549.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	6,061.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	6,061.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	130,488.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	130,488.
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	130,488.

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	172,867.
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	172,867.
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	172,867.

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 2012	(c) 2012	(d) 2013
1	Distributable amount for 2013 from Part XI, line 7					130,488.
2	Undistributed income, if any, as of the end of 2013					
a	Enter amount for 2012 only				NONE	
b	Total for prior years 20 11 ,20____,20____			NONE		
3	Excess distributions carryover, if any, to 2013:					
a	From 2008	NONE				
b	From 2009	2,601.				
c	From 2010	44,459.				
d	From 2011	48,306.				
e	From 2012	47,623.				
f	**Total** of lines 3a through e		142,989.			
4	Qualifying distributions for 2013 from Part XII, line 4 ▶ $ 172,867.					
a	Applied to 2012, 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 2013 distributable amount					130,488.
e	Remaining amount distributed out of corpus		42,379.			
5	Excess distributions carryover applied to 2013 *(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		185,368.			
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 2012. Subtract line 4a from line 2a Taxable amount - see instructions				NONE	
f	Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014					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 2008 not applied on line 5 or line 7 (see instructions)		NONE			
9	**Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		185,368.			
10	Analysis of line 9					
a	Excess from 2009	2,601.				
b	Excess from 2010	44,459.				
c	Excess from 2011	48,306.				
d	Excess from 2012	47,623.				
e	Excess from 2013	42,379.				

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 2013, enter the date of the ruling . . . . ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed .					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test - enter **(1)** Value of all assets . . .					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed . . .					
c "Support" alternative test - enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization.					
(4) Gross investment income .					

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

1 Information Regarding Foundation Managers:

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

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 or e-mail address of the person to whom applications should be addressed.

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SHELTERING ARMS HOSPITAL 1311 PALMYRA AVENUE RICHMOND VA 23227	N/A	PC	GENERAL OPERATING EXPENSES	15,619.
CHILDREN'S HOSPITAL 2924 BROOK RD RICHMOND VA 23220-1215	N/A	PC	GENERAL OPERATING EXPENSE	15,619.
LEIGH STREET BAPTIST CHURCH CHURCH 517 N 25TH ST RICHMOND VA 23223	N/A	PC	GENERAL OPERATING EXPENSES	78,095.
THE VIRGINIA HOME FOR BOYS 8716 W BROAD ST RICHMOND VA 23294-6206	N/A	PC	GENERAL OPERATING EXPENSE	15,619.
THE VIRGINIA HOME 1101 HAMPTON ST RICHMOND VA 23220-6605	N/A	PC	GENERAL OPERATING EXPENSE	15,619.
ANNABELLA R JENKINS FOUNDATION 7325 BEAUFONT SPRINGS DR RICHMOND VA 23225	N/A	PC	GENERAL OPERATING EXPENSE	15,619.
Total . . . . ▶ 3a				156,190.
b Approved for future payment				
NONE				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	52,315.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	8.	
8 Gain or (loss) from sales of assets other than inventory			18	273,620.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				325,943.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . **13** 325,943.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions)
4	N/A
8	N/A
3	N/A

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

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

Sign Here

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

06/13/2014 TRUSTEE

Signature of officer or trustee | Date | Title

BANK OF AMERICA, N.A.

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
USGI REPORTED AS NONQUALIFIED DIVIDENDS	203.	203.
FOREIGN DIVIDENDS	5,834.	5,834.
NONDIVIDEND DISTRIBUTIONS	223.	
DOMESTIC DIVIDENDS	24,472.	24,472.
OTHER INTEREST	7,881.	7,881.
FOREIGN INTEREST	287.	287.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	719.	719.
NONQUALIFIED FOREIGN DIVIDENDS	1,785.	1,785.
NONQUALIFIED DOMESTIC DIVIDENDS	10,911.	10,911.
TOTAL	52,315.	52,092.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
NON-TAXABLE FOREIGN INCOME	8.
TOTALS	8.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	1,250.			1,250.
TOTALS	1,250.	NONE	NONE	1,250.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	1,840.	1,840.
TOTALS	1,840.	1,840.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	169.	169.
EXCISE TAX ESTIMATES	1,080.	
FOREIGN TAXES ON QUALIFIED FOR	438.	438.
FOREIGN TAXES ON NONQUALIFIED	160.	160.
TOTALS	1,847.	767.

WHITLOCK MEMORIAL FUND U/W 54-6225993

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER CHARITABLE EXPENSES	1,025.		1,025.
OTHER CHARITABLE EXPENSES	1,025.		1,025.
OTHER INVESTMENT FEE	7.	7.	
TOTALS	2,057.	7.	2,050.

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

DESCRIPTION		AMOUNT
ADJUST FOR PRIOR YEAR END SALES		4,566.
COMMON TRUST FUND ADJUSTMENT		916.
	TOTAL	5,482.

STATEMENT 7

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

DESCRIPTION	AMOUNT
SALES ADJUSTMENTS	173.
COST ADJUSTMENTS	139.
ROUNDING	6.
TOTAL	318.

GAINS AND LOSSES FROM PASS-THRU ENTITIES

NET SHORT-TERM GAIN (LOSS) FROM PARTNERSHIPS, S CORPORATIONS AND OTHER FIDUCIARIES

COMMON TRUST FUNDS	-5,422.00	
TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)		-5,422.00

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

COMMON TRUST FUNDS	1,512.00	
TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)		1,512.00

FEDERAL FOOTNOTES

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

WHITLOCK MEMORIAL FUND U/W
54-6225993
Balance Sheet
04/30/2014

BankofAmerica

Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	51000 180	51,000 18	51,000.18
001055102	AFLAC INC	60 000	3,764 52	3,763 20
00130H105	AES CORP	654 000	7,933 97	9,450 30
00206R102	AT&T INC	284.000	7,263 86	10,138 80
00724F101	ADOBE SYS INC	397.000	23,006 89	24,490 93
008252108	AFFILIATED MANAGERS GROUP	129.000	22,335 14	25,567 80
015351109	ALEXION PHARMACEUTICALS INC	122 000	13,553 04	19,300.40
018581108	ALLIANCE DATA SYS CORP	93 000	17,944 92	22,496.70
023135106	AMAZON COM INC	97 000	28,854 77	29,500.61
023608102	AMEREN CORP	230.000	7,849 75	9,501.30
02503Y103	AMERICAN CAP LTD	641.000	7,729.22	9,608 59
035710409	ANNALY CAP MGMT INC	243 000	3,010.11	2,806.65
037411105	APACHE CORP	9 000	771 08	781.20
037833100	APPLE INC	77 000	34,704.30	45,436.93
039483102	ARCHER DANIELS MIDLAND CO	302 000	12,745 38	13,206.46
052769106	AUTODESK INC	19.000	923 58	912 38
084670702	BERKSHIRE HATHAWAY INC DEL	36 000	2,862 97	4,638 60
086516101	BEST BUY INC	291 000	11,567 88	7,545 63
09062X103	BIOGEN IDEC INC	91 000	9,290 92	26,127.92
09247X101	BLACKROCK INC	20 000	4,591 90	6,020 00
125269100	CF INDS HLDGS INC	10.000	2,087.82	2,451 70
126650100	CVS CAREMARK CORP	194.000	9,587.70	14,107 68
12673P105	CA INC	368 000	9,623.78	11,091 52
13645T100	CANADIAN PAC RY LTD	176 000	23,435 81	27,450 72
14040H105	CAPITAL ONE FINL CORP	90 000	6,217 16	6,651 00
14149Y108	CARDINAL HEALTH INC	85 000	3,598 18	5,908 35
148887102	CATAMARAN CORP	374.000	19,247 98	14,118 50
149123101	CATERPILLAR INC	104 000	8,769 20	10,961 60
151020104	CELGENE CORP	194 000	28,441 24	28,519 94
156700106	CENTURYLINK INC	205 000	6,692 57	7,156 55
156782104	CERNER CORP	378 000	18,273.01	19,391 40
166764100	CHEVRON CORP	187.000	14,411 35	23,472 24
17275R102	CISCO SYS INC	901.000	17,758 98	20,822 11
172967424	CITIGROUP INC	323.000	12,795 83	15,474 93

WHITLOCK MEMORIAL FUND U/W
54-6225993
Balance Sheet
04/30/2014

BankofAmerica

Cusip	Asset	Units	Basis	Market Value
197199409	COLUMBIA ACORN FUND	2099 092	59,341 33	76,281 00
197199813	COLUMBIA ACORN INTERNATIONAL	3050 364	101,020 26	143,794 16
19765J830	COLUMBIA MID CAP VALUE FUND	9441 512	83,746 21	177,783 67
19765N567	COLUMBIA SMALL CAP VALUE I FUND	1512.612	70,548 21	77,702 88
20030N101	COMCAST CORP	259.000	8,648.04	13,405 84
202671913	AGGREGATE BOND CTF	25803.901	439,898.72	430,200 06
20825C104	CONOCOPHILLIPS	267.000	14,461.21	19,840 77
22025Y407	CORRECTIONS CORP AMER	172.000	5,637 10	5,641.60
231021106	CUMMINS INC	170.000	19,835 29	25,644 50
254687106	DISNEY WALT CO	12.000	958 72	952 08
254709108	DISCOVER FINL SVCS	234.000	12,689.64	13,080 60
257867101	DONNELLEY R R & SONS CO	82 000	1,512.48	1,443 20
264411505	DUKE RLTY CORP	244 000	4,015 33	4,274.88
278865100	ECOLAB INC	202 000	19,539 30	21,137 28
281020107	EDISON INTL	208 000	9,842 33	11,764 48
291011104	EMERSON ELEC CO	191 000	10,998 87	13,022 38
30231G102	EXXON MOBIL CORP	236.000	19,074 32	24,168 76
30249U101	FMC TECHNOLOGIES INC	372.000	18,978 14	21,092 40
30303M102	FACEBOOK INC	505.000	21,052 24	30,188 90
316773100	FIFTH THIRD BANCORP	633.000	11,222 01	13,046 13
336433107	FIRST SOLAR INC	47.000	2,449 07	3,172 03
36467W109	GAMESTOP CORP	49.000	1,789.53	1,944 32
369550108	GENERAL DYNAMICS CORP	118.000	11,961 59	12,915 10
369604103	GENERAL ELEC CO	347.000	6,654 07	9,330 83
375558103	GILEAD SCIENCES INC	439.000	14,534 63	34,457 11
38141G104	GOLDMAN SACHS GROUP INC	30 000	3,580 32	4,794 60
38259P508	GOOGLE INC	33.000	12,289 94	17,651 04
38259P706	GOOGLE INC	43 000	17,795 28	22,646 38
384637104	GRAHAM HLDGS CO	3 000	1,775 45	2,013 69
406216101	HALLIBURTON CO	337 000	20,393 97	21,254.59
413086109	HARMAN INTL INDS INC	27.000	2,244 83	2,959 47
431475102	HILL ROM HLDGS INC	140 000	5,765 24	5,230 40
45167R104	IDEX CORP	107 000	6,566 00	7,978 99
458140100	INTEL CORP	325 000	7,423.97	8,674.25

WHITLOCK MEMORIAL FUND U/W
54-6225993
Balance Sheet
04/30/2014

Bank of America

Cusip	Asset	Units	Basis	Market Value
460146103	INTERNATIONAL PAPER CO	181.000	8,165.66	8,443.65
464287226	ISHARES CORE TOT U S BD MKT ETF	1805.000	178,650.41	196,004.95
464287234	ISHARES MSCI EMERGING MARKETS	1450.000	43,877.00	59,928.50
464287465	ISHARES MSCI EAFE ETF	300 000	16,980 00	20,496.00
46625H100	J P MORGAN CHASE & CO	97.000	3,599.66	5,430 06
478160104	JOHNSON & JOHNSON	64.000	4,986.26	6,482 56
493267108	KEYCORP NEW	205.000	2,768.32	2,796.20
532457108	LILLY ELI & CO	272 000	12,221.54	16,075.20
552953101	MGM RESORTS INTL	93.000	2,242.12	2,346.39
55616P104	MACYS INC	34.000	1,974.07	1,952 62
565849106	MARATHON OIL CORP	138 000	4,146.66	4,988.70
580645109	MCGRAW HILL FINL INC	116.000	8,835 36	8,575.88
585055106	MEDTRONIC INC	266 000	13,841.76	15,646.12
58933Y105	MERCK & CO INC	106 000	4,846.08	6,207.36
59156R108	METLIFE INC	164.000	8,613.34	8,585.40
608190104	MOHAWK INDS INC	151.000	20,637.05	19,993.91
61166W101	MONSANTO CO	280.000	18,398.41	30,996.00
611740101	MONSTER BEVERAGE CORP	289.000	19,405.17	19,351 44
637071101	NATIONAL OILWELL VARCO INC	170.000	13,044.00	13,350 10
666807102	NORTHROP GRUMMAN CORP	55.000	6,627.53	6,683.05
693506107	PPG INDS INC	40.000	6,778.23	7,744 80
717081103	PFIZER INC	904.000	18,083.87	28,277.12
718546104	PHILLIPS 66	198 000	12,683.91	16,477.56
733174700	POPULAR INC	114.000	3,152.80	3,522 60
740189105	PRECISION CASTPARTS CORP	61.000	15,251.73	15,438 49
741503403	PRICELINE GROUP INC	30.000	18,264.89	34,732.50
742718109	PROCTER & GAMBLE CO	60.000	4,059.29	4,953.00
743674103	PROTECTIVE LIFE CORP	84.000	4,246 09	4,296.60
744573106	PUBLIC SVC ENTERPRISE GROUP	387.000	11,937.77	15,855.39
74460D109	PUBLIC STORAGE INC	73 000	11,143.89	12,812.23
755111507	RAYTHEON CO	68 000	3,458.73	6,492.64
759351604	REINSURANCE GROUP AMER INC	83.000	6,474.28	6,366 93
808513105	SCHWAB CHARLES CORP NEW	924.000	20,538.17	24,532.20
828806109	SIMON PPTY GROUP INC NEW	19.000	2,780 12	3,290 80

WHITLOCK MEMORIAL FUND U/W
54-6225993
Balance Sheet
04/30/2014

BankofAmerica

Cusip	Asset	Units	Basis	Market Value
844741108	SOUTHWEST AIRLS CO	594 000	7,858 58	14,356 98
848637104	SPLUNK INC	203 000	16,593 52	11,077 71
855244109	STARBUCKS CORP	387 000	19,852 24	27,329.94
871607107	SYNOPSYS INC	38.000	1,534 02	1,429.56
885215566	THORNBURG INTL VALUE FUND	2342 596	68,041.91	71,636 59
892356106	TRACTOR SUPPLY CO	308 000	18,436.77	20,709.92
89417E109	TRAVELERS COS INC	41 000	3,409.13	3,713.78
90130A101	TWENTY-FIRST CENTY FOX INC	627 000	21,513.03	20,076 54
902494103	TYSON FOODS INC	339 000	9,758 34	14,227 83
91913Y100	VALERO ENERGY CORP NEW	291 000	7,708 60	16,636 47
92826C839	VISA INC	139 000	14,730 95	28,162.79
928563402	VMWARE INC	198 000	19,557 73	18,316.98
929089100	VOYA FINL INC	166.000	6,058 73	5,874 74
94973V107	WELLPOINT INC	143 000	11,881 14	14,397 24
949746101	WELLS FARGO & CO	619 000	27,498 15	30,727 16
958102105	WESTERN DIGITAL CORP	30.000	1,493 92	2,642.40
960413102	WESTLAKE CHEM CORP	102.000	6,844 56	7,262 40
963320106	WHIRLPOOL CORP	50 000	7,111.98	7,669 00
968223206	WILEY JOHN & SONS INC	19.000	1,073.21	1,091 74
G0408V102	AON PLC	140 000	11,373.77	11,883 20
G05384105	ASPEN INS HLDGS LTD	78 000	3,012.04	3,570 84
G2554F113	COVIDIEN PLC	109 000	7,764 50	7,766.25
G60754101	MICHAEL KORS HLDGS LTD	259.000	16,908 49	23,620 80
G6852T105	PARTNERRE LTD BERMUDA	12.000	1,176 09	1,264 80
H0023R105	ACE LTD	117.000	11,438 80	11,971 44
V7780T103	ROYAL CARIBBEAN CRUISES LTD	96.000	5,120 12	5,100 48
		Totals:	2,361,353 12	2,831,005 71