

Form 990-PF

Return of Private Foundation

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

OMB No 1545-0052

2017

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

- Do not enter social security numbers on this form as it may be made public.
- Go to www.irs.gov/Form990PF for instructions and the latest information.

For calendar year 2017 or tax year beginning _____, and ending _____

Name of foundation
THE W I H PITTS MEMORIAL FUNDNumber and street (or P O box number if mail is not delivered to street address) **P O BOX 1908** Room/suiteCity or town, state or province, country, and ZIP or foreign postal code
ORLANDO **FL** **32802-1908**Foreign country name **Foreign province/state/county** **Foreign postal code**

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) ► \$ 84,453,237	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____
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(Part I, column (d) must be on cash basis)

A Employer identification number

58-6374908

B Telephone number (see instructions)

(404) 813-9304C 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 ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		1,405,106	1,405,106		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		5,252,104			
b Gross sales price for all assets on line 6a	16,568,408				
7 Capital gain net income (from Part IV, line 2)			5,252,104		
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		6,657,210	6,657,210	0	
Revenue	13 Compensation of officers, directors, trustees, etc	264,920	132,460		132,460
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,500			2,500
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	111,260	10,085		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
Operating and Administrative Expenses	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.	378,680	142,545	0	134,960
	Add lines 13 through 23				
	25 Contributions, gifts, grants paid	3,830,987			3,830,987
	26 Total expenses and disbursements. Add lines 24 and 25.	4,209,667	142,545	0	3,965,947
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	2,447,543			
	b Net investment income (if negative, enter -0-)		6,514,665		
	c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see Instructions.

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	2,515,553	2,673,144	2,673,144
	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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	58,857,116	61,132,825	81,780,093
	14	Land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	61,372,669	63,805,969	84,453,237
Net Assets or Fund Balances	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26, and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	61,372,669	63,805,969	
	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)	61,372,669	63,805,969	
	31	Total liabilities and net assets/fund balances (see instructions)	61,372,669	63,805,969	

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	61,372,669
2	Enter amount from Part I, line 27a	2	2,447,543
3	Other increases not included in line 2 (itemize) ► See Attached Statement	3	38,187
4	Add lines 1, 2, and 3	4	63,858,399
5	Decreases not included in line 2 (itemize) ► MUTUAL FUND TIMING DIFFERENCE	5	52,430
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	63,805,969

Part IV Capital Gains and Losses for Tax on Investment Income

a) List and describe the kind(s) of property sold (for example, 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 See Attached Statement				
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				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(I) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
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	5,252,104
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	0

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 doesn't 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))
2016	3,970,356	72,900,301	0 054463
2015	3,867,014	77,193,426	0 050095
2014	3,588,464	77,804,939	0 046121
2013	3,401,193	71,067,331	0 047859
2012	3,323,099	65,072,280	0 051068

2 Total of line 1, column (d) 2 0 249606

3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5 0, or by the number of years the foundation has been in existence if less than 5 years 3 0 049921

4 Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 4 79,548,908

5 Multiply line 4 by line 3 5 3,971,161

6 Enter 1% of net investment income (1% of Part I, line 27b) 6 65,147

7 Add lines 5 and 6 7 4,036,308

8 Enter qualifying distributions from Part XII, line 4 8 3,965,947

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)	1	130,293
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
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-)		
3	Add lines 1 and 2	2	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	3	130,293
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	4	
6	Credits/Payments	5	130,293
a	2017 estimated tax payments and 2016 overpayment credited to 2017	6a	122,089
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	122,089
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	8,204
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11	Enter the amount of line 10 to be Credited to 2018 estimated tax	11	0
			Refunded ►

Part VII-A Statements Regarding Activities

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?

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See the instructions for the definition
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

1c Did the foundation file **Form 1120-POL** for this year?

1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
(1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____

1e 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

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b 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*

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?

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

8a Enter the states to which the foundation reports or with which it is registered See instructions ►
GA

8b 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

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 2017 or the tax year beginning in 2017? See the instructions for Part XIV If "Yes," complete Part XIV

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a	X	
1b	X	
1c	X	
2	X	
3	X	
4a	X	
4b	N/A	
5	X	
6	X	
7	X	
8b	X	
9	X	
10	X	

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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 Yes No 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 Yes No X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A 13 Yes No X

14 The books are in care of ► SUNTRUST BANK Located at ► PO BOX 1908, ORLANDO FL Telephone no ► (404) 813-9304 ZIP+4 ► 32802-1908 15 N/A

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 N/A

16 At any time during calendar year 2017, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for FinCEN Form 114 If "Yes," enter the name of the foreign country ► 16 Yes No X

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

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

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

1b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ► 1b Yes No X

1c 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 2017? 1c Yes No 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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? Yes No

If "Yes," list the years ► 20____, 20____, 20____, 20____

b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) 2b Yes No N/A

c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____

3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes No

b If "Yes," did it have excess business holdings in 2017 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 2017) 3b Yes No N/A

4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a Yes No 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 2017? 4b Yes No X

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))? (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? (3) Provide a grant to an individual for travel, study, or other similar purposes? (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/>		5b	N/A
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? N/A If "Yes," attach the statement required by Regulations section 53.4945–5(d)	<input type="checkbox"/> Yes <input type="checkbox"/> No		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	7b	N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, and 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
SUNTRUST BANK P O BOX 1908 ORLANDO, FL 32802-1908	TRUSTEE AS REQ'D	264,920		

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

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

Total number of other employees paid over \$50,000



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

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

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	NONE.....	
2	
All other program-related investments. See instructions		
3	NONE.....	
Total. Add lines 1 through 3		► 0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	78,897,033
b	Average of monthly cash balances	1b	1,863,280
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	80,760,313
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	
3	Subtract line 2 from line 1d	3	80,760,313
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see instructions)	4	1,211,405
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	79,548,908
6	Minimum investment return. Enter 5% of line 5	6	3,977,445

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	3,977,445
2a	Tax on investment income for 2017 from Part VI, line 5	2a	130,293
b	Income tax for 2017 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	130,293
3	Distributable amount before adjustments Subtract line 2c from line 1	3	3,847,152
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,847,152
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	3,847,152

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	3,965,947
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	
3	Amounts set aside for specific charitable projects that satisfy the	3a	
a	Suitability test (prior IRS approval required)	3b	
b	Cash distribution test (attach the required schedule)	4	3,965,947
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	
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	6	3,965,947
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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 2016	(c) 2016	(d) 2017
1 Distributable amount for 2017 from Part XI, line 7				3,847,152
2 Undistributed income, if any, as of the end of 2017			0	
a Enter amount for 2016 only				
b Total for prior years 20 20 20				
3 Excess distributions carryover, if any, to 2017				
a From 2012 128,896				
b From 2013				
c From 2014				
d From 2015 71,704				
e From 2016 367,169				
f Total of lines 3a through e 567,769				
4 Qualifying distributions for 2017 from Part XII, line 4 ► \$ 3,965,947				
a Applied to 2016, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2017 distributable amount 3,847,152				
e Remaining amount distributed out of corpus 118,795				
5 Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5 686,564				
b Prior years' undistributed income Subtract line 4b from line 2b 0				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount—see instructions 0				
f Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 0				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (Election may be required—see instructions)				
8 Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) 128,896				
9 Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a 557,668				
10 Analysis of line 9				
a Excess from 2013				
b Excess from 2014				
c Excess from 2015 71,704				
d Excess from 2016 367,169				
e Excess from 2017 118,795				

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

N/A

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2017, enter the date of the ruling

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

4942(l)(3) or 4942(l)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for the tax year.		
	Prior 3 years		
	(a) 2017	(b) 2016	(c) 2015

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

1 Information Regarding Foundation Managers:

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

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc., to individuals or organizations under other conditions, complete items 2a, b, c, and d. See instructions.

a. The name, address, and telephone number or email address of the person to whom applications should be addressed

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

c Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total				► 3a 3,830,987
b Approved for future payment NONE				
Total				► 3b 0

Part XVI-A | Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities					
5	Net rental income or (loss) from real estate				14	1,405,106
a	Debt-financed property					
b	Not debt-financed property					
6	Net rental income or (loss) from personal property					
7	Other investment income					
8	Gain or (loss) from sales of assets other than inventory				18	5,252,104
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)			0		6,657,210
13	Total. Add line 12, columns (b), (d), and (e)			0		6,657,210

(See worksheet in line 13 instructions to verify calculations)

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) (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.		

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) (other than section 501(c)(3)) or in section 527?

Yes No

b If "Yes," complete the following schedule

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

Sign
Here

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

May the IRS discuss this return
with the preparer shown below?
See instructions Yes No

**Paid
Preparer
Use Only**

1. Best/Typic preparer's name

Date _____

Date _____

Da

PTIN

FIN

Print or type preparer's name **Preparer's signature** **Date** **Check** if **PTIN**
CHARLES E. WILSON **12/20/2012** **Check** if **SSN**

Check if **FIN**

employed | P00965923

SHAWN P HANLON 4/20/2018 self-employed P00965923

Firm's name ► PRICEWATERHOUSECOOPERS, LLP Firm's EIN ► 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH PA 15219 Phone no 412-355-6000

THE W I H PITTS MEMORIAL FUND

58-6374908 Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

WAVERLY HALL METHODIST CHURCH

Street

PO BOX 9

City

WAVERLY HALL

State

GA

Zip Code

31831

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

1,000

Name

SUPERANNUATED MINISTERS OF THE SOUTH GEORGIA CONFERENCE UMC

Street

PO BOX 13145

City

MACON

State

GA

Zip Code

31208

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

478,748

Name

EMORY UNIVERSITY

Street

1762 CLIFTON ROAD, SUITE 1400

City

ATLANTA

State

GA

Zip Code

30322

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

FOR THE CANDLER SCHOOL OF THEOLOGY

Amount

1,914,993

Name

YOUNG HARRIS COLLEGE

Street

P O BOX 98

City

YOUNG HARRIS

State

GA

Zip Code

30582

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

957,497

Name

METHODIST HOME OF THE SOUTH GEORGIA CONFERENCE

Street

PO BOX 2525

City

MACON

State

GA

Zip Code

31203-2600

Foreign Country**Relationship**

NONE

Foundation Status

PC

Purpose of grant/contribution

GENERAL CHARITABLE PURPOSE

Amount

478,749

Name**Street****City****State**

GA

Zip Code**Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Description	CUSIP #	Check "X" to include in Part IV	Purchaser	Check "X" if Purchaser is a Business	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss	
														16,568,408	11,316,304		
Long Term CG Distributions	Amount	1,199,03	0												0	0	5,252,04
Short Term CG Distributions																	
1 INVECO SMALL CAP GROW	001414M622	X				10/15/2010	10/15/2010	152,900	120,131						0	72,789	
2 INVECO SMALL CAP GROW	001414M622	X				10/15/2009	10/15/2009	33,800	19,852						0	13,948	
3 INVECO SMALL CAP GROW	001414M622	X				10/15/2009	10/15/2009	23,000	12,921						0	10,079	
4 ARTISAN INITL VALUE FUND	04314H667	X				6/3/2013	6/23/2017	312,700	51,766						0	2,592	
5 ARTISAN INITL VALUE FUND	04314H667	X				6/3/2013	6/23/2017	57,000	44,432						0	5,234	
6 ARTISAN INITL VALUE FUND	04314H667	X				9/29/2017	12/22/2017	43,700	85,900						0	-732	
7 BRANDES INITL SIC EQUITY-1	105262737	X				7/31/2014	6/23/2017	85,521	14,935						0	-321	
8 BRANDES INITL SIC EQUITY-1	105262737	X				7/31/2014	9/28/2017	407,000	406,716						0	-135	
9 BRANDES INITL SIC EQUITY-1	105262737	X				7/31/2014	7/31/2014	5,800	5,800						0	-284	
10 BRANDES INITL SIC EQUITY-1	105262737	X				7/31/2014	7/31/2014	326,600	33,465						0	-197	
11 DFA INTERNATIONAL CORE	233203371	X				4/11/2014	3/8/2017	58,400	56,506						0	-16,865	
12 DFA INTERNATIONAL CORE	233203371	X				9/28/2017	12/22/2017	45,800	44,245						0	1,984	
13 DFA INTERNATIONAL CORE	233203371	X				2/14/2017	3/8/2017	131,200	131,475						0	1,555	
14 DFA EMERG Mkts Core Eq	233203421	X				2/14/2017	6/23/2017	23,600	16,800						0	-275	
15 DFA EMERG Mkts Core Eq	233203421	X				2/14/2017	12/22/2017	16,800	14,096						0	1,684	
16 DFA EMERG Mkts Core Eq	233203421	X				2/14/2017	12/22/2017	100,400	88,857						0	2,704	
17 DFA US LC VALUE PORTFOL	2332033927	X				6/23/2016	3/8/2017	16,700	14,695						0	11,543	
18 DFA US LC VALUE PORTFOL	233203387	X				6/23/2016	6/23/2017	49,400	47,930						0	2,005	
19 DFA US LC VALUE PORTFOL	233203387	X				6/23/2017	12/22/2017	114,300	89,334						0	-1,470	
20 VULCAN VALUE PART SM CA	317609683	X				2/17/2016	6/23/2017	19,600	14,828						0	24,966	
21 VULCAN VALUE PART SM CA	317609683	X				2/17/2016	12/22/2017	22,300	22,893						0	4,772	
22 VULCAN VALUE PART SM CA	317609683	X				6/27/2013	3/8/2017	49,300	30,869						0	164,431	
23 T ROWE PRICE INSTL GRY	457754408	X				6/27/2013	6/23/2017	91,900	55,229						0	36,672	
24 T ROWE PRICE INSTL GRY	457754408	X				6/27/2013	12/22/2017	61,800	35,707						0	25,993	
25 T ROWE PRICE INSTL GRY	457754408	X				6/27/2013	12/17/2012	62,145	37,734						0	24,571	
26 ISHARES RUSSELL MIDCAP	464287499	X				6/23/2017	12/22/2017	106,713	62,622						0	44,991	
27 ISHARES RUSSELL MIDCAP	464287499	X				12/17/2012	12/22/2017	74,681	40,620						0	34,211	
28 ISHARES RUSSELL MIDCAP	464287499	X				6/23/2016	6/23/2016	659,797	598,362						0	70,336	
29 ISHARES RUSSELL 1000 VAL	464287598	X				6/23/2016	6/23/2016	110,059	98,573						0	11,526	
30 ISHARES RUSSELL 1000 VAL	464287598	X				6/10/2014	9/28/2017	213,989	182,243						0	31,756	
31 ISHARES RUSSELL 1000 VAL	464287598	X				6/17/2014	9/28/2017	330,619	297,900						0	50,119	
32 ISHARES RUSSELL 1000 VAL	464287598	X				2/23/2015	9/28/2017	2,219,784	1,935,269						0	284,315	
33 ISHARES RUSSELL 1000 VAL	464287598	X				2/23/2016	9/28/2017	213,055	187,288						0	25,767	
34 ISHARES RUSSELL 1000 VAL	464287598	X				2/28/2017	9/28/2017	94,009	60,428						0	319,981	
35 ISHARES RUSSELL 1000 VAL	464287598	X				2/28/2017	12/22/2017	38,698	30,438						0	-14,320	
36 ISHARES RUSSELL 1000 VAL	464287598	X				2/28/2017	2/28/2017	24,306	-						0	-65,393	
37 ISHARES RUSSELL 1000 GRY	464287598	X				6/10/2014	6/23/2017	322,975	287,582						0	14,204	
38 ISHARES RUSSELL 1000 GRY	464287598	X				6/10/2014	6/23/2017	57,134	42,930						0	13,666	
39 ISHARES RUSSELL 1000 GRY	464287598	X				6/10/2014	12/22/2017	41,232	27,566						0	-2105	
40 ISHARES MCKEAF SMALL	46428673	X				9/28/2017	12/22/2017	11,455	11,050						0	177,292	
41 OPPENHEIMER DEVELOPING	663974604	X				9/22/2011	2/14/2017	1,031,056	833,804						0	117,000	
42 OPPENHEIMER DEVELOPING	663974604	X				12/16/2011	2/14/2017	685,101	567,301						0	117,000	
43 PIMCO INVESTMENT GRD C	722005816	X				3/4/2015	6/23/2017	12,921	12,921						0	0	
44 PIMCO INVESTMENT GRD C	722005816	X				3/4/2015	12/22/2017	8,100	8,270						0	-170	
45 VANGUARD SHORT TERM BC	921937627	X				3/4/2015	6/23/2017	19,788	10,809						0	-81	
46 VANGUARD SHORT TERM BC	921937627	X				3/4/2015	12/22/2017	6,725	6,806						0	-178	
47 VANGUARD INST INDEX INST	922040100	X				3/8/2017	6/26/2012	953,700	586,255						0	417,445	
48 VANGUARD INST INDEX INST	922040100	X				6/26/2012	6/23/2017	163,200	99,257						0	63,943	
49 VANGUARD INST INDEX INST	922040100	X				6/26/2012	9/28/2017	3,489	0,000						0	-1,635,121	
50 VANGUARD INST INDEX INST	922040100	X				6/26/2012	12/22/2017	82,800	41,173						0	41,627	
51 WESTERN ASSET CORE PLU	9176633903	X				3/6/2015	12/23/2017	124,500	122,711						0	-1,789	
52 WESTERN ASSET CORE PLU	9176633903	X				3/6/2015	12/22/2017	80,000	79,320						0	680	

Part I, Line 16b (990-PF) - Accounting Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	2,500			2,500

Part I, Line 18 (990-PF) - Taxes

	111,260	10,085	0	0
Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1 FOREIGN TAX WITHHELD	10,085	10,085		
2 ESTIMATED EXCISE PAYMENTS	101,175			

Part II, Line 13 (990-PF) - Investments - Other

	Asset Description	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1			0	0	61,132,825 81,780,093
2	ISHARES TR RUSSELL MIDCAP INDEX ET		0	2,792,935	8,199,281
3	ISHARES TR RUSSELL 1000 VALUE INDEX		0	2,684,810	4,257,402
4	ISHARES TR RUSSELL 1000 GROWTH INC		0	3,027,681	4,538,716
5	VANGUARD INSTL INDEX-I		0	4,489,307	8,998,572
6	WESTERN ASSET CORE PLUS BD-I		0	8,607,384	8,831,470
7	DFA LARGE CAP VALUE FD-I		0	5,068,561	5,391,509
8	DFA EMERGING MKTS CORE EQUITY-I		0	1,554,713	1,887,112
9	T ROWE PRICE INSTL LARGE-CAP GRWT		0	3,917,832	6,747,884
10	VANGUARD BD INDEX SHORT TERM BD B		0	756,662	747,495
11	ISHARES TR MSCI SMALL CAP INDEX ETR		0	1,220,758	1,282,582
12	PIMCO INV GRADE CORP BD-I		0	908,137	894,557
13	INVESCO SMALL CAP GROWTH-I		0	1,418,098	2,520,663
14	DFA INTL CORE EQUITY-I		0	4,498,171	5,068,242
15	PINE GROVE OFFSHORE LTD-A		0	6,000,000	6,662,703
16	VULCAN VALUE PARTNERS S/C		0	2,163,355	2,459,712
17	BRANDES INTL S/C EQUITY-I		0	644,664	615,225
18	ARTISAN INTL VALUE FUND-ADV		0	3,879,757	4,830,522
19	VOYAGER PRTNRS OFFSH LTD SUB'S SE		0	6,000,000	6,472,285
20	VOYAGER PARTNERS OFFSHR LTD S-07/		0	1,500,000	1,374,161

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	MUTUAL FUND TIMING DIFFERENCE	1	33,875
2	FEDERAL EXCISE TAX REFUND	2	4,306
3	ROUNDING	3	6
4	Total	4	38,187

Line 5 - Decreases not included in Part III, Line 2

1	MUTUAL FUND TIMING DIFFERENCE	1	52,430
2	Total	2	52,430

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Long Term CG Distributions	Short Term CG Distributions	Amount	1,199,103	0	15,359,305	0	Cost or Other Basis Plus	Expense of Sale	4,053,001	11,316,304	0	0	0	0	4,053,001
Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Date	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus	Expense of Sale	Adjusted Basis as of 12/31/89	F.M.V. as of 12/31/89	Excess of F.M.V. Over Adjusted Basis	Excess of F.M.V. Over Adjusted Basis	Excess F.M.V. Over Adjust Basis or Losses	
1 INVESSO SMALL CAP GROW	00141M622	-----	10/15/2009	6/23/2017	182,900	33,800	-----	0	19,852	13,948	0	0	0	0	72,769	
2 INVESSO SMALL CAP GROW	00141M622	-----	10/15/2009	12/22/2017	23,000	312,700	-----	0	12,921	10,79	0	0	0	0	13,948	
3 INVESSO SMALL CAP GROW	00141M622	-----	10/15/2009	3/8/2017	57,000	57,000	-----	0	310,108	2,592	0	0	0	0	0	
4 ARTISAN INT'L VALUE FUND	04314H667	-----	6/3/2013	6/23/2017	43,700	85,900	-----	0	44,432	5,234	0	0	0	0	5,234	
5 ARTISAN INT'L VALUE FUND	04314H667	-----	9/28/2017	12/22/2017	85,900	14,800	-----	0	89,321	3,621	0	0	0	0	3,621	
6 ARTISAN INT'L SIC EQUITY-4	105262737	-----	7/31/2014	6/23/2017	407	407	-----	0	14,935	1,35	0	0	0	0	1,35	
7 BRANDES INT'L SIC EQUITY-4	105262737	-----	7/31/2014	9/28/2017	5,800	5,800	-----	0	406,716	284	0	0	0	0	284	
8 BRANDES INT'L SIC EQUITY-4	105262737	-----	7/31/2014	12/22/2017	5,800	5,800	-----	0	5,997	1,97	0	0	0	0	1,97	
9 BRANDES INT'L SIC EQUITY-4	105262737	-----	7/31/2014	3/8/2017	326,600	326,600	-----	0	343,465	16,865	0	0	0	0	16,865	
10 BRANDES INT'L SIC EQUITY-4	105262737	-----	7/31/2014	6/23/2017	56,400	56,400	-----	0	56,506	1,894	0	0	0	0	1,894	
11 DFA INTERNATIONAL CORE	233203371	-----	4/1/2014	9/28/2017	45,800	131,200	-----	0	44,245	1,555	0	0	0	0	1,555	
12 DFA INTERNATIONAL CORE	233203371	-----	4/1/2014	12/22/2017	131,200	131,200	-----	0	131,475	2,75	0	0	0	0	2,75	
13 DFA INTERNATIONAL CORE	233203371	-----	9/28/2017	3/8/2017	-----	-----	-----	0	21,916	1,884	0	0	0	0	1,884	
14 DFA EMERG MKTS CORE EQ	233203371	-----	21/4/2017	6/23/2017	23,600	23,600	-----	0	14,096	2,704	0	0	0	0	2,704	
15 DFA EMERG MKTS CORE EQ	233203371	-----	21/4/2017	12/22/2017	16,800	16,800	-----	0	88,857	11,543	0	0	0	0	11,543	
16 DFA EMERG MKTS CORE EQ	233203371	-----	21/4/2017	3/8/2017	100,400	100,400	-----	0	14,695	2,005	0	0	0	0	2,005	
17 DFA US LC VALUE PORTFOL	233203387	-----	6/23/2016	6/23/2016	16,700	49,400	-----	0	47,930	1,470	0	0	0	0	1,470	
18 DFA US LC VALUE PORTFOL	233203387	-----	9/28/2017	12/22/2017	49,400	49,400	-----	0	89,334	24,968	0	0	0	0	24,968	
19 DFA VALUE PART SM CAP	311609683	-----	2/19/2016	3/8/2017	114,300	114,300	-----	0	14,782	4,772	0	0	0	0	4,772	
20 VOLCAN VALUE PART SM CAP	3117609683	-----	2/19/2016	6/23/2016	19,600	19,600	-----	0	22,693	5,93	0	0	0	0	5,93	
21 VOLCAN VALUE PART SM CAP	3117609683	-----	9/28/2017	12/22/2017	22,300	22,300	-----	0	330,989	164,431	0	0	0	0	164,431	
22 VOLCAN VALUE PART SM CAP	3117609683	-----	9/27/2013	3/8/2017	495,300	495,300	-----	0	56,228	36,672	0	0	0	0	36,672	
23 TROY PRICE INST LC GRV	45775L408	-----	6/27/2013	6/23/2017	91,900	91,900	-----	0	35,707	26,093	0	0	0	0	26,093	
24 TROY PRICE INST LC GRV	45775L408	-----	6/27/2013	12/22/2017	61,800	62,145	-----	0	375,734	245,731	0	0	0	0	245,731	
25 TROY PRICE INST LC GRV	45775L408	-----	9/28/2017	3/8/2017	106,713	106,713	-----	0	62,622	44,991	0	0	0	0	44,991	
26 SHARES RUSSELL MIDCAP	464287499	-----	12/17/2012	6/23/2017	-----	-----	-----	0	40,620	34,211	0	0	0	0	34,211	
27 SHARES RUSSELL MIDCAP	464287499	-----	12/17/2012	12/22/2017	74,831	74,831	-----	0	589,362	70,435	0	0	0	0	70,435	
28 SHARES RUSSELL MIDCAP	464287499	-----	12/17/2012	3/8/2017	659,787	659,787	-----	0	98,573	11,526	0	0	0	0	11,526	
29 SHARES RUSSELL 1000 VAL	464287598	-----	6/23/2016	6/23/2017	110,099	110,099	-----	0	182,243	31,756	0	0	0	0	31,756	
30 SHARES RUSSELL 1000 VAL	464287598	-----	6/10/2014	9/28/2017	213,989	213,989	-----	0	278,900	80,719	0	0	0	0	80,719	
31 SHARES RUSSELL 1000 VAL	464287598	-----	6/17/2014	9/28/2017	330,169	330,169	-----	0	1,935,269	284,515	0	0	0	0	284,515	
32 SHARES RUSSELL 1000 VAL	464287598	-----	2/3/2015	3/8/2017	2,219,784	2,219,784	-----	0	187,288	25,767	0	0	0	0	25,767	
33 SHARES RUSSELL 1000 VAL	464287598	-----	6/23/2016	9/28/2017	2,13,055	2,13,055	-----	0	630,248	316,981	0	0	0	0	316,981	
34 SHARES RUSSELL 1000 VAL	464287598	-----	2/8/2013	3/8/2017	949,009	949,009	-----	0	24,308	14,320	0	0	0	0	14,320	
35 SHARES RUSSELL 1000 VAL	464287598	-----	6/26/2013	12/22/2017	38,628	32,975	-----	0	257,582	65,393	0	0	0	0	65,393	
36 SHARES RUSSELL 1000 VAL	464287598	-----	6/10/2014	3/8/2017	8,100	57,134	-----	0	42,330	14,204	0	0	0	0	14,204	
37 SHARES RUSSELL 1000 VAL	464287598	-----	6/10/2014	6/23/2017	10,788	10,788	-----	0	27,566	13,666	0	0	0	0	13,666	
38 SHARES RUSSELL 1000 VAL	464287598	-----	6/10/2014	12/22/2017	14,455	14,455	-----	0	11,050	4,455	0	0	0	0	4,455	
39 SHARES MSCI EAFE SMALL	464287614	-----	9/28/2017	12/22/2017	11,455	11,455	-----	0	853,804	177,292	0	0	0	0	177,292	
40 SHARES MSCI EAFE SMALL	464287614	-----	9/27/2011	2/14/2017	1,031,096	1,031,096	-----	0	567,301	117,800	0	0	0	0	117,800	
41 OPPENHEIMER DEVELOPING	683974604	-----	12/16/2012	2/14/2017	688,101	688,101	-----	0	12,921	1,21	0	0	0	0	1,21	
42 PIMCO INVESTMENT GRD C	722005816	-----	3/4/2015	6/23/2017	12,800	-----	-----	0	8,270	1,170	0	0	0	0	1,170	
43 PIMCO INVESTMENT GRD C	722005816	-----	3/4/2015	12/22/2017	8,100	-----	-----	0	10,809	21	0	0	0	0	21	
44 VANGUARD SHORT TERM B	921937827	-----	6/10/2014	6/23/2017	6,725	6,725	-----	0	6,806	81	0	0	0	0	81	
45 VANGUARD SHORT TERM B	921937827	-----	9/21/2017	3/8/2017	983,700	983,700	-----	0	538,255	417,445	0	0	0	0	417,445	
46 VANGUARD INDEX-INS	922040100	-----	6/26/2012	6/23/2017	163,200	163,200	-----	0	88,257	73,943	0	0	0	0	73,943	
47 VANGUARD INDEX-INS	922040100	-----	9/28/2017	3/8/2017	3,489,000	3,489,000	-----	0	1,853,779	1,635,221	0	0	0	0	1,635,221	
48 VANGUARD INDEX-INS	922040100	-----	6/26/2012	12/22/2017	82,800	-----	-----	0	41,173	41,627	0	0	0	0	41,627	
49 VANGUARD INDEX-INS	922040100	-----	3/6/2015	12/22/2017	124,500	124,500	-----	0	122,711	1,789	0	0	0	0	1,789	
50 VANGUARD INDEX-INS	957663503	-----	3/6/2015	12/22/2017	80,000	80,000	-----	0	79,320	60	0	0	0	0	60	
51 WESTERN ASSET CORE PLU	957663503	-----	3/6/2015	12/22/2017	-----	-----	-----	0	-----	-----	0	0	0	0	-----	
52 WESTERN ASSET CORE PLU	957663503	-----	3/6/2015	12/22/2017	-----	-----	-----	0	-----	-----	0	0	0	0	-----	

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

1	Name	Check "X" if Business	Street	City	Sate	Zip Code	Foreign Country	Title	Avg Hrs Per Week AS REQ'D	Compensation	Benefits	Expense Account
	SUNTRUST BANK		P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE		264,920		0

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return	1	20,914
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	7/5/2017	48,727
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	1/3/2018	52,448
6 Other payments	6	
7 Total	7	122,089