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Form **990-PF****Return of Private Foundation**

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

OMB No 1545-0052

2017Department 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.

Open to Public Inspection

For calendar year 2017 or tax year beginning , and ending

Name of foundation THE W I H PITTS MEMORIAL FUND		A Employer identification number 58-6374908	
Number and street (or P O box number if mail is not delivered to street address) P O BOX 1908		B Telephone number (see instructions) (404) 813-9304	
City or town, state or province, country, and ZIP or foreign postal code ORLANDO FL 32802-1908			
Foreign country name Foreign province/state/country Foreign postal code			
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> 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) _____	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	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		
Operating and Administrative Expenses	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				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses. Add lines 13 through 23	378,680	142,545	0	134,960
	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)			
	11 Investments—land, buildings, and equipment basis ▶			
Liabilities	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
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	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"/>			
Net Assets or Fund Balances	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	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

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Part IV Capital Gains and Losses for Tax on Investment Income

a) List and describe the kind(s) of property sold (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			(l) 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 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	3,965,947

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input 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-)	1	130,293	
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 <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by <i>General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions <input type="checkbox"/> GA		
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 <i>General Instruction G</i> ? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2017 or the tax year beginning in 2017? See the instructions for Part XIV. If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

	Yes	No
11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule See instructions	11	X
12 Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement See instructions	12	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14 The books are in care of ► SUNTRUST BANK Telephone no ► (404) 813-9304 Located at ► PO BOX 1908, ORLANDO FL ZIP+4 ► 32802-1908		
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	X

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

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

	Yes	No
1a During the year, did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance? See instructions Organizations relying on a current notice regarding disaster assistance, check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2017?	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 2017, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2017? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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	N/A
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 2017?	4b	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))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance? See instructions **5b** N/A
- 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? **N/A** ☐ 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
- 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** 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 ☐

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	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		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,965,947
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,965,947

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.

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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				
a Enter amount for 2016 only			0	
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 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 See Attached Statement				
Total			▶ 3a	3,830,987
b Approved for future payment NONE				
Total			▶ 3b	0

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

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

Long Term CG Distributions		Amount		Totals		Gross Sales		Cost or Other Basis, Expenses, Depreciation and Adjustments		Net Gain or Loss				
Short Term CG Distributions		1,199,103		0		Capital Gains/Losses		16,568,408		11,316,304				
						Other sales		0		0				
	Description	CUSIP #	Check "X" to include in Part IV	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	Net Gain or Loss
1	INVECO SMALL CAP GROW	00141M622	X			10/15/2009	3/8/2017	192,900	120,131				0	72,769
2	INVECO SMALL CAP GROW	00141M622	X			10/15/2009	6/23/2017	33,800	13,852				0	13,848
3	INVECO SMALL CAP GROW	00141M622	X			10/15/2009	12/22/2017	23,000	12,921				0	10,079
4	ARTISAN INTL VALUE FUND	04314H667	X			6/3/2013	3/8/2017	312,700	310,108				0	2,592
5	ARTISAN INTL VALUE FUND	04314H667	X			6/3/2013	6/23/2017	57,000	51,766				0	5,234
6	ARTISAN INTL VALUE FUND	04314H667	X			9/28/2017	12/22/2017	43,700	44,432				0	-732
7	BRANDES INTL SIC EQUITY	105262737	X			7/31/2014	3/8/2017	85,900	89,921				0	-3,621
8	BRANDES INTL SIC EQUITY	105262737	X			7/31/2014	6/23/2017	14,800	14,935				0	-135
9	BRANDES INTL SIC EQUITY	105262737	X			7/31/2014	9/28/2017	407,000	406,716				0	284
10	BRANDES INTL SIC EQUITY	105262737	X			7/31/2014	12/22/2017	5,800	5,997				0	-197
11	DFA INTERNATIONAL CORE	233203371	X			4/11/2014	3/9/2017	328,600	343,465				0	-16,865
12	DFA INTERNATIONAL CORE	233203371	X			4/11/2014	6/23/2017	58,400	56,506				0	1,894
13	DFA INTERNATIONAL CORE	233203371	X			9/28/2017	12/22/2017	45,800	44,245				0	1,555
14	DFA EMERG MKTS CORE EQ	233203421	X			2/14/2017	3/8/2017	131,200	131,475				0	-275
15	DFA EMERG MKTS CORE EQ	233203421	X			2/14/2017	6/23/2017	23,600	21,916				0	1,684
16	DFA EMERG MKTS CORE EQ	233203421	X			2/14/2017	12/22/2017	18,800	14,086				0	2,704
17	DFA US UC VALUE PORTFOL	233203627	X			6/23/2016	3/8/2017	100,400	88,857				0	11,543
18	DFA US UC VALUE PORTFOL	233203627	X			6/23/2016	6/23/2017	16,700	14,695				0	2,005
19	DFA US UC VALUE PORTFOL	233203627	X			9/28/2017	12/22/2017	49,400	47,930				0	1,470
20	VULCAN VALUE PART SM CA	317609683	X			2/19/2016	3/8/2017	114,300	89,334				0	24,966
21	VULCAN VALUE PART SM CA	317609683	X			2/19/2016	6/23/2017	19,600	14,828				0	4,772
22	VULCAN VALUE PART SM CA	317609683	X			9/28/2017	12/22/2017	22,300	22,893				0	-593
23	T ROWE PRICE INST L/C GRN	457751408	X			6/27/2013	3/8/2017	495,300	330,869				0	164,431
24	T ROWE PRICE INST L/C GRN	457751408	X			6/27/2013	6/23/2017	91,900	55,228				0	36,672
25	T ROWE PRICE INST L/C GRN	457751408	X			12/17/2012	6/23/2017	61,800	35,707				0	26,093
26	ISHARES RUSSELL MIDCAP	464287499	X			12/17/2012	3/8/2017	621,465	375,734				0	245,731
27	ISHARES RUSSELL MIDCAP	464287499	X			12/17/2012	6/23/2017	106,713	62,622				0	44,091
28	ISHARES RUSSELL MIDCAP	464287499	X			12/17/2012	12/22/2017	74,831	40,620				0	34,211
29	ISHARES RUSSELL 1000 VAL	464287598	X			6/23/2016	3/8/2017	659,797	589,362				0	70,435
30	ISHARES RUSSELL 1000 VAL	464287598	X			6/23/2016	6/23/2017	110,099	98,573				0	11,526
31	ISHARES RUSSELL 1000 VAL	464287598	X			6/10/2014	9/28/2017	213,999	182,243				0	31,756
32	ISHARES RUSSELL 1000 VAL	464287598	X			6/17/2014	9/28/2017	330,619	279,900				0	50,719
33	ISHARES RUSSELL 1000 VAL	464287598	X			2/3/2015	9/28/2017	2,219,784	1,935,269				0	284,515
34	ISHARES RUSSELL 1000 VAL	464287598	X			6/23/2016	9/28/2017	213,055	187,288				0	25,767
35	ISHARES RUSSELL 1000 VAL	464287598	X			2/8/2013	9/28/2017	949,009	630,428				0	318,581
36	ISHARES RUSSELL 1000 VAL	464287598	X			2/8/2013	12/22/2017	38,628	24,308				0	14,320
37	ISHARES RUSSELL 1000 GRN	464287614	X			6/10/2014	3/8/2017	322,975	257,582				0	65,393
38	ISHARES RUSSELL 1000 GRN	464287614	X			6/10/2014	6/23/2017	57,134	42,930				0	14,204
39	ISHARES RUSSELL 1000 GRN	464287614	X			6/10/2014	12/22/2017	41,232	27,566				0	13,666
40	ISHARES MSCI EAFE SMALL	464288273	X			9/28/2017	12/22/2017	11,455	11,050				0	405
41	OPPENHEIMER DEVELOPING	683974604	X			9/22/2011	2/14/2017	1,031,096	853,804				0	177,292
42	OPPENHEIMER DEVELOPING	683974604	X			12/16/2011	2/14/2017	685,101	567,301				0	117,800
43	PIMCO INVESTMENT GRD CO	722005816	X			3/4/2015	6/23/2017	12,800	12,921				0	-121
44	PIMCO INVESTMENT GRD CO	722005816	X			3/4/2015	12/22/2017	8,100	8,270				0	-170
45	VANGUARD SHORT TERM BOND	921937827	X			3/4/2015	6/23/2017	10,788	10,809				0	-21
46	VANGUARD SHORT TERM BOND	921937827	X			3/4/2015	12/22/2017	6,725	6,806				0	-81
47	VANGUARD INST INDEX-INST	922040100	X			6/26/2012	3/8/2017	953,700	536,255				0	417,445
48	VANGUARD INST INDEX-INST	922040100	X			6/26/2012	6/23/2017	163,200	89,257				0	73,943
49	VANGUARD INST INDEX-INST	922040100	X			6/26/2012	9/28/2017	3,489,000	1,853,179				0	1,635,821
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	957663503	X			3/6/2015	6/23/2017	124,500	122,711				0	1,789
52	WESTERN ASSET CORE PLU	957663503	X			3/6/2015	12/22/2017	80,000	79,320				0	680

Long Term CG Distributions	Amount	1,199,103	0
Short Term CG Distributions			
		16,568,408	0
		11,316,304	0
		5,252,104	0

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

		2,500	0	0	2,500
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	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 ETF		0	1,220,758	1,282,582
12	PIMCO INVT 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 PRTRNS 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											
Description of Property Sold	CUSIP #	Acquisition Method	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adjusted Basis	Gains Minus Excess FMV Over Adj Basis or Losses								
1 INVESCO SMALL CAP GROW	00141M622		10/15/2009	3/8/2017	192,900			120,131	72,769			0	72,769								
2 INVESCO SMALL CAP GROW	00141M622		10/15/2009	6/23/2017	33,800			19,852	13,948			0	13,948								
3 INVESCO SMALL CAP GROW	00141M622		10/15/2009	12/22/2017	23,000			12,921	10,079			0	10,079								
4 ARTISAN INTL VALUE FUND	04314H667		6/3/2013	3/8/2017	312,700			310,108	2,592			0	2,592								
5 ARTISAN INTL VALUE FUND	04314H667		6/3/2013	6/23/2017	57,000			51,766	5,234			0	5,234								
6 ARTISAN INTL VALUE FUND	04314H667		9/28/2017	12/22/2017	43,700			44,432	-732			0	-732								
7 BRANDES INTL SIC EQUITY	105262737		7/31/2014	3/8/2017	85,900			89,521	-3,621			0	-3,621								
8 BRANDES INTL SIC EQUITY	105262737		7/31/2014	6/23/2017	14,800			14,935	-135			0	-135								
9 BRANDES INTL SIC EQUITY	105262737		7/31/2014	9/28/2017	407,000			406,716	284			0	284								
10 BRANDES INTL SIC EQUITY	105262737		7/31/2014	12/22/2017	5,800			5,997	-197			0	-197								
11 DFA INTERNATIONAL CORE	233203371		4/11/2014	3/8/2017	326,600			343,465	-16,865			0	-16,865								
12 DFA INTERNATIONAL CORE	233203371		4/11/2014	6/23/2017	58,400			56,506	1,894			0	1,894								
13 DFA INTERNATIONAL CORE	233203371		9/28/2017	12/22/2017	45,800			44,245	1,555			0	1,555								
14 DFA EMERG MKTS CORE EQ	233203421		2/14/2017	3/8/2017	131,200			131,475	-275			0	-275								
15 DFA EMERG MKTS CORE EQ	233203421		2/14/2017	6/23/2017	23,600			21,916	1,684			0	1,684								
16 DFA EMERG MKTS CORE EQ	233203421		2/14/2017	12/22/2017	16,800			14,096	2,704			0	2,704								
17 DFA US LC VALUE PORTFOL	233203387		6/23/2016	3/8/2017	100,400			88,857	11,543			0	11,543								
18 DFA US LC VALUE PORTFOL	233203387		6/23/2016	6/23/2017	16,700			14,695	2,005			0	2,005								
19 DFA US LC VALUE PORTFOL	233203387		9/28/2017	12/22/2017	49,400			47,930	1,470			0	1,470								
20 VULCAN VALUE PART SM CA	317609683		2/19/2016	3/8/2017	114,300			89,334	24,966			0	24,966								
21 VULCAN VALUE PART SM CA	317609683		2/19/2016	6/23/2017	19,600			14,828	4,772			0	4,772								
22 VULCAN VALUE PART SM CA	317609683		9/28/2017	12/22/2017	22,300			22,893	-593			0	-593								
23 T ROWE PRICE INST LC GRV	457751408		6/27/2013	3/8/2017	495,300			330,869	164,431			0	164,431								
24 T ROWE PRICE INST LC GRV	457751408		6/27/2013	6/23/2017	81,900			55,228	26,672			0	26,672								
25 T ROWE PRICE INST LC GRV	457751408		6/27/2013	12/22/2017	61,800			35,707	26,093			0	26,093								
26 SHARES RUSSELL MIDCAP	464287499		12/17/2012	3/8/2017	621,465			375,734	245,731			0	245,731								
27 SHARES RUSSELL MIDCAP	464287499		12/17/2012	6/23/2017	106,713			62,622	44,091			0	44,091								
28 SHARES RUSSELL MIDCAP	464287499		12/17/2012	12/22/2017	74,831			40,620	34,211			0	34,211								
29 SHARES RUSSELL 1000 VAL	464287598		6/23/2016	3/8/2017	659,797			589,362	70,435			0	70,435								
30 SHARES RUSSELL 1000 VAL	464287598		6/23/2016	6/23/2017	110,099			98,573	11,526			0	11,526								
31 SHARES RUSSELL 1000 VAL	464287598		6/10/2014	9/28/2017	213,989			182,243	31,756			0	31,756								
32 SHARES RUSSELL 1000 VAL	464287598		6/17/2014	9/28/2017	330,619			279,900	50,719			0	50,719								
33 SHARES RUSSELL 1000 VAL	464287598		2/3/2015	9/28/2017	2,219,784			1,935,269	284,515			0	284,515								
34 SHARES RUSSELL 1000 VAL	464287598		6/23/2016	9/28/2017	213,055			187,288	25,767			0	25,767								
35 SHARES RUSSELL 1000 VAL	464287598		2/8/2013	9/28/2017	949,009			630,428	318,581			0	318,581								
36 SHARES RUSSELL 1000 VAL	464287598		2/8/2013	12/22/2017	38,628			24,308	14,320			0	14,320								
37 SHARES RUSSELL 1000 VAL	464287598		6/10/2014	3/8/2017	322,975			257,582	65,393			0	65,393								
38 SHARES RUSSELL 1000 VAL	464287614		6/10/2014	6/23/2017	57,134			42,930	14,204			0	14,204								
39 SHARES RUSSELL 1000 VAL	464287614		6/10/2014	12/22/2017	41,232			27,568	13,666			0	13,666								
40 SHARES MSCIEAFE SMALL	464288273		9/28/2017	12/22/2017	11,455			11,050	405			0	405								
41 OPPENHEIMER DEVELOPING	683974604		9/22/2011	2/14/2017	1,031,096			853,804	177,292			0	177,292								
42 OPPENHEIMER DEVELOPING	683974604		12/16/2011	2/14/2017	685,101			567,301	117,800			0	117,800								
43 PIMCO INVESTMENT GRD CC	722005816		3/4/2015	6/23/2017	12,800			12,921	-121			0	-121								
44 PIMCO INVESTMENT GRD CC	722005816		3/4/2015	12/22/2017	8,100			8,270	-170			0	-170								
45 VANGUARD SHORT TERM BD	921937827		3/4/2015	6/23/2017	10,788			10,809	-21			0	-21								
46 VANGUARD SHORT TERM BD	921937827		3/4/2015	12/22/2017	6,725			6,806	-81			0	-81								
47 VANGUARD INST INDEX-INST	922040100		6/26/2012	3/8/2017	953,700			536,255	417,445			0	417,445								
48 VANGUARD INST INDEX-INST	922040100		6/26/2012	6/23/2017	163,200			89,257	73,943			0	73,943								
49 VANGUARD INST INDEX-INST	922040100		6/26/2012	9/28/2017	3,489,000			1,853,779	1,635,221			0	1,635,221								
50 VANGUARD INST INDEX-INST	922040100		6/26/2012	12/22/2017	82,800			41,173	41,627			0	41,627								
51 WESTERN ASSET CORE PLU	957663503		3/6/2015	6/23/2017	124,500			122,711	1,789			0	1,789								
52 WESTERN ASSET CORE PLU	957663503		3/6/2015	12/22/2017	80,000			79,320	680			0	680								

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

Schedule C - Compensation of Officers, Directors, Trustees and Foundation Managers											
Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
SUNTRUST BANK		P O BOX 1908	ORLANDO	FL	32802-1908		TRUSTEE	AS REQD	264,920		
									264,920		0

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

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