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

OMB No 1545-0052

**2017**Department of the Treasury  
Internal Revenue Service

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

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

▶ Go to [www.irs.gov/Form990PF](http://www.irs.gov/Form990PF) for instructions and the latest information.

Open to Public Inspection

For calendar year 2017 or tax year beginning

, 2017, and ending

, 20

Name of foundation

WILLINGHAM FOUNDATION

A Employer identification number

75-6035231

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

Room/suite

B Telephone number (see instructions)

P.O. BOX 1501, NJ2-130-03-31

609-274-6834

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

PENNINGTON, NJ 08534-1501

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

J Accounting method

☒ Cash☐ Accrual

end of year (from Part II, col. (c), line

Other (specify)

16) ▶ \$ 2,155,493.

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

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <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	36,765.	36,189.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	94,578.			
b Gross sales price for all assets on line 6a	614,673.			
7 Capital gain net income (from Part IV, line 2)		94,578.		
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)	2,767.			STMT 2
12 Total. Add lines 1 through 11	134,110.	130,767.		
13 Compensation of officers, directors, trustees, etc.				
14 Other employee salaries and wages		NONE	NONE	
15 Pension plans, employee benefits		NONE	NONE	
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)	2,500.	NONE	NONE	2,500.
c Other professional fees (attach schedule)	26,910.	16,146.		10,764.
17 Interest				
18 Taxes (attach schedule) (see instructions)	1,874.	969.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule)	944.	944.		
24 Total operating and administrative expenses. Add lines 13 through 23.	32,228.	18,059.	NONE	13,264.
25 Contributions, gifts, grants paid	205,200.			205,200.
26 Total expenses and disbursements. Add lines 24 and 25.	237,428.	18,059.	NONE	218,464.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-103,318.			
b Net investment income (if negative, enter -0-)		112,708.		
c Adjusted net income (if negative, enter -0-)				

JSA 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 . . . . .		9,392.	12,005.	12,005.
	2	Savings and temporary cash investments . . . . .		65,547.	33,333.	33,333.
	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 ▶ . . . . .	NONE			
	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) . STMT 7. . . . .		738,473.	703,035.	892,783.
	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) . . . . . STMT 14. . . . .		1,131,339.	1,092,901.	1,201,072.
14		Land, buildings, and equipment basis ▶ . . . . .				
		Less accumulated depreciation ▶ (attach schedule) . . . . .				
15		Other assets (describe ▶ . . . . . STMT 15) . . . . .		5,984.	5,984.	16,300.
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .		1,950,735.	1,847,258.	2,155,493.
17		Accounts payable and accrued expenses . . . . .				
18		Grants payable . . . . .				
Net Assets or Fund Balances	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ . . . . .)				
23	Total liabilities (add lines 17 through 22) . . . . .			NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here . . . . . <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"/> X					
	27	Capital stock, trust principal, or current funds . . . . .		1,950,735.	1,847,258.	
	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) . . . . .		1,950,735.	1,847,258.		
31	Total liabilities and net assets/fund balances (see instructions) . . . . .		1,950,735.	1,847,258.		

## 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	1,950,735.
2	Enter amount from Part I, line 27a . . . . .	2	-103,318.
3	Other increases not included in line 2 (itemize) ▶ . . . . .	3	
4	Add lines 1, 2, and 3 . . . . .	4	1,847,417.
5	Decreases not included in line 2 (itemize) ▶ TIMING DIFFERENCE & ROUNDING . . . . .	5	159.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	6	1,847,258.

**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.)
<b>1 a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b> 614,341.		519,763.	94,578.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
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			
<b>a</b>			94,578.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> 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 }			<b>2</b>	94,578.	
<b>3</b> 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 . . . . . }			<b>3</b>		

**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.

(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	153,404.	2,039,711.	0.075209
2015	127,799.	2,132,164.	0.059939
2014	162,183.	2,170,089.	0.074736
2013	167,652.	2,152,915.	0.077872
2012	194,886.	2,020,972.	0.096432
<b>2</b> Total of line 1, column (d) . . . . .			<b>2</b> 0.384188
<b>3</b> 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 . . . . .			<b>3</b> 0.076838
<b>4</b> Enter the net value of noncharitable-use assets for 2017 from Part X, line 5 . . . . .			<b>4</b> 2,102,149.
<b>5</b> Multiply line 4 by line 3. . . . .			<b>5</b> 161,525.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			<b>6</b> 1,127.
<b>7</b> Add lines 5 and 6 . . . . .			<b>7</b> 162,652.
<b>8</b> 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.			<b>8</b> 218,464.

**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	1,127.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" 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-)	2	NONE
3	Add lines 1 and 2 . . . . .	3	1,127.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only, others, enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	5	1,127.
6	Credits/Payments		
a	2017 estimated tax payments and 2016 overpayment credited to 2017 . . . . .	6a	905.
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments. Add lines 6a through 6d . . . . .	7	905.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	4.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9	226.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	
11	Enter the amount of line 10 to be Credited to 2018 estimated tax <input type="checkbox"/> NONE Refunded <input checked="" type="checkbox"/>	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes? See 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? . . . . .		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered. See instructions <input checked="" type="checkbox"/> TX		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 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 . . . . .		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 . . . . .		X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	X	
14 The books are in care of ► <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no. ► <u>(609) 274-6834</u> Located at ► <u>1300 MERRILL LYNCH DRIVE, PENNINGTON, NJ</u> ZIP+4 ► <u>08534</u>		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - check here . . . . . and enter the amount of tax-exempt interest received or accrued during the year . . . . .		15
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 ►		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 type="checkbox"/> Yes <input checked="" 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 . . . . .		1b
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? . . . . . If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) . . . . .		2b X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? . . . . .	<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
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

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

	Yes	No
<b>5a</b> 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))?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 4945(d)(4)(A)? See instructions	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</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"/>	
<b>c</b> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
<b>6a</b> Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
If "Yes" to 6b, file Form 8870.		
<b>7a</b> At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</b> If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?		

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation. See instructions.**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LARRY WILLINGHAM 3150 N BEAR CANYON RD, TUCSON, AZ 85749	VICE PRESIDENT 1	-0-	-0-	-0-
NANCY WILLINGHAM 6739 E CALLE CADENA, TUCSON, AZ 85715	VICE PRESIDENT 1	-0-	-0-	-0-
SARA WILLINGHAM 1380 FISHLAKE DRIVE, MUNDS PARK, AZ 86017	SECRETARY 1	-0-	-0-	-0-
C HAROLD WILLINGHAM 6739 E CALLE CADENA, TUCSON, AZ 85715	PRESIDENT 1	-0-	-0-	-0-

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services . . . . . **NONE**

**Part IX-A Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3 . . . . .	

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	2,059,832.
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	58,029.
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	16,300.
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	2,134,161.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	2,134,161.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	<b>4</b>	32,012.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	2,102,149.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	105,107.

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	105,107.
<b>2a</b>	Tax on investment income for 2017 from Part VI, line 5 . . . . .	<b>2a</b>	1,127.
<b>b</b>	Income tax for 2017. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	1,127.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	103,980.
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	103,980.
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1. . . . .	<b>7</b>	103,980.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 . . . . .	<b>1a</b>	218,464.
<b>b</b>	Program-related investments - total from Part IX-B . . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	218,464.
<b>5</b>	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 . . . . .	<b>5</b>	1,127.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	217,337.

**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
<b>1</b> Distributable amount for 2017 from Part XI, line 7 . . . . .				103,980.
<b>2</b> Undistributed income, if any, as of the end of 2017				
<b>a</b> Enter amount for 2016 only. . . . .			NONE	
<b>b</b> Total for prior years 20____, 20____, 20____		NONE		
<b>3</b> Excess distributions carryover, if any, to 2017				
<b>a</b> From 2012 . . . . .	102,117.			
<b>b</b> From 2013 . . . . .	62,690.			
<b>c</b> From 2014 . . . . .	56,449.			
<b>d</b> From 2015 . . . . .	25,165.			
<b>e</b> From 2016 . . . . .	47,625.			
<b>f</b> Total of lines 3a through e . . . . .	294,046.			
<b>4</b> Qualifying distributions for 2017 from Part XII, line 4 ▶ \$ 218,464.				
<b>a</b> Applied to 2016, but not more than line 2a . . . . .			NONE	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .	NONE			
<b>d</b> Applied to 2017 distributable amount . . . . .				103,980.
<b>e</b> Remaining amount distributed out of corpus. . . . .	114,484.			
<b>5</b> Excess distributions carryover applied to 2017 (If an amount appears in column (d), the same amount must be shown in column (a) )	NONE			NONE
<b>6</b> Enter the net total of each column as indicated below.				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	408,530.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .		NONE		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . .		NONE		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions . . . . .		NONE		
<b>e</b> Undistributed income for 2016 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .			NONE	
<b>f</b> Undistributed income for 2017 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2018 . . . . .				NONE
<b>7</b> 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) . . . . .	NONE			
<b>8</b> Excess distributions carryover from 2012 not applied on line 5 or line 7 (see instructions) . . . . .	102,117.			
<b>9</b> Excess distributions carryover to 2018. Subtract lines 7 and 8 from line 6a . . . . .	306,413.			
<b>10</b> Analysis of line 9.				
<b>a</b> Excess from 2013 . . . . .	62,690.			
<b>b</b> Excess from 2014 . . . . .	56,449.			
<b>c</b> Excess from 2015 . . . . .	25,165.			
<b>d</b> Excess from 2016 . . . . .	47,625.			
<b>e</b> Excess from 2017 . . . . .	114,484.			



**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
<b>a</b> Paid during the year  SEE STATEMENT 20				205,200.
<b>Total</b> .....			▶ <b>3a</b>	205,200.
<b>b</b> Approved for future payment				
<b>Total</b> .....			▶ <b>3b</b>	

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments . . . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities . . . . .			14	36,765.	
5 Net rental income or (loss) from real estate					
a Debt-financed property . . . . .					
b Not debt-financed property . . . . .					
6 Net rental income or (loss) from personal property					
7 Other investment income . . . . .					
8 Gain or (loss) from sales of assets other than inventory			18	94,578.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b <u>FEDERAL TAX REFUND</u>			1	2,767.	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e) . . . . .				134,110.	
13 Total. Add line 12, columns (b), (d), and (e) . . . . .					134,110.

(See worksheet in line 13 instructions to verify calculations)

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

Line No.

▼

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

NOT APPLICABLE



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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS	2,320.	2,320.
FOREIGN DIVIDENDS	5,877.	5,877.
NONDIVIDEND DISTRIBUTIONS	576.	
DOMESTIC DIVIDENDS	16,537.	16,537.
NONQUALIFIED DOMESTIC DIVIDENDS	11,455.	11,455.
	-----	-----
TOTAL	36,765.	36,189.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX REFUND	2,767.
	-----
TOTALS	2,767.
	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE	2,500.			2,500.
TOTALS	2,500.	NONE	NONE	2,500.
	=====	=====	=====	=====



FORM 990PF, PART I - OTHER PROFESSIONAL FEES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
UST-MLT FEES AS AGENT	13,455.	8,073.	5,382.
UST-MLT FEES AS AGENT	13,455.	8,073.	5,382.
TOTALS	26,910.	16,146.	10,764.
	=====	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	969.	969.
EXCISE TAX ESTIMATES	905.	
	-----	-----
TOTALS	1,874.	969.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
INVESTMENT EXPENSE	23.	23.
REAL ESTATE TAXES	363.	363.
REAL ESTATE INSURANCE	198.	198.
ROYALTY EXPENSE	360.	360.
TOTALS	----- 944. =====	----- 944. =====

## WILLINGHAM FOUNDATION

75-6035231

## FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
91324P102 UNITED HEALTH GROUP		5,651.	10,363.
874039100 TAIWAN SEMICONDUCTOR		2,087.	2,736.
867224107 SUNCOR ENERGY INC NE		5,400.	6,536.
828806109 SIMON PPTY GROUP INC		5,657.	5,324.
816851109 SEMPRA ENERGY		4,728.	4,598.
654106103 NIKE INC CL B		2,289.	2,627.
58733R102 MERCADOLIBRE INC		976.	1,259.
50540R409 LABORATORY CORP AMER		1,465.	2,233.
478160104 JOHNSON & JOHNSON CO		7,928.	10,479.
437076102 HOME DEPOT INC USD 0		6,473.	10,424.
391416104 GREAT WESTN BANCORP		1,583.	1,433.
302445101 FLIR SYS INC		2,810.	3,357.
26875P101 EOG RES INC		3,065.	3,885.
26078J100 DOWDUPONT INC COM		6,027.	7,692.
256677105 DOLLAR GENERAL CORP		921.	1,209.
194162103 COLGATE PALMOLIVE CO		3,799.	3,923.
166764100 CHEVRONTXACO CORP		8,894.	11,392.
058498106 BALL CORP		1,776.	1,628.
046353108 ASTRAZENECA PLC SPON		3,487.	4,164.
02079K305 ALPHABET INC SHS		6,910.	15,801.
01609W102 ALIBABA GROUP HOLDIN		8,502.	15,864.
929160109 VULCAN MATERIALS COM		3,621.	3,851.
92220P105 VARIAN MED SYS INC		3,518.	5,113.
918204108 V F CORPORATION COM		1,672.	2,220.
893641100 TRANSDIGM GROUP INC		2,150.	2,197.
88032Q109 TENCENT HOLDINGS LTD		5,647.	7,684.
767204100 RIO TINTO PLC SPON A		1,663.	1,905.
744320102 PRUDENTIAL FINL INC		802.	1,150.
741503403 PRICELINE COM INC		5,584.	6,951.

## WILLINGHAM FOUNDATION

75-6035231

## FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
68389X105 ORACLE CORPORATION	15,190.		17,115.
617446448 MORGAN STANLEY DEAN	3,224.		5,614.
58155Q103 MCKESSON CORPORATION	2,179.		2,027.
579780206 MC CORMICK & CO INC	3,394.		3,567.
550021109 LULULEMON ATHLETICA	1,725.		2,436.
501044101 KROGER COMPANY COMMO	2,532.		1,949.
458140100 INTEL CORPORATION	3,552.		4,754.
406216101 HALLIBURTON COMPANY	6,544.		6,988.
38141G104 GOLDMAN SACHS GROUP	2,868.		3,567.
25754A201 DOMINOS PIZZA INC	2,792.		2,456.
254687106 DISNEY (WALT) COMPAN	2,273.		2,473.
225401108 CREDIT SUISSE GROUP	1,787.		2,570.
609207105 MONDELEZ INTERNATION	5,213.		5,050.
571748102 MARSH & MCLENNAN COS	1,405.		1,709.
518439104 ESTEE LAUDER COMPANI	934.		1,400.
493267108 KEYCORP NEW COM	4,375.		5,285.
375558103 GILEAD SCIENCES INC	2,780.		2,651.
806857108 SCHLUMBERGER LIMITED	7,646.		6,739.
594918104 MICROSOFT CORP COM	14,285.		26,517.
59156R108 METLIFE INC	2,982.		3,539.
577081102 MATTEL INC	1,427.		907.
539830109 LOCKHEED MARTIN CORP	1,582.		2,568.
172967424 CITIGROUP INC COM NE	8,466.		11,831.
09062X103 BIOGEN IDEC INC	2,693.		2,867.
053015103 AUTOMATIC DATA PROCE	1,442.		1,992.
031162100 AMGEN INC	3,356.		3,826.
023135106 AMAZON COM INC	22,287.		33,915.
744573106 PUBLIC SERVICE ENTER	2,801.		3,348.
67066G104 NVIDIA CORP	1,247.		5,805.

## WILLINGHAM FOUNDATION

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## FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
620076307 MOTOROLA SOLUTIONS I		1,217.	1,716.
61174X109 MONSTER BEVERAGE SHS		5,865.	9,494.
548661107 LOWES COMPANIES INC		1,642.	1,952.
460690100 INTERPUBLIC GROUP OF		1,669.	1,593.
438516106 HONEYWELL INTL INC		4,867.	5,981.
98978V103 ZOETIS INC		1,335.	1,873.
92343V104 VERIZON COMMUNICATIO		12,259.	13,603.
902973304 US BANCORP DEL		7,832.	9,644.
89417E109 TRAVELERS COS INC		1,078.	1,763.
808513105 SCHWAB CHARLES CORP		3,395.	4,058.
747525103 QUALCOMM INC		14,514.	14,981.
670100205 NOVO NORDISK A/S ADR		8,209.	9,875.
500472303 KONINKLIJKE PHILIPS		3,201.	3,742.
452327109 ILLUMINA INC		2,143.	2,622.
369604103 GENERAL ELECTRIC CO		2,587.	1,640.
30231G102 EXXON MOBIL CORP		4,082.	4,098.
149123101 CATERPILLAR INC		2,182.	2,994.
12626K203 CRH PLC ADR		1,682.	1,732.
036752103 ANTHEM INC		2,776.	4,500.
026874784 AMERICAN INTERNATIONAL		4,524.	4,588.
00724F101 ADOBE SYS INC COM		3,361.	4,031.
G491BT108 INVESCO LTD		943.	1,096.
428291108 HEXCEL CORP NEW COM		2,270.	2,474.
254709108 DISCOVER FINL SVCS		2,184.	2,615.
244199105 DEERE & COMPANY		3,651.	6,730.
21036P108 CONSTELLATION BRANDS		1,923.	2,286.
20825C104 CONOCOPHILLIPS		3,908.	4,501.
20030N101 COMCAST CORP NEW CL		6,796.	9,532.
126408103 CSX CORP COM		3,783.	4,181.

WILLINGHAM FOUNDATION

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FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
101137107 BOSTON SCIENTIFIC CO		6,251.	5,578.
032654105 ANALOG DEVICES INC		639.	1,068.
025932104 AMERICAN FINL GROUP		875.	1,302.
988498101 YUM BRANDS INC		2,542.	3,999.
911312106 UNITED PARCEL SVC IN		4,768.	6,434.
907818108 UNION PACIFIC CORP		4,974.	5,364.
904784709 UNILEVER NV NY SHARE		1,377.	1,577.
886547108 TIFFANY & CO NEW		1,324.	1,455.
92826C839 VISA INC CL A SHRS		14,808.	20,296.
89151E109 TOTAL FINA ELF S.A.		3,457.	3,648.
867914103 SUNTRUST BANKS INC		2,805.	4,780.
778296103 ROSS STORES INC		962.	1,445.
701094104 PARKER HANNIFIN CORP		1,163.	1,397.
532457108 ELI LILLY & CO COM		1,455.	1,689.
42809H107 HESS CORP		2,126.	2,326.
382550101 GOODYEAR TIRE & RUBB		1,219.	1,260.
337932107 FIRSTENERGY CORP		2,754.	2,664.
294429105 EQUIFAX INC		4,458.	3,891.
26138E109 DR PEPPER SNAPPLE GR		3,824.	4,271.
156782104 CERNER CORP COM		3,892.	4,650.
10922N103 BRIGHTHOUSE FINL INC		279.	293.
02209S103 ALTRIA GROUP INC		9,076.	9,926.
00206R102 AT& T INC		3,534.	3,577.
N22717107 CORE LABORATORIES N		1,589.	1,753.
N07059210 ASML HLDG NV NY REG		1,134.	1,217.
98850P109 YUM CHINA HOLDINGS I		1,588.	2,801.
92532F100 VERTEX PHARMACEUTICA		2,020.	2,248.
69331C108 PG&E CORP		4,004.	2,914.
675232102 OCEANEERING INTERNAT		1,035.	782.

## WILLINGHAM FOUNDATION

75-6035231

## FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
64110L106 NETFLIX COM INC		4,044.	4,991.
525327102 LEIDOS HOLDINGS INC		2,696.	3,164.
512807108 LAM RESH CORP COM		1,438.	2,945.
487836108 KELLOGG COMPANY COMM		1,767.	1,971.
46625H100 J P MORGAN CHASE & C		11,544.	20,853.
460146103 INTERNATIONAL PAPER		3,608.	4,346.
33616C100 FIRST REP BK SAN FRN		6,477.	5,632.
30303M102 FACEBOOK INC		11,034.	23,293.
29476L107 EQUITY RESIDENTIAL S		4,037.	3,762.
269246401 E TRADE FINL CORP		1,366.	1,933.
084670702 BERKSHIRE HATHAWAYIN		7,490.	7,929.
052769106 AUTODESK INC COM		8,035.	11,112.
02005N100 ALLY FINL INC		1,363.	1,633.
015351109 ALEXION PHARMACEUTIC		4,166.	3,827.
00817Y108 AETNA INC		4,142.	6,314.
00507V109 ACTIVISION BLIZZARD		1,486.	2,786.
Y09827109 BROADCOM LTD		1,960.	2,055.
90384S303 ULTA SALON COSMETICS		4,750.	4,250.
855244109 STARBUCKS CORP COM		2,284.	2,355.
784117103 SEI INVESTMENTS CO		4,037.	7,330.
74460D109 PUBLIC STORAGE INC C		3,729.	3,553.
742718109 PROCTER & GAMBLE CO		7,957.	8,453.
718172109 PHILIP MORRIS INTL I		8,538.	8,029.
66987V109 NOVARTIS AG SPNSRD A		4,764.	4,030.
65339F101 NEXTERA ENERGY INC S		6,622.	8,903.
58933Y105 MERCK AND CO INC SHS		7,195.	6,415.
56585A102 MARATHON PETROLEUM C		1,496.	1,979.
285512109 ELECTRONIC ARTS		2,212.	2,101.
25243Q205 DIAGEO PLC SPON ADR		2,169.	2,775.



## WILLINGHAM FOUNDATION

75-6035231

## FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
233153204 DCT INDUSTRIAL TR IN		1,649.	1,763.
125896100 CMS ENERGY CORP		3,785.	3,737.
075887109 BECTON DICKINSON AND		2,589.	2,783.
037833100 APPLE COMPUTER INC C		3,613.	5,415.
025816109 AMERICAN EXPRESS COM		2,344.	3,377.
949746101 WELLS FARGO & CO NEW		15,090.	17,291.
88579Y101 3M CO		2,122.	2,824.
883203101 TEXTRON INCORPORATED		3,595.	3,792.
78409V104 S&P GLOBAL INC		2,146.	2,202.
74005P104 PRAXAIR INC		863.	1,083.
718546104 PHILLIPS 66 SHS		2,232.	2,832.
717081103 PFIZER INC COM		13,003.	14,271.
70450Y103 PAYPAL HOLDINGS INC		3,037.	3,607.
666807102 NORTHROP GRUMMAN COR		1,751.	3,376.
303075105 FACTSET RESH SYS INC		2,800.	3,855.
302130109 EXPEDITORS INTL WASH		4,362.	6,469.
30161N101 EXELON CORP		806.	1,025.
23636T100 DANONE-SPONS		5,671.	7,312.
191216100 COCA-COLA CO USD		5,484.	6,010.
17275R102 CISCO SYS INC		7,915.	10,916.
12541W209 C.H. ROBINSON WORLDW		4,072.	5,167.
101121101 BOSTON PPTYS INC		2,305.	2,471.
G6518L108 NIELSEN HOLDINGS PLC		1,639.	1,492.
02079K107 ALPHABET INC SHS		5,368.	11,510.
G5960L103 MEDTRONIC PLC SHS		2,765.	2,826.
880770102 TERADYNE INC		1,506.	2,052.
844741108 SOUTHWEST AIRLINES C		1,865.	3,273.
780259206 ROYAL DUTCH SHELL PL		5,258.	6,137.
75886F107 REGENERON PHARMACEUT		5,658.	5,263.

WILLINGHAM FOUNDATION

75-6035231

FORM 990PF, PART II - CORPORATE STOCK  
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
74834L100 QUEST DIAGNOSTICS IN BEGBALANCE	738,473.	1,460.	1,970.
	-----	-----	-----
TOTALS	738,473.	703,035.	892,783.
	=====	=====	=====

WILLINGHAM FOUNDATION

75-6035231

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	-----	---
501885107 LKCM FD SMALL CAP EQ	C		64,250.	55,209.
592905509 METROPOLITAN WEST FD	C		267,014.	258,835.
55272P778 MFS RESEARCH BOND FU	C		265,436.	259,087.
922908538 VANGUARD INDEX FDS	C		86,531.	110,989.
68380L407 OPPENHEIMER INTERNAT	C		270,989.	338,317.
922908512 VANGUARD MID-CAP VAL	C		88,348.	112,686.
922908595 VANGUARD INDEX FDS	C	1,131,339.	50,333.	65,949.
BEGBALANCE	C			
		1,131,339.		
		1,131,339.	1,092,901.	1,201,072.
TOTALS		=====	=====	=====

WILLINGHAM FOUNDATION

75-6035231

FORM 990PF, PART II - OTHER ASSETS  
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ---
OIL GAS MINERAL			200.
SMITH TX 2.3 AC	1,667.	1,667.	2,145.
SMITH TX 8.64 AC	4,317.	4,317.	13,955.
	-----	-----	-----
TOTALS	5,984.	5,984.	16,300.
	=====	=====	=====

WILLINGHAM FOUNDATION  
FORM 990PF, PART XV - LINES 2a - 2d  
=====

75-6035231

RECIPIENT NAME:  
REBECCA BUSHKUHL, BANK OF AMERICA  
ADDRESS:  
P O BOX 1501  
PENNINGTON, NJ 08534-1501  
RECIPIENT'S PHONE NUMBER: 713-422-8321  
E-MAIL ADDRESS: N/A  
FORM, INFORMATION AND MATERIALS:  
SUBMIT IN WRITING AND INCLUDE INFORMATION AS TO  
THE USE OF FUNDS  
SUBMISSION DEADLINES:  
MAY 31  
RESTRICTIONS OR LIMITATIONS ON AWARDS:  
SEE ATTACHMENT

STATEMENT 16

RECIPIENT NAME:  
MANZANITA ELEMENTARY SCHOOL  
ADDRESS:  
8430 N 39TH AVE  
PHOENIX, AZ 85081  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
SUPPORT FOR BAND & STRINGS PROGRAM  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 3,700.

RECIPIENT NAME:  
BETHESDA HEALTH CLINIC  
ADDRESS:  
409 W FERGUSON ST  
TYLER, TX 75702  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
SUPPORT CASE MANAGEMENT FOR DIABETICS  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
ANGEL LAYETTES  
ADDRESS:  
PO BOX 6618  
TYLER, TX 75711  
RELATIONSHIP:  
N/A  
PURPOSE OF GRANT:  
SUPPORT FOR LAYETTE CONSTRUCTION  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 5,000.

WILLINGHAM FOUNDATION

75-6035231

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

MERCY SHIPS

ADDRESS:

PO BOX 2020

LINDALE, TX 75771

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT FOR ORTHOPEDIC SURGERIES

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:

INTERLINK MINISTRIES, INC.

ADDRESS:

PO BOX 460

APPLE CREEK, OH 44606

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

PURCHASE WHEELCHAIR & OTHER MEDICAL EQUIPMENT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 16,500.

RECIPIENT NAME:

SAMARITAN'S PURSE

ADDRESS:

PO BOX 3000

BOONE, NC 28607

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

HURRICAN HARVEY DISASTER RELIEF

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 50,000.

STATEMENT 18

WILLINGHAM FOUNDATION

75-6035231

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

JOY TO THE WORLD FOUNDATION

ADDRESS:

5550 TECH CENTER DR, #305

COLORADO SPRINGS, CO 80919

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT ENDEAVORS IN SCOTLAND-PERMANENT HOME

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

EMILYANN THEATRE, INC.

ADDRESS:

PO BOX 801

WIMBERLY, TX 78676

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

UNRESTRICTED GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:

SOUTHWESTERN SCHOOL OF MISSIONS

ADDRESS:

PO BOX 30880

FLAGSTAFF, AZ 86003

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT FOR LIBRARY & SCHOOL ACCREDITATIONS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 30,000.

STATEMENT 19



WILLINGHAM FOUNDATION

75-6035231

FORM 990PF, PART XV, LINE 3a - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

TUCSON MEDICAL CENTER FOUNDATION

ADDRESS:

5301 E GRANT RD

TUCSON, AZ 85712

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SUPPORT FOR HANDS-ON THERAPY PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 50,000.

RECIPIENT NAME:

THE UNIVERSITY OF ARIZONA

ADDRESS:

111 N CHERRY AVE

TUCSON, AZ 85721

RELATIONSHIP:

N/A

PURPOSE OF GRANT:

SECOND PAYMENT ON CAPITAL CAMPAIGN

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 10,000.

TOTAL GRANTS PAID:

205,200.

=====

## FEDERAL FOOTNOTES

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PAGE 10, PART XV, LINE 2D - DETAIL: SUPPORT AND PROMOTE RELIGIOUS,  
CHARITABLE, SCIENTIFIC, LITERACY AND EDUCATIONAL UNDERTAKINGS,  
PRINCIPALLY IN SMITH COUNTY, AND EXCLUSIVELY IN THE STATE OF TEXAS, TO  
FILL THE NEED WHICH EXISTS IN SUCH FIELDS AND IS NOT ADEQUATELY  
PROVIDED FOR BY OTHER REGULAR MEANS.