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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

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

2009

For calendar year 2009, or tax year beginning

, 2009, and ending

, 20

G Check all that apply

☐ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name changeUse the IRS
label.Otherwise,
print
or type.See Specific
Instructions.

Name of foundation

TR WALTER RICH ET AL MEM FD UW 43-1104403

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

Room/suite

P.O. BOX 1908

City or town, state, and ZIP code

ORLANDO, FL 32802-1908

A Employer identification number

58-6026053

B Telephone number (see page 10 of the instructions)

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 ☐H Check type of organization: ☐ Section 501(c)(3) exempt private foundation☒ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end
of year (from Part II, col. (c), line
16) ▶ \$ 6,161,751.J Accounting method ☒ Cash ☐ Accrual☐ Other (specify)

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

Part I Analysis of Revenue and Expenses (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see page 11 of the instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

1 Contributions, gifts, grants, etc., received (attach schedule)

2 Check ☐ if the foundation is not required to
attach Sch. B.

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

130,296.

130,376.

STMT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all
assets on line 6a 781,669.

-347,655.

7 Capital gain net income (from Part IV, line 2)

NONE

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

-217,359.

130,376.

13 Compensation of officers, directors, trustees, etc.

394.

197.

NONE

197.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

740.

NONE

NONE

740.

b Accounting fees (attach schedule)

500.

NONE

NONE

500.

c Other professional fees (attach schedule)

10,850.

10,850.

17 Interest

18 Taxes (attach schedule) (see page 14 of the instructions)

6,254.

2,676.

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

18,738.

2,873.

NONE

12,287.

25 Contributions, gifts, grants paid

350,750.

350,750.

26 Total expenses and disbursements Add lines 24 and 25

369,488.

2,873.

NONE

363,037.

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

-586,847.

b Net investment income (if negative, enter -0-)

127,503.

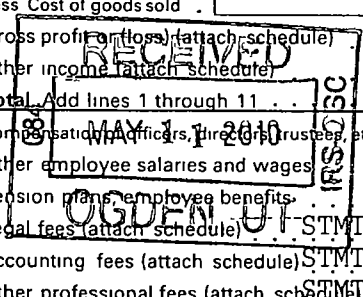
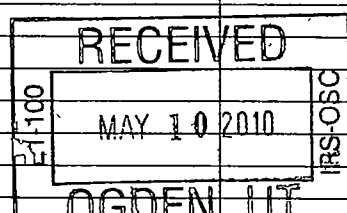
c Adjusted net income (if negative, enter -0-)

Revenue

Operating and Administrative Expenses

ENVELOPE
MAY 07 2010
PARTIAL DATE

SCANNED MAY 12 2010



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	129,081.	131,963.	131,963.
	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 page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 6	7,028,840.	6,467,437.	6,029,788.
	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)	7,157,921.	6,599,400.	6,161,751.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒				
	27	Capital stock, trust principal, or current funds	7,157,921.	6,467,437.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds		131,963.	
	30	Total net assets or fund balances (see page 17 of the instructions)	7,157,921.	6,599,400.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	7,157,921.	6,599,400.		

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	7,157,921.
2	Enter amount from Part I, line 27a	2	-586,847.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	28,326.
4	Add lines 1, 2, and 3	4	6,599,400.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,599,400.

Form 990-PF (2009)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-325,708.	
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.					

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.**1** Enter the appropriate amount in each column for each year; see page 18 of 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))
2008	386,492.	6,618,999.	0.05839130660
2007			
2006			
2005			
2004			
2 Total of line 1, column (d)			2 0.05839130660
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.05839130660
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 5,458,908.
5 Multiply line 4 by line 3			5 318,753.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,275.
7 Add lines 5 and 6			7 320,028.
8 Enter qualifying distributions from Part XII, line 4			8 363,037.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	1,275.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	1,275.
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	1,275.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	3,128.	
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	3,128.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,853.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☒ 1,276. Refunded ☐	11	577.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ _____ (2) On foundation managers ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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 page 19 of the instructions) ► STMT 8		
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>SUNTRUST BANK</u> Telephone no <u>(888) 942-3272</u>			
Located at <u>P.O. BOX 1908, ORLANDO, FL</u> ZIP + 4 <u>32902-1908</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			X
		15		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years	☐ Yes	☒ 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 page 20 of the instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2009 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 2009)	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 2009?	4b	X

Form 990-PF (2009)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the 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? ☐ Yes ☒ No **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? ☐ Yes ☒ No **7b** *N/A*

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 page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		394.	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the 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 page 23 of the 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 page 23 of the 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 page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	

Form 990-PF (2009)

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	5,477,843.
b	Average of monthly cash balances	1b	64,196.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	5,542,039.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	5,542,039.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	83,131.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,458,908.
6	Minimum investment return. Enter 5% of line 5	6	272,945.

Part XI Distributable Amount (see page 25 of the 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	272,945.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,275.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,275.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	271,670.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	271,670.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	271,670.

Part XII Qualifying Distributions (see page 25 of the 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	363,037.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	363,037.
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 page 26 of the instructions)	5	1,275.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	361,762.

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				271,670.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			NONE	
b Total for prior years 20 07, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	58,668.			
f Total of lines 3a through e	58,668.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 363,037.				
a Applied to 2008, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				271,670.
e Remaining amount distributed out of corpus	91,367.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	150,035.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	150,035.			
10 Analysis of line 9:				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	58,668.			
e Excess from 2009	91,367.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) **NOT APPLICABLE****1 a** If the foundation has received a ruling or determination letter that it is a private operating

foundation, and the ruling is effective for 2009, enter the date of the ruling

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

4942(j)(3) or 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2009	(b) 2008	(c) 2007	(d) 2006	

b 85% of line 2a**c** Qualifying distributions from Part XII, line 4 for each year listed**d** Amounts included in line 2c not used directly for active conduct of exempt activities**e** Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c**3** Complete 3a, b, or c for the alternative test relied upon**a** "Assets" alternative test - enter**(1)** Value of all assets**(2)** Value of assets qualifying under section 4942(j)(3)(B)(i).**b** "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed**c** "Support" alternative test - enter**(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).**(2)** Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii).**(3)** Largest amount of support from an exempt organization**(4)** Gross investment income**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:****a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

N/A

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

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d**a** The name, address, and telephone number of the person to whom applications should be addressed.**b** The form in which applications should be submitted and information and materials they should include:**c** Any submission deadlines**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

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

Recipient 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 STATEMENT 10				
Total			▶ 3a	350,750.
b Approved for future payment				
Total			▶ 3b	

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash	1a(1)	X
	(2) Other assets	1a(2)	X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization	1b(1)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)	X
	(3) Rental of facilities, equipment, or other assets	1b(3)	X
	(4) Reimbursement arrangements	1b(4)	X
	(5) Loans or loan guarantees	1b(5)	X
	(6) Performance of services or membership or fundraising solicitations	1b(6)	X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c	X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.				
	 Signature of officer or trustee		05/03/2010 Date		TRUSTEE Title
	Paid Preparer's Use Only Preparer's signature  Firm's name (or yours if self-employed), address, and ZIP code KPMG LLP PO BOX 6768 PROVIDENCE, RI	Date 05/03/2010	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00353001	
	EIN ▶ 13-5565207		Phone no 888-942-3272		

Form **990-PF** (2009)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				21,561.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				385.	
82,312.00		9321.858 RIDGEWORTH FD-SMALLCAP GROWTH # PROPERTY TYPE: SECURITIES 137,043.00				12/27/2007 -54,731.00	01/30/2009
42,395.00		1170. ISHARES TR RUSSELL 2000 VALUE INDE PROPERTY TYPE: SECURITIES 52,241.00				12/15/2008 -9,846.00	03/13/2009
125,000.00		15006.002 RIDGEWORTH FD-EMERGING GROWTH PROPERTY TYPE: SECURITIES 203,031.00				02/07/2007 -78,031.00	06/01/2009
250,000.00		23741.69 RIDGEWORTH FD-LARGECAP CORE EQT PROPERTY TYPE: SECURITIES 409,145.00				02/07/2007 -159145.00	06/01/2009
50,000.00		13027. PERSONAL HIGH QUALITY FIXED INCOM PROPERTY TYPE: SECURITIES 50,364.00				02/15/2008 -364.00	06/15/2009
60,016.00		2629.963 ALLIANZ FDS NFJ SMALLCAP VALUE PROPERTY TYPE: SECURITIES 42,395.00				03/13/2009 17,621.00	09/09/2009
150,000.00		15479.876 RIDGEWORTH FD-LARGECAP QUANT E PROPERTY TYPE: SECURITIES 213,158.00				09/22/2005 -63,158.00	11/12/2009

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN (LOSS)							----- -325,708. =====	

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	130,296.	130,376.
	-----	-----
TOTAL	130,296.	130,376.
	=====	=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES	740.			740.
TOTALS	740.	NONE	NONE	740.
	=====	=====	=====	=====

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

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

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

REVENUE
AND

EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

BRYAN CAVE, LLP

10,850.

10,850.

TOTALS

10,850.

10,850.

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
PRIOR YR TAX BAL DUE	3,126.	
FOREIGN TAXES		2,676.
CURRENT ESTIMATES	3,128.	
	-----	-----
TOTALS	6,254.	2,676.
	=====	=====

TR WALTER RICH ET AL MEM FD UW 43-1104403

58-6026053

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F
-----	-----

ENDING BOOK VALUE	ENDING FMV
-----	----

SEE ATTACHED STATEMENTS

C

6,467,437.

6,029,788.

TOTALS

6,467,437.

6,029,788.

=====

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

DESCRIPTION -----	AMOUNT -----
CTF ADJUSTMENT	28,326.

TOTAL	28,326.
	=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED

=====

GA

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

=====

OFFICER NAME:

SUNTRUST BANK

ADDRESS:

P.O. BOX 1908

ORLANDO, FL 32902

TITLE:

TRUSTEE, VAR

COMPENSATION 394.

TOTAL COMPENSATION: 394.

=====

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

=====

RECIPIENT NAME:

SEE ATTACHED STATEMENT

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 350,750.

TOTAL GRANTS PAID:

350,750.

=====

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2009

Name of estate or trust

TR WALTER RICH ET AL MEM FD UW 43-1104403

Employer identification number

58-6026053

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	7,775.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	21,561.
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►	5	29,336.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-355,429.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	385.
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►	12	-355,044.

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

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

	(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		29,336.
14 Net long-term gain or (loss):			
a Total for year	14a		-355,044.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a	15		-325,708.

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

Part IV Capital Loss Limitation

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

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . .	17		
18 Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . .	19		
20 Add lines 18 and 19	20		
21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21		
22 Subtract line 21 from line 20. If zero or less, enter -0-	22		
23 Subtract line 22 from line 17. If zero or less, enter -0-	23		
24 Enter the smaller of the amount on line 17 or \$2,300	24		
25 Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box ☐ No. Enter the amount from line 23	25		
26 Subtract line 25 from line 24	26		
27 Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27		
28 Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29 Subtract line 28 from line 27	29		
30 Multiply line 29 by 15% (.15)	30		
31 Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32 Add lines 30 and 31	32		
33 Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34 Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2009

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

Employer identification number

TR WALTER RICH ET AL MEM FD UW 43-1104403

58-6026053

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

[illegible]

Schedule D-1 (Form 1041) 2009

GAINS AND LOSSES FROM PASS-THRU ENTITIES

=====

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

COMMON TRUST FUNDS	21,561.00
--------------------	-----------

TOTAL NET SHORT-TERM GAIN OR LOSS (ROUNDED)

21,561.00

=====

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

COMMON TRUST FUNDS	385.00
--------------------	--------

TOTAL NET LONG-TERM GAIN OR LOSS (ROUNDED)

385.00

=====

990PF, PART VII-B LINE 2B – SECTION 4942a2 EXPLANATION STATEMENT

This question does not apply. The foundation does not have any undistributed income from prior years.

ACCT 2TTR 1104403
PREP 43 ADMN 1071 INV 80

SUNTRUST BANK
TAX TRANSACTION DETAIL

RUN 04/08/2010
12 38 41 PM

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
102 CHARITABLE DEDUCTION - CURRENT INCOME				
02/02/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT PAID TO CHILDREN'S HEALTHCARE OF ATLANTA TR TRAN#=IN000104000005 TR CD=105 REG=0 PORT=INC	-8000 00	-8000 00	**CHANGED**	090200004 12/28/09 N_C
02/02/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT PAID TO JUNIOR ACHIEVEMENT OF GEORGIA TR TRAN#=IN000104000008 TR CD=105 REG=0 PORT=INC	-10000 00	-10000 00	**CHANGED**	090200005 12/28/09 N_C
02/11/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT PAID TO MAKE-A-WISH FOUNDATION OF GEORGIA AND ALABAMA MARIETTA GA TR TRAN#=IN001294000006 TR CD=105 REG=0 PORT=INC	-7000 00	-7000 00	**CHANGED**	090200022 12/28/09 N_C
02/11/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT PAID TO UNITED NEGRO COLLEGE FUND INC ATLANTA GA TR TRAN#=IN001294000018 TR CD=105 REG=0 PORT=INC	-45000 00	-45000 00	**CHANGED**	090200024 12/28/09 N_C
02/11/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT PAID TO GEORGE WEST MENTAL HEALTH FOUNDATION D/B/A SKYLAND TRAIL ATLANTA, GA TR TRAN#=IN001301000001 TR CD=105 REG=0 PORT=INC	-30000 00	-30000 00	**CHANGED**	090200025 12/28/09 N_C
02/11/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT PAID TO COMMUNITIES IN SCHOOLS OF ATLANTA ATLANTA GA TR TRAN#=IN001294000015 TR CD=105 REG=0 PORT=INC	-20000 00	-20000 00	**CHANGED**	090200023 12/28/09 N_C
03/20/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT GRANT CONTRIBUTION PAID TO GEORGIA LAWYERS FOR THE ARTS TR TRAN#=IN002475000004 TR CD=105 REG=0 PORT=INC	-2000 00	-2000 00	**CHANGED**	090300021 05/26/09 N_C
04/20/09 CASH DISBURSEMENT BENEFICIARY CHARITABLE GIFT TO SUPPORT THE \$325 MILLION GREATER GRADY CAMPAIGN TO FUND PRIORITY CAPITAL NEEDS PAID TO THE HENRY W GRADY HEALTH SYSTEM FOUNDATION TR TRAN#=IN002277000005 TR CD=105 REG=0 PORT=INC	-40000 00	-40000 00	**CHANGED**	090400019 05/26/09 N_C
06/03/09 CASH DISBURSEMENT	-20000 00	-20000 00		0906000006

ACCT 2TTR 1104403
PREP 43 ADMN 1071 INV 80

SUNTRUST BANK
TAX TRANSACTION DETAIL

RUN 04/08/2010
12 38 41 PM

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
102 CHARITABLE DEDUCTION - CURRENT INCOME (CONTINUED)				
BENEFICIARY CHARITABLE GIFT			**CHANGED**	09/01/09 N_C
GRANT				
PAID TO				
CHRIST THE KING SCHOOL				
ATLANTA, GA				
TR TRAN# IN000433000006 TR CD=105 REG=0 PORT=INC				
06/09/09 CASH DISBURSEMENT	-2000 00	-2000 00		0906000024
BENEFICIARY CHARITABLE GIFT			**CHANGED**	09/01/09 N_C
GRANT				
PAID TO				
AMERICAN CANCER SOCIETY				
SOUTH ATLANTA DIVISION				
TR TRAN# IN001033000004 TR CD=105 REG=0 PORT=INC				
06/09/09 CASH DISBURSEMENT	-10000 00	-10000 00		0906000025
BENEFICIARY CHARITABLE GIFT			**CHANGED**	09/01/09 N_C
GRANT				
PAID TO				
COBB ENERGY PERFORMING				
ARTS CENTER FOUNDATION				
TR TRAN# IN001033000013 TR CD=105 REG=0 PORT=INC				
06/09/09 CASH DISBURSEMENT	-15000 00	-15000 00		0906000026
BENEFICIARY CHARITABLE GIFT			**CHANGED**	09/01/09 N_C
GRANT				
PAID TO				
TREES ATLANTA				
TR TRAN# IN001033000024 TR CD=105 REG=0 PORT=INC				
06/09/09 CASH DISBURSEMENT	-4250 00	-4250 00		0906000027
BENEFICIARY CHARITABLE GIFT			**CHANGED**	09/01/09 N_C
GRANT				
PAID TO				
WESTMINSTER SCHOOLS THE				
TR TRAN# IN001033000027 TR CD=105 REG=0 PORT=INC				
11/17/09 CASH DISBURSEMENT	-12500 00	-12500 00		0911000019
BENEFICIARY CHARITABLE GIFT			**CHANGED**	12/14/09 N_C
GRANT 2009				
PAID TO				
GEORGIA TECH FOUNDATION FOR BENEFIT				
OF GEORGIA INSTITUTE OF TECHNOLOGY				
TR TRAN# IN001827000003 TR CD=105 REG=0 PORT=INC				
11/17/09 CASH DISBURSEMENT	-50000 00	-50000 00		0911000020
BENEFICIARY CHARITABLE GIFT			**CHANGED**	12/14/09 N_C
GRANT 2009				
PAID TO				
THE LOVETT SCHOOL				
ATLANTA, GA				
TR TRAN# IN001827000014 TR CD=105 REG=0 PORT=INC				
11/17/09 CASH DISBURSEMENT	-20000 00	-20000 00		0911000021
BENEFICIARY CHARITABLE GIFT			**CHANGED**	12/14/09 N_C
GRANT 2009				
PAID TO				
GWINNETT HOSPITAL SYSTEM				
FOUNDATION				
LAWRENCEVILLE, GA				
TR TRAN# IN001827000015 TR CD=105 REG=0 PORT=INC				
11/17/09 CASH DISBURSEMENT	-25000 00	-25000 00		0911000023
BENEFICIARY CHARITABLE GIFT			**CHANGED**	12/14/09 N_C
GRANT 2009				
PAID TO				
WESLEYAN SCHOOL				
NORCROSS, GA				
TR TRAN# IN001827000046 TR CD=105 REG=0 PORT=INC				
11/17/09 CASH DISBURSEMENT	-30000 00	-30000 00		0911000024
BENEFICIARY CHARITABLE GIFT			**CHANGED**	12/14/09 N_C
GRANT 2009				
PAID TO				
ATLANTA BALLET, INC				
ATLANTA, GA				
TR TRAN# IN001827000047 TR CD=105 REG=0 PORT=INC				
TOTAL CODE 102 - CHARITABLE DEDUCTION - CURRENT INCOME	-350750 00	-350750 00	0 00	



TR WALTER RICH ET AL MEM FD UW
ACCOUNT NO. 1104403

PORTFOLIO DETAIL
AS OF 12/31/09

PAGE 3

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<u>PRINCIPAL PORTFOLIO</u>						
	PRINCIPAL CASH	1,098,689.21 17.83 %	1,098,689.21			
<u>STIF & MONEY MARKET FUNDS</u>						
131,962.66	SUNTRUST RESERVE FD CUSIP: 990002255	131,962.66 1.000 2.14 %	131,962.66 1.00	0.00	192	0.15 % 0.00 %
<u>EQUITY SECURITIES</u>						
<u>FINANCIALS</u>						
2,100	ISHARES TR COHEN & STEERS REALTY MAJORS INDEX FD CUSIP: 464287564	110,292.00 52.520 1.79 %	84,264.18 40.13	26,027.82	4,066	3.69 % 0.00 %
<u>MUTUAL FUNDS-EQUITY</u>						
2,656	ISHARES GSCI COMMODITY-INDEXED ETF UNIT BEN INT CUSIP: 46428R107	84,513.92 31.820 1.37 %	81,491.39 30.68	3,022.53	0	0.00 % 0.00 %
1,655	ISHARES TR MSCI EMERGING MKTS INDEX FD CUSIP: 464287234	68,682.50 41.500 1.11 %	57,415.26 34.69	11,267.24	40	0.06 % 0.00 %
TOTAL MUTUAL FUNDS-EQUITY		153,196.42	138,906.65	14,289.77	40	0.03 %



SUNTRUST

PORTFOLIO DETAIL

TR WALTER RICH ET AL MEM FD UW
ACCOUNT NO. 1104403

PAGE 4

AS OF 12/31/09

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
TOTAL EQUITY SECURITIES		263,488.42	223,170.83	40,317.59	4,105	1.56 %
2,441	DREYFUS/THE BOSTON CO SMALL CAP GROWTH FD INSTL CUSIP: 26203E836	108,893.01 44.610 1.77 %	81,773.50 33.50	27,119.51	0	0.00 % 0.00 %
3,120	JANUS INVT FD PERKINS SMALL CO VALUE FD I SHS CUSIP: 47103C183	65,395.20 20.960 1.06 %	60,309.60 19.33	5,085.60	0	0.00 % 0.00 %
TOTAL MUTUAL FUNDS		174,288.21	142,083.10	32,205.11	0	0.00 %
PROPRIETARY FUNDS						
35,298.504	RIDGEWORTH FD-AGGRESSIVE GROWTH STK I SHS #558 CUSIP: 76628R102	437,348.46 12.390 7.10 %	452,823.03 12.83	15,474.57-	10,025	2.29 % 0.00 %
5,829.646	RIDGEWORTH FD-EMERGING GROWTH STK I SHS #593 CUSIP: 76628R706	62,552.10 10.730 1.02 %	78,875.12 13.53	16,323.02-	0	0.00 % 0.00 %
33,234.583	RIDGEWORTH FD-HIGH INCOME I SHS #615 CUSIP: 76628T405	216,689.48 6.520 3.52 %	252,850.77 7.61	36,161.29-	17,880	8.25 % 0.00 %
52,300.215	RIDGEWORTH FD-INTL EQUITY INDEX I SHS #530 CUSIP: 76628R813	673,626.77 12.880 10.93 %	673,196.92 12.87	429.85	34,309	5.09 % 0.00 %



TR WALTER RICH ET AL MEM FD UW
ACCOUNT NO. 1104403

PORTFOLIO DETAIL

AS OF 12/31/09

PAGE 5

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO Maturity
49,780.676	RIDGEWORTH FD-LARGE CAP CORE EQUITY I SHS #983 CUSIP: 76628R771	622,756.26 12.510 10.11 %	804,673.47 16.16	181,917.21-	7,965	1.28 % 0.00 %
34,416.614	RIDGEWORTH FD-LARGE CAP GROWTH STK I SHS #510 CUSIP: 76628R748	310,437.86 9.020 5.04 %	375,758.54 10.92	65,320.68-	998	0.32 % 0.00 %
8,818.153	RIDGEWORTH FD-LARGE CAP QUANT EQUITY I SHS #624 CUSIP: 76628R714	87,916.99 9.970 1.43 %	114,974.71 13.04	27,057.72-	1,499	1.71 % 0.00 %
55,442.039	RIDGEWORTH FD-LARGE CAP VALUE EQUITY I SHS #512 CUSIP: 76628R672	608,753.59 10.980 9.88 %	720,427.36 12.99	111,673.77-	12,031	1.98 % 0.00 %
17,666.788	RIDGEWORTH FD-MIDCAP VAL EQUITY I SHS #412 CUSIP: 76628R615	175,784.54 9.950 2.85 %	228,557.20 12.94	52,772.66-	2,208	1.26 % 0.00 %
32,088.775	RIDGEWORTH FD-SELECT LARGE CAP GRWTH I SHS #622 CUSIP: 76628R540	855,486.74 26.660 13.88 %	891,583.43 27.78	36,096.69-	1,861	0.22 % 0.00 %
TOTAL PROPRIETARY FUNDS		4,051,352.79	4,593,720.55	542,367.76-	88,776	2.19 %



PORTFOLIO DETAIL

TR WALTER RICH ET AL MEM FD UW
ACCOUNT NO. 1104403

PAGE 6

AS OF 12/31/09

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
<u>COMMON & COLLECTIVE FUNDS</u>						
336,205	SUNTRUST HIGH QUALITY INTERMEDIATE FIXED INCOME FD CUSIP: 990001307	1,309,239.42 3.894 21.25 %	1,289,468.97 3.84	19,770.45	34,025	2.60 % 0.00 %
20,764	SUNTRUST SHORT-TERM BOND FD CUSIP: 990001059	231,419.39 11.145 3.76 %	218,993.38 10.55	12,426.01	7,679	3.32 % 0.00 %
TOTAL COMMON & COLLECTIVE FUNDS				32,196.46	41,704	2.71 %
<u>MISCELLANEOUS ASSETS</u>						
1	CLASS ACTION PENDING MCKESSON/HBOC INC ON RCPT OF FINAL PMT CUSIP: 997000H20	0.00 0.000 0.00 %	1.00 1.00	1.00 -	0	0.00 % 0.00 %
PRINCIPAL PORTFOLIO TOTAL				437,649.60 -	134,777	2.19 %
<u>INCOME PORTFOLIO</u>						
INCOME CASH		1,098,689.21 - 17.83 - %	1,098,689.21 -			



TR WALTER RICH ET AL MEM FD UW
ACCOUNT NO. 1104403

PORTFOLIO DETAIL
AS OF 12/31/09

PAGE 7

PAR VALUE OR SHARES	ASSET DESCRIPTION	MARKET VALUE MARKET PRICE % OF MARKET	FED TAX COST COST PER UNIT	UNREALIZED GAIN/LOSS (FED TO MKT)	ESTIMATED ANNUAL INCOME	INCOME YIELD AT MARKET/ YIELD TO MATURITY
TOTAL ASSETS		6,161,750.89	6,599,400.49	437,649.60	134,777	2.19%